

VANCOUVER, April 25, 2017 /CNW/ - [Freegold Ventures Ltd.](#) ("Freegold" or the "Corporation") (TSX:FVL) is pleased to announce that it has filed a preliminary short form prospectus in connection with a proposed marketed offering of units (the "Units") of the Corporation for minimum gross proceeds of \$3,000,000 and maximum gross proceeds of \$5,000,000 (the "Offering"). The Offering will be conducted on a best efforts basis through Paradigm Capital Inc. (the "Agent"), acting as agent. Units representing up to \$1,000,000 in gross proceeds of the Offering may be issued directly through the Corporation or through one or more qualified placement agents to one or more investors resident outside of Canada and the United States (the "Concurrent Offering"). Any Units issued pursuant to the Concurrent Offering form part of the Offering, and gross proceeds received from the Concurrent Offering form part of the proceeds received from the Offering.

The Offering will be priced in the context of the market with the specifics of the Offering to be determined at the time of pricing. Each Unit consists of one common share in the capital of Freegold and a number of common share purchase warrants that will be determined in the context of the market, with each whole common share purchase warrant entitling the holder thereof to purchase one common share of the Corporation within 36 months from the closing date of the Offering.

The Corporation has also agreed to grant the Agent an option to cover over-allotments and for market stabilization purposes (the "Over Allotment Option"), which will allow the Agent to arrange for purchasers to acquire up to an additional 15% of the number of Units initially sold under the Offering. The Over Allotment Option will be exercisable, in whole or in part, at any time up to 30 days after the closing of the Offering.

The Corporation intends to use the net proceeds of the Offering for exploration at the Shorty Creek Project, baseline environmental studies at the Corporation's Golden Summit Project and for general working capital purposes. If the maximum amount is raised, the Corporation will also expand the currently planned oxide expansion drilling at its Golden Summit Project.

The Offering is being made pursuant to a short form prospectus filed in each of the provinces of Alberta, British Columbia and Ontario. A copy of the preliminary short form prospectus, which contains important information relating to the Units, is available on SEDAR at www.sedar.com or from the Agent by contacting the Agent at ecm@paradigmcap.com. There will not be any sale or any acceptance of an offer to buy the Units until a receipt for the final prospectus has been issued.

The Offering is expected to close on or about May 25, 2017, or on such later date as the Corporation and the Agent may agree upon, and is subject to certain customary conditions and regulatory approvals, including the approval of the TSX and the entering into by the Corporation and the Agent of an agency agreement.

This press release does not constitute an offer of securities for sale in the United States or to "U.S. persons" ("U.S. persons"), as such term is defined in Regulation S promulgated under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"). The securities being offered have not been, nor will be, registered under the U.S. Securities Act or any state securities laws, and may not be offered or sold in the United States or to U.S. persons absent registration or an applicable exemption from such registration requirements.

About Freegold Ventures Limited

Freegold is a TSX listed company focused on exploration in Alaska and holds the Golden Summit Gold Project, near Fairbanks as well as a 100% lease interest on the Shorty Creek Copper – Gold – Molybdenum Project near Livengood.

This news release contains "forward-looking information" which may include, but is not limited to, statements with respect to the Offering, including its expected timing of completion, the receipt of required regulatory approvals and the use of net proceeds therefrom. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations of such words and phrases), or state that certain actions, events or results "may", "could", "would", "might", or "will be taken", "occur" or "be achieved". In making the forward-looking statements in this news release, the Corporation has applied certain factors and assumptions that it believes are reasonable, including statements related to the closing of the Offering and the Corporation's use of proceeds of the Offering, that there is no material deterioration in general business and economic conditions; that there are no adverse changes in relevant laws or regulations; that the supply and demand for, deliveries of, and the level and volatility of prices of metals and minerals develop as expected; that the Corporation receives any regulatory and governmental approvals for its projects on a timely basis; that the Corporation is able to obtain financing on reasonable terms; that the Corporation is able to procure equipment and supplies in sufficient quantities and on a timely basis; that engineering and exploration timetables and capital costs for the Corporation's exploration plans are not incorrectly estimated or affected by unforeseen circumstances and that any environmental and other proceedings or disputes are satisfactorily resolved.

However, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among

others, risks relating to the Corporation not obtaining approval of the TSX in respect of the Offering, the Corporation not completing the Offering, the inherent risks involved in the exploration and development of mineral properties, the uncertainties involved in interpreting drilling results and other geological data, fluctuating metal prices, the possibility of unanticipated costs and expenses, uncertainties relating to the availability and costs of financing needed in the future and uncertainties related to metal recoveries, those factors discussed or referred to under "Risk Factors" in the Corporation's annual information form for the year ended December 31, 2016 dated March 31, 2017. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained or incorporated by reference herein are made as of the date of this news release, based on the opinions and estimates of management at that time. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Corporation does not undertake to update any forward-looking statements, except as required by applicable securities laws.

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