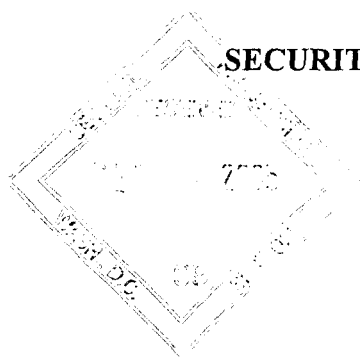


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OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM D**



**05065943**

**NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  
**FREEGOLD VENTURES LIMITED COMMON SHARES**

Filing Under (Check box(es) that apply):     Rule 504     Rule 505     Rule 506     Section 4(6)     ULOE

Type of Filing:  New Filing     Amendment

**A. BASIC IDENTIFICATION DATA**

**PROCESSED**

1. Enter the information requested about the issuer

**SEP 09 2005**

Name of Issuer  
**FREEGOLD VENTURES LIMITED**  
 check if this is an amendment and name has changed, and indicate change.)

**THOMSON  
FINANCIAL**

Address of Executive Offices  
 2303 West 41<sup>st</sup> Avenue  
 Vancouver, British Columbia V6M 2A3  
 Telephone: (604) 685-1870

Address of Principal Business Operations  
 As above



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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:     Promoter    Beneficial Owner     Executive Officer     Director    General and/or Managing Partner

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Full Name (Last name first, if individual)  
Barr, Harry

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Business or Residence Address (Number and Street, City, State, Zip Code)  
C/o Freegold Ventures Limited  
2303 West 41<sup>st</sup> Avenue  
Vancouver, BC V6M 2A3

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Check Box(es) that Apply:     Promoter    Beneficial Owner     Executive Officer     Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)  
Bird, Colin

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
C/o Freegold Ventures Limited  
2303 West 41<sup>st</sup> Avenue  
Vancouver, BC V6M 2A3

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Check Box(es) that Apply:     Promoter    Beneficial Owner     Executive Officer     Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)  
Marleau, Hubert

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Business or Residence Address (Number and Street, City, State, Zip Code)  
C/o Freegold Ventures Limited  
2303 West 41<sup>st</sup> Avenue  
Vancouver, BC V6M 2A3

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

---

Full Name (Last name first, if individual)  
Barlin, Bernard

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Business or Residence Address (Number and Street, City, State, Zip Code)  
C/o Freegold Ventures Limited  
2303 West 41<sup>st</sup> Avenue  
Vancouver, BC V6M 2A3

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

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Full Name (Last name first, if individual)  
Steblin, Gordon

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Business or Residence Address (Number and Street, City, State, Zip Code)  
C/o Freegold Ventures Limited  
2303 West 41<sup>st</sup> Avenue  
Vancouver, BC V6M 2A3

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

---

Full Name (Last name first, if individual)  
Downing, Taryn

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Business or Residence Address (Number and Street, City, State, Zip Code)  
C/o Freegold Ventures Limited  
2303 West 41<sup>st</sup> Avenue  
Vancouver, BC V6M 2A3

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Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

---

Full Name (Last name first, if individual)  
Michaelis, Hans von

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Business or Residence Address (Number and Street, City, State, Zip Code)  
C/o Freegold Ventures Limited  
2303 West 41<sup>st</sup> Avenue  
Vancouver, BC V6M 2A3

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**(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)**

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No  
 [ ] [x]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$1,000

3. Does the offering permit joint ownership of a single unit?..... Yes No  
 [x] [ ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed as an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)  
 Not Applicable

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN] X	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

**(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)**

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$0	\$0

Equity (Note: Does not include offers/sales to non US Investors.....)		\$13,710US	\$13,710US
	<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....		\$0	\$0
Partnership Interests .....		\$0	\$0
Other .....		\$0	\$0
Total .....		\$13,710US	\$13,710US

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	1	\$13,710US
Non-accredited Investors .....	0	\$ 0
Total (for filings under Rule 504 only) .....	0	\$ 0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	0	\$0
<u>Regulation A</u> .....	0	\$0
Rule 504 .....	0	\$0
Total .....	0	\$0

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input checked="" type="checkbox"/> \$400
Printing and Engraving Costs .....	<input type="checkbox"/> \$ _____
Legal Fees .....	<input checked="" type="checkbox"/> \$800
Accounting Fees .....	<input type="checkbox"/> \$ _____
Engineering Fees .....	<input type="checkbox"/> \$ _____

Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total .....	<input checked="" type="checkbox"/>	\$1200US


b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... **\$12,510US**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates		Payments To Others	
Salaries and fees .....	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Purchase of real estate .....	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Repayment of indebtedness .....	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Working capital .....	<input type="checkbox"/>	\$0	<input checked="" type="checkbox"/>	\$12,510US
Other (specify): _____	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
_____	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
_____	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Column Totals .....	<input type="checkbox"/>	\$0	<input type="checkbox"/>	\$0
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/>	\$12,510US		

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>FREGOLD VENTURES LIMITED</b>	Signature 	Date <b>Sept 1/05</b>
Name of Signer (Print or Type) <b>Gordon Steblin</b>	Title of Signer (Print or Type) <b>Chief Financial Officer</b>	

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**

**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? .....

See Appendix, Column 5, for state response.

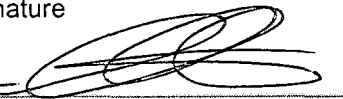
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) <b>FREGOLD VENTURES LIMITED</b>	Signature 	Date <b>Sept 1/05</b>
Name of Signer (Print or Type) <b>Gordon Steblin</b>	Title (Print or Type) <b>Chief Financial Officer</b>	





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<http://www.sec.gov/divisions/corpfin/forms/formd.htm>  
Last update: 06/06/2002