1064052

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





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

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SEC	USE ONLY
Prefix	Serial
DAT	E RECEIVED

Name of Offering ([] check if this is an amendment and name has changed, a change.) FREEGOLD VENTURES LIMITED COMMON SHARES	nd indicate
Filing Under (Check box(es) that apply):  [] Rule 504 [] Rule 505 [x] Rule 506	[] Section 4(6) [] ULOE
Type of Filing: [x] New Filing [] Amendment	
A. BASIC IDENTIFICATION DATA	PROCESSED
Enter the information requested about the issuer	SEP 0 9 2005
Name of Issuer FREEGOLD VENTURES LIMITED ([ ] check if this is an amendment and name has changed, and indiciate chan	THOMSON FINANCIAL ge.)
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	ga di sila guyanji manu sara wa <b>sa k</b> umundaga za away afarina ambaninin in Maga

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Brief Description of Business Mining and Metal Exploration		
Type of Business Organization	1	ngapanan na tanin 19 10 Milajura na tanin 19 ini Nasangunga angapanan 19 ini Nasangungan na tanin 19 ini Nasang
[x] corporation	[ ] limited partnership, already formed	[ ] other (please specify):
[ ] business trust	[ ] limited partnership, to be formed	
	Month Year	Gassy pink gamma van daminin Magagasayon into anni di daminin yaka asa suwa "A an i anni anni anni anni anni a
Actual or Estimated Date of In	corporation or Organization: [07] ] [8] 5]	[x] Actual [] Estimated
Jurisdiction of Incorporation or	r Organization: (Enter two-letter U.S. Postal Se CN for Canada; FN for other foreign	

## **GENERAL INSTRUCTIONS**

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

Vancouver, BC V6M 2A3

- 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.

Check Box(es) that Apply:	[X] Promoter [	] Beneficial Owner	[X]	Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last r Barr, Harry	name first, if individu	ial)	talkija para kana sa	an alamanga an transit mengangan ang ang ang ang ang ang ang ang	TO THE MEMORY COME TO THE BUT THE STATE OF T	ng Amaga-Antonomona) arak-cing
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Full Name (Last r Bird, Colin	name first, if individu	ıai)	anadokoni <b>see</b> kak <del>o</del> n kokidokoa (nokiako	nte um hadraka alda kina da um	ranger values and the second	
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Check Box(es) that Apply:	[ ] Promoter [	] Beneficial Owner	[x] Executive Officer	[] Director []	General and/or Managing Partner
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Business or Resider C/o Freegold Ventur 2303 West 41 <sup>st</sup> Aver Vancouver, BC V6M	res Limited nue	nber and Street,	City, State, Zip Code	e)	
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			Answ	er also	in Apper	ndix, Col	umn 2, it	filing un	der ULO	E.		
2. Wh	at is the r	ninimum	investn	nent tha	t will be	accepted	d from ai	ny individ	lual?	•••••		\$1,000
3. Do	es the offe	ering per	mit joint	owners	hip of a	single ur	nit?	•••••		•••••		Yes No [x] []
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C.	OFFERIN	IG PRIC	E, NUM	BER O	F INVES	TORS, I	EXPENS	ES AND	USE OF	PROC	EEDS	
total a	er the ago amount alr change of nts of the	eady so fering, c	ld. Enter heck thi	r "0" if a s box " :	nswer is and indic	"none" o	or "zero.' le colum	' If the tra	ansactior	ı is		• •
	Гуре of Se Debt	-								Č	gregate Iffering Price	Amount Already Sold \$0

Debt .....

Equity .(Note: Does not include offers/sales to non US Investors	\$13,710US	\$13,710US
[X] Common [ ] 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.	<b>v</b> = <b>v</b> , <b>v</b>	<b>* ,</b>
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."	1	
		Aggregate
	Number Investors	Dollar Amount of Purchases
Accredited Investors	1	\$13,710US
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)	0	\$0
•	U	ΦU
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.		
		D-II-
	Type of	Dollar Amount
Type of offering	Security	Sold
Rule 505	0	\$0
Regulation A	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.		
future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	[x]\$400	
future contingencies. If the amount of an expenditure is not known, furnish an	[x]\$400 []\$	
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	[] \$	
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	[] \$ [x]\$800	

Sales Commissions (specify finders' fees separately)	[] \$	
Other Expenses (identify)	[] \$	
Total	[ x ] \$12	oous
Enter the difference between the aggregate offering price given in response to Part Question 1 and total expenses furnished in response to Part C - Question 4.a. This ference is the "adjusted gross proceeds to the issuer."		,510US
Indicate below the amount of the adjusted gross proceeds to the issuer used or sposed to be used for each of the purposes shown. If the amount for any purpose not known, furnish an estimate and check the box to the left of the estimate. The all of the payments listed must equal the adjusted gross proceeds to the issuer set the in response to Part C - Question 4.b above.		
·	Payments	
	to	
	Officers,	D
	Urectors, &	Payments To
	Affiliates	Others
Salaries and fees	[]\$0	[]\$0
Purchase of real estate	[]\$0	[]\$0
Purchase, rental or leasing and installation of machinery and equipment	[]\$0	[]\$0
Construction or leasing of plant buildings and facilities	[]\$0	[]\$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)	[]\$0	[]\$0
•	[]\$0	[]\$0
• •	[]\$0	[X] \$12,510US
Other (specify):	[]\$0	[]\$0
	[]\$0	[]\$0
	[]\$0	[]\$0
Total Payments Listed (column totals added)	[x] <b>\$1</b>	2,510US

## 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)	Signature	Date
FREEGOLD VENTURES LIMITED		Sept 1/05
Name of Signer (Print or Type)	Title of Signer (Print or Type)	- <del>Лин</del> ана алык айында 2 к опшинанынын кынын онын
Gordon Steblin	Chief Financial Officer	

### ATTENTION

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

### E. STATE SIGNATURE

- 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)	Signature	Date
FREEGOLD VENTURES LIMITED		Sept 1/05
Name of Signer (Print or Type)	Title (Print or Type)	***
Gordon Steblin	Chief Financial Officer	ya sikik uu mahami wa madika sii yaki ka ilimudan dankulu da il

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

		reconstructive description desired regulation.	granden and an area described to the formation of the state of the sta	***************************************					
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State	Yes	No	Common Shares	Number of Accredited Investors		Number of Non- Accredited Investors	Amount	Yes	No.
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