FREMONT
GOLD LTD

Fremont Gold Ltd.

An Exploration Stage Company

INTERIM MD&A – QUARTERLY HIGHLIGHTS

FOR THE THREE MONTHS ENDED JUNE 30, 2020

Dated: August 26, 2020

Management Discussion and Analysis

The following MD&A – Quarterly Highlights ("MD&A") of Fremont Gold Ltd. ("Fremont" or the "Company") has been prepared as at August 26, 2020. It is intended to be read in conjunction with the condensed interim consolidated financial statements of the Company for the three months ended June 30, 2020.

This Interim MD&A – Quarterly Highlights has been compiled in accordance with Section 2.2.1 of Form 51-102F1 - *Management's Discussion & Analysis*.

All of the financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") unless otherwise noted.

All monetary amounts, including comparatives, are expressed in Canadian dollars unless otherwise noted.

The Company's year-end is March 31. Accordingly, references to Q1 2021 herein refers to the three months ended June 30, 2020.

Dennis Moore, P.G., president of the Company and a Qualified Person as defined by National Instrument 43-101 ("NI 43-101"), approved the technical information presented in this MD&A.

Overview

Fremont's management team has assembled a portfolio of quality Nevada gold projects with the goal of making a new discovery. The Company's flagship project is the past-producing Griffon gold project, located at the southern end of the Cortez Trend. Fremont's other projects include Cobb Creek, North Carlin, Goldrun and Hurricane.

The Company holds its mineral property interests through its wholly owned subsidiaries, 1027344 B.C. Ltd. ("1027344 B.C.") and Intermont Exploration Corp. ("Intermont").

Highlights

The three months ended June 30, 2020 and the period ended August 26, 2020 were highlighted by the following activities and initiatives:

Finance

- The balance of cash and cash equivalents as at June 30, 2020 was $733,250 (March 31, 2020: $1,130,028) and the net working capital balance as at this date was $650,454 (March 31, 2020: $1,017,574)
- In April 2020, Fremont announced that its common shares had begun trading on the OTCQB Venture Market under the trading symbol 'FRERF'.

Exploration and evaluation

- In June 2020, the Company announced that it had initiated a 2,000m phase 1 drill program at Griffon
- In July 2020, the Company announced the results from the first three drill holes at Griffon
- In August 2020, the Company announced that it had completed the phase 1 drill program at Griffon.

Appointments

- In April 2020, Fremont announced the appointment of Randall Chatwin to the Board of Directors

Detailed discussion regarding the Company's portfolio of properties is presented in its 2020 year end management discussion and analysis which is available on the Company's website and at www.sedar.com.

Griffon property

In December 2019, the Company announced that it had entered into an option agreement with Pilot Gold (USA) Inc., a wholly owned subsidiary of Toronto Stock Exchange listed Liberty Gold Corp., to acquire 100% of the past-producing Griffon gold project located in White Pine county, Nevada.

Griffon is a past-producing gold mine located at the southern end of the Cortez Trend, approximately 75 kilometers southwest of Ely, and is accessed via paved highway and Forest Service roads. Mineralization at Griffon is Carlin-type and is comparable to the mineralization found at several deposits at the Kinross Bald Mountain Mine complex, approximately 70 km to the north.

In May 2020, the Company announced that it had staked an additional 90 claims at the Griffon project thereby doubling the size of the project area from 89 claims to 179 claims (approximately 15 square kilometers).

Roberts Creek (staked claims)

Fremont dropped the Roberts Creek property during the three months ended June 30, 2020. A provision equivalent to the carrying value of the Company's interest in the property of $42,783 was recognised in Q1 2021.

Q1 2021 exploration and evaluation activity

Exploration and evaluation activity in Q1 2021 was primarily related to the phase 1 drill program at Griffon:

- Obtaining permits for 21 drill sites
- Selection of ten priority drill targets
- Road and drill pad construction.

In addition to the activity above, Fremont staked additional claims at Griffon (90 claims) and restaked claims at North Carlin (Alkali) and Cobb Creek.

The original 2,000 metre program was ultimately increased to 2,275 metres in nine drill holes. The phase 1 drill program at Griffon was completed in early August. As at August 26, 2020, assay results had been received for the first three holes and the Company was waiting for the results from the remaining six holes. Results of note include drill hole GF-20-3, which intersected a significant interval of near-surface oxide gold mineralization: 50.3 metres at 1.05 g/t gold starting at 29 metres.

Outlook

Fiscal 2020 was a year of transition for Fremont. The Company made the strategic decision to exit the Gold Bar camp and restructure its property portfolio. This was accomplished by the sale of Gold Canyon to McEwen Mining Inc. in Q2 2020 and the acquisition of two advanced-stage gold projects, Cobb Creek and Griffon, in Q3 2020.

Activity in fiscal 2021 will be directed to the exploration of Griffon and Cobb Creek.

Proposed transactions

As at June 30, 2020 and August 26, 2020, there were no other announced asset or business acquisitions or dispositions other than as described herein.

Selected financial information

A summary of results in respect of the five quarters ended June 30, 2020 is as follows. This summary information has been derived from the audited consolidated financial statements and condensed interim consolidated financial statements (unaudited) of the Company.

Consolidated statements of income and loss

	Q1 2020	Q2 2020	Q3 2020	Q4 2020	Q1 2021
Revenue	-	-	-	-	-
Exploration and evaluation	**77,592**	**58,893**	**36,002**	**29,850**	**115,920**
Administration:					
Office and administration	84,855	71,766	52,166	112,977	96,188
Stock-based compensation	35,841	25,654	24,830	9,346	81,770
Management	72,532	71,402	74,448	75,561	71,369
Listing expense	2,798	2,764	4,008	10,427	18,897
Professional fees	11,892	23,235	20,931	21,541	4,687
Depreciation	1,536	1,518	1,518	1,767	1,950
Travel	10,389	3,242	12,879	22,972	124
	219,843	***199,581***	***190,780***	***254,591***	***274,985***
Gain on sale of Gold Canyon	-	(604,436)	(593)	(777)	-
Loss on marketable securities	-	162,000	123,000	44,175	-
Foreign exchange loss (gain)	4,016	(7,082)	6,744	(3,663)	7,527
Interest income	-	-	-	(815)	(2,979)
Write-off of mineral properties	-	-	-	452,069	42,783
Net loss (income)	**301,451**	**(191,044)**	**355,933**	**775,430**	**438,236**

- The most individually significant exploration expenditures incurred during the period under consideration were in respect of the drill program undertaken at Griffon in Q1 2021. The program commenced in late June. Costs incurred during the quarter were in respect of road building, advisory fees and bond agency fees as well as drill contractor costs
- Office and administration charges relate to the cost of maintaining corporate offices in each of Vancouver and Winnemucca, Nevada as well as certain marketing related costs (marketing advisory fees and various other marketing initiatives) and non-management payroll. The reduction in spend in Q2 2020 and Q3 2020 related to the introduction of various cost saving initiatives including reductions

in certain marketing activities. The level of marketing spend increased in Q4 2020 in connection with the February 2020 private placement

- Stock-based compensation relates to the amortisation of the estimated fair value of stock options issued to management, directors, employees and consultants. During the five quarters under consideration, stock options were issued in July 2019 (250,000 options issued to an external adviser) and April 2020 (3,250,000 options). Of the 3,250,000 stock options issued in April 2020, 2,450,000 options were issued to officers and directors of the Company
- Management costs comprise remuneration of the Company’s President, CEO and CFO. Remuneration of the Company’s VP-Exploration is included in exploration spend
- Professional fees relate primarily to legal fees associated with general corporate matters and various mineral property acquisition transactions as well as audit fees and certain marketing advisory fees paid to third parties (in Q1 2020 only). Professional fees increased in Q2 2020 and Q3 2020 due to the pursuit of property acquisition transactions (most notably Cobb Creek and Griffon), as well as in Q4 2020 due to non-recurring fees relating to the Company’s listing on the OTCQB Venture Market
- Travel charges relate primarily to road shows, conferences and travel to the Company’s properties in Nevada. Travel was significantly reduced in Q1 2021 due to the Covid-19 pandemic
- Gain on sale of mineral property in Q2 2020 relates to the sale of the Gold Canyon property to McEwen Mining Inc. (“McEwen”) for 300,000 common shares of McEwen
- Loss on marketable securities relates to the change in market value of common shares of McEwen held between August 2019 when the Gold Canyon property was sold and January 2020 when the McEwen shares were sold following the end of statutory hold periods
- The write-off of mineral properties relates to the dropping of the Rock Creek property and part of the Goldrun property in Q4 2020 and the Roberts Creek property in Q1 2021

Consolidated statements of financial position

	30-Jun-19 (Q1 2020)	**30-Sep-19 (Q2 2020)**	**31-Dec-19 (Q3 2020)**	**31-Mar-20 (Q4 2020)**	**30-Jun-20 (Q1 2021)**
Cash and cash equivalents	227,296	40,716	6,543	1,130,028	733,250
Marketable securities	-	621,000	498,000	-	-
Other current assets	64,282	63,080	50,083	98,594	142,206
Mineral properties	2,482,944	2,437,833	2,559,066	2,571,659	2,482,008
Fixed assets	17,683	16,344	14,575	17,709	17,225
Reclamation bonds	130,956	132,517	86,020	93,961	90,258
Total assets	***2,923,161***	***3,311,490***	***3,214,287***	***3,911,951***	***3,464,947***
Accounts payable and accrued liabilities	84,751	88,786	212,017	106,390	110,741
Due to related parties	68,812	209,982	324,682	104,658	114,261
Total liabilities	***153,563***	***298,768***	***536,699***	***211,048***	***225,002***
Net working capital	***138,015***	***426,028***	***17,927***	***1,017,574***	***650,454***
Share capital	12,138,638	12,138,638	12,176,138	13,688,913	13,688,794
Reserves	1,403,433	1,429,087	1,453,917	1,509,232	1,591,002
Other comprehensive income	24,068	50,494	8,963	239,618	135,245
Accumulated deficit	(10,796,541)	(10,605,497)	(10,961,430)	(11,736,860)	(12,175,096)
Total equity	***2,769,598***	***3,012,722***	***2,677,588***	***3,700,903***	***3,239,945***
	-	-	-	-	-

- Marketable securities relate entirely to 300,000 McEwen shares (see ‘Consolidated statements of income and loss’)

- Other current assets relate to various receivables (primarily GST and BLM charges due from partners on shared claims within the Goldrun property) and prepaid marketing and other expenditures. The June 30, 2020 balance increased due to the inclusion of a US$ 30,000 deposit paid to the drill contractor relating to the Griffon drill program
- The carrying value of mineral properties includes claim acquisition (option payments, value of common shares issued to optionors in connection with property transactions, costs of staking, etc.) and the costs of maintaining the claims in good standing (annual BLM and county charges). The carrying value of mineral properties is also impacted by movement in the CAD / US$ foreign exchange rate. Costs of both exploration and indirect costs associated with claim acquisition (such as legal expenses) are expensed as incurred. Specific issues impacting the carrying value of mineral properties during the period under consideration were as follows:
  - Q2 2020 increase in mineral properties relating to annual statutory claim maintenance charges and miscellaneous staking charges (total of $102,548) offset by the elimination of the carrying value of Gold Canyon in connection with its sale ($177,971)
  - Q3 2020 increase due to option and similar payments associated with the acquisitions of Cobb Creek ($130,779) and Griffon ($33,151)
  - Q4 2020 write-of of the Rock Creek property ($134,946) and part of the Goldrun property ($317,123)
  - Q1 2021 write-of of the Roberts Creek property ($42,783)
- Reclamation bonds total US$ 66,230 ($90,258) and relate to exploration activities on various properties (see 'Liquidity and going concern - Contractual commitments')
- Accounts payable and accrued liabilities comprise amounts due to third parties including accrued audit fees and recurring liabilities relating to ongoing operations in both Nevada and Vancouver. The balance as at December 31, 2019 also includes US$ 68,532 ($89,009) due in connection with the Cobb Creek transaction
- See 'Transactions with related parties' for discussion regarding the balance due to related parties
- Changes in share capital during the period under consideration relate to the following:
  - Q3 2020: 750,000 common shares issued in connection with the acquisition of the Cobb Creek property
  - Q4 2020: February 2020 private placement comprising 24,700,332 units at $0.06 per share for gross proceeds of $1,482,020 (see 'Liquidity and going concern - February 2020 non-brokered private placement')
  - Q4 2020: 2,500,000 common shares issued in connection with the acquisition of the Griffon property

Liquidity and going concern

As at June 30, 2020, the Company had a cash balance of $733,250 (March 31, 2020: $1,130,028), and a net working capital balance of $650,454 (March 31, 2020: $1,017,574).

February 2020 non-brokered private placement

In January 2020, the Company announced a non-brokered private placement of up to 17,000,000 units at a price of $0.06 per unit (the "Units") for gross proceeds of up to $1,020,000.

On February 13, 2020, the Company closed a private placement financing pursuant to which a total of 24,700,332 Units were issued at a price of $0.06 per Unit for gross proceeds of $1,482,020. Each Unit is comprised of one common share of the Company and one share purchase warrant. Each share purchase warrant entitles the holder to acquire one common share at a purchase price of $0.10 for a period of 12 months following closing of the private placement.

Total finder's fees paid to third parties in connection with the financing amounted to $83,580, equivalent to 7% of the applicable proceeds raised. In addition, 1,393,000 share purchase warrants were issued to finders, equivalent to 7% of the number of applicable Units. Each such finder's warrant entitles the holder to purchase one common share of the Company at a purchase price of $0.10 for a period of 12 months following closing of the private placement.

All securities issued in connection with the private placement are subject to a statutory hold period of four months plus a day following issuance.

Going concern

The nature of the Company's operations results in significant expenditures for the acquisition, maintenance and exploration of mineral properties. To date, the Company has not generated any revenue from mining or other operations as it is considered to be in the exploration stage.

As at June 30, 2020 and August 26, 2020, the Company did not have sufficient working capital to meet its corporate development, administrative and property objectives and obligations for the period through March 31, 2021.

The Company's ability to continue as a going concern is dependent upon its ability to obtain additional funding from equity financings provided by the Company's existing shareholders and/or new shareholders or through other arrangements. There is no assurance that the Company will be successful in this regard.

The recoverability of the carrying value of mineral properties and deferred expenditures is dependent upon a number of factors including the existence of recoverable reserves, the ability of the Company to obtain financing to maintain properties in good standing and continue exploration and development and the discovery of economically recoverable reserves.

The Company's financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

In the event the Company is unable to arrange appropriate financing, the carrying value of its assets and liabilities could be subject to material adjustment and the Company may not be able to meet its obligations as they become due in the normal course of business. Furthermore, these conditions indicate the existence of a material uncertainty that raises significant doubt as to the Company's ability to continue as a going concern.

Dividends

The Company has neither declared nor paid any dividends on its common shares to date. The Company does not anticipate paying any dividends on its common shares in the foreseeable future.

Contractual commitments

The Company is responsible for remediating ground on its Hurricane property on which it undertook trenching activity in Q3 2018. In this regard, the Company was required to post a reclamation bond of US$ 56,066 with the BLM. The Company has estimated the cost of reclamation of the Hurricane property to be approximately US$ 10,000.

The Company is responsible for remediating ground on its Gold Bar property on which it undertook drilling activity in Q1 2019. In this regard, the Company was required to post reclamation bonds totalling US$ 25,404 with the BLM. In November 2019, the Company received a partial refund of the Gold Bar bond amounting to US$ 15,240. The Company has estimated that there are no further costs of reclamation to be incurred in connection with the Gold Bar property.

The Hurricane and Gold Bar bonds totaling US$ 66,230 ($90,258) as at June 30, 2020 will be refunded in full once the BLM has concluded that the reclamation work completed is satisfactory. Management is actively seeking to recover the outstanding balances with particular attention being directed to the Hurricane bond.

The Company is required to make certain option and lease payments to third parties in order to maintain its mineral properties and agreements in good standing. Such expenditures to be incurred in the nine months ended March 31, 2021 total US$ 135,000 ($183,978) and comprise the following:
- Cobb Creek: US$ 30,000 (September 2020)
- Cobb Creek: US$ 30,000 (November 2020)
- Griffon: US$ 50,000 (December 2020)
- Hurricane: US$ 25,000 (February 2021).

In addition to the cash payments referred to above, the Company is required to issue common shares to optionors pursuant to the applicable option agreements as follows:
- Cobb Creek: 750,000 common shares (September 2020)
- Griffon: That number of common shares that will bring the optionor's total ownership of Fremont's issued and outstanding common shares to 9.9% (December 2020).

Annual statutory claim maintenance expenditures (BLM and county charges) are due in August of each year.

Other than as described above, the Company had no significant medium- or long-term contractual commitments as at June 30, 2020 or August 26, 2020 beyond its stated liabilities and other commitments associated with its mineral properties and related lease and option agreements as described in the Company's financial statements.

Legal proceedings

The Company was not involved in any legal proceedings as at either June 30, 2020 or August 26, 2020.

Off-balance sheet arrangements

As at June 30, 2020 and August 26, 2020, the Company was utilising the services of a bond agent in connection with the provision of a bond to the applicable authorities relating to the Griffon drill program. The bond amount is US$ 72,700.

Otherwise, the Company is not a party to any off-balance sheet arrangements.

Transactions with related parties

The Company incurred the following expenses resulting from transactions with related parties including officers and directors and companies that are controlled by officers and directors of the Company:

		3 months ended June 30, 2020		3 months ended June 30, 2019
Remuneration of officers of the Company	$	96,316	$	102,829
Stock-based compensation relating to stock options issued to officers and directors of the Company		59,547		18,248
Recharge of exploration, claim and local administrative expenditures		19,403		19,977
	$	**175,266**	**$**	**141,054**

Certain exploration, local administrative and claim acquisition expenditures are charged to the Company by Tectonex LLC, a company owned by the Company's VP Exploration. Such charges totalled US$ 14,001 ($19,403) in the three months ended June 30, 2020 (three months ended June 30, 2019: US$ 14,936 ($19,977). All such expenditures are recharged to the Company without margin or discount at the actual cost incurred by Tectonex

The Company owed the following amounts to related parties including officers and directors or companies that are controlled by officers and directors of the Company:

		June 30, 2020		March 31, 2020
Deferred amount due to the President (due Dec. 31, 2020)	$	64,398	$	64,398
Other advances		25,000		25,000
Amount owing to Tectonex relating to the recharge of exploration, claim and local administrative expenditures		20,899		5,629
Amounts owing to directors and officers relating to the reimbursement of expenses		3,964		9,631
	$	**114,261**	**$**	**104,658**

Outstanding share data

The Company has authorized capital of an unlimited number of common shares without nominal or par value and an unlimited number of preferred shares without nominal or par value.

The Company had the following common shares, warrants and stock options outstanding as at June 30, 2020 and August 26, 2020:

	Aug. 26, 2020	June 30, 2020
Issued and outstanding common shares	81,488,759	81,454,634
Fully diluted	119,017,931	119,017,931
Share purchase warrants:		
Dec. 5, 2020 ($0.20)	4,394,965	4,394,965
Feb. 13, 2021 ($0.10)	24,700,332	24,700,332
Feb. 13, 2021, finder warrants ($0.10)	1,358,875	1,393,000
	30,454,172	30,488,297
Stock options	7,075,000	7,075,000

Cautionary Statement on Forward-Looking Information

This MD&A document contains 'forward-looking information' and 'forward-looking statements' (together, the "forward-looking statements") within the meaning of applicable securities laws. Such forward-looking statements concern the Company's anticipated operations in future periods, planned exploration and evaluation of its properties, and plans related to its business and other matters that may occur in the future. This information relates to analyses and other information that is based on expectations of future performance and planned work programs. These forward-looking statements are made as of August 26, 2020.

Users of forward-looking statements are cautioned that actual results may vary from the forward-looking statements contained herein. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to:

- Risks related to the exploration and evaluation of natural resource properties
- Risks related to the uncertainty of mineral resource calculations and the inclusion of inferred mineral resources in economic estimations
- Risks related to fluctuations in future metal prices (particularly gold prices)
- Risks related to market events and conditions
- Risks related to governmental regulations, including without limitation, environmental laws and regulations
- Risks related to delays in obtaining governmental or regulatory approvals, licenses or permits
- Risks related to the Company's mineral properties being subject to prior unregistered agreements, transfers or claims and other defects in title
- Risks related to uncertainty associated with the Company's ability to obtain funding in the future
- Risks related to the Company's inability to meet its financial obligations under agreements to which it is a party (see 'Liquidity and going concern')
- Risks related to competition from larger companies with greater financial and technical resources, and
- Risks related to the Company's directors and officers becoming associated with other natural resource companies which may give rise to conflicts of interest.

Other risk factors associated with the Company are identified in the document entitled 'Filing Statement of Palisades Ventures Inc.' dated as at May 29, 2017 which is available on www.sedar.com.

Although the forward-looking statements contained in this document are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this document, and the Company assumes no obligation to update or revise them to reflect new events or circumstances except as may be required under applicable securities laws. There can be no assurance that forward-looking statements, or the material factors or assumptions used to develop such forward-looking statements, will prove to be accurate. Accordingly, readers should not place undue reliance on forward-looking statements.