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

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

JAN 1 7 ZO

FORM D

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

ONLY
Serial
CEIVED

Name of Offering ([] check if this is an amendment and name has changed, an change.)	nd indicate
Offering of common shares.	
Filing Under (Check box(es) that [] Rule 504 [] Rule 505 [x] Rule 506 apply):	[] Section 4(6) [] ULOE
Type of Filing: [x] New Filing [] Amendment	
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer FREEGOLD VENTURES LIMITED ([] check if this is an amendment and name has changed, and indiciate chan	ge.) PROCESSED
Address of Executive Offices 2303 West 41 st Avenue Vancouver, British Columbia V6M 2A3 Telephone: (604) 685-1870	JAN 2 3 2006 THOMSON FINANCIAL
Address of Principal Business Operations	corde southernis en referenciare de la primitario de la seculario combanda constante de cord, en parti
As above	
Brief Description of Business	erreicht der Trochaste (der der Deuts) deutsche Lieft der Trochaste (des Corpores Commission)
Mining and Metal Exploration	



Type of Business Organization					
[x] corporation	[] limited partnership, a	[] other (please specify):			
[] business trust	[] limited partnership, to				
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Actual or Estimated Date of Inco	rporation or Organization:	[07]]	[85]	[x] Actual	[] Estimated
Jurisdiction of Incorporation or O	rganization: (Enter two-let CN for Canada; F				

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:
 - 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:	[X] Promoter [] Beneficial Owner	[X]	Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last na Barr, Harry	ame first, if individ	ual)		en e	-Proposition and the second and the	oodistatiiga valuuraan oorioora
Business or Resid C/o Freegold Vent 2303 West 41 st Av Vancouver, BC V6	ures Limited enue	mber and Stree	et, City,	State, Zip Cod	de)	educado esta esta esta esta esta esta esta esta
Check Box(es) that Apply:	at [] Promoter	[] Beneficial Owner	[X]	Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last na Steve Manz	ame first, if individ	ual)		т оборуди до до с е подост од с е до од		маре супувальных в очиропомироване.
Business or Resid C/o Freegold Vent 2303 West 41 st Av Vancouver, BC V6	ures Limited renue	mber and Stree	et, City,	State, Zip Co	de)	
Check Box(es) that Apply:	at [] Promoter [] Beneficial Owner	[]	Executive Officer	[x] Director [] General and/or Managing Partner
Full Name (Last na Bird, Colin	ame first, if individ	ual)	Marie 1844 - 1844 - 1844 - 1844 - 1844 - 1844 - 1844 - 1844 - 1844 - 1844 - 1844 - 1844 - 1844 - 1844 - 1844 -	PRE-support pare monocase erranociologo que acommon sincipologo de la common sincipologo de la common de la common de la commonidad del commonidad de la commonidad de la commonidad de la commonidad del co	оборания придоставляющий при то пото по при то по по по по поставляющий до до по по По по	aparamentakan menendari makan dari
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Check Apply:	Box(es) that	[] Proi	moter [] Benef Owne		[x] Exec Offic		[] Di	rector [] Gener Manag Partne	
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\$2000.000000000000000000000000000000000				B. INFC	RMATI	ON ABO	UT OFFER	RING			######################################	
	s the issi	uer sold	l, or doe	s the is	suer inte	end to se	ll, to non-ad	credited	investor	s in this		Yes No
			An	swer als	so in App	pendix, C	olumn 2, if	filing und	der ULO	Ε.		
2. Wh	at is the	minimu	ım inves	stment t	hat will b	oe accep	ted from ar	y individ	ual?		•••	\$1,000
3. Dos	es the of	fering p	ermit jo	int owne	ership of	a single	unit?					Yes No
or indiwith s a broke or dealer	rectly, a ales of s er or de aler. If m	ny com ecuritie aler reg ore that ay set fo	mission s in the gistered n five (5 orth the	or simil offering with the) persor informa	ar remu If a per SEC ar is to be tion for t	neration rson to b nd/or with listed are that broke	no has beer for solicitat e listed as a a state or e associate er or dealer	ion of pu an assoc states, li d person	rchasers lated per st the na	in connorson or a me of th	ection agent of e broker	
	Name (I pplicable		me mrsi	., 11 ina	ividuai))						
Busin	ess or R	esidend	e Addre	ess (Nu	mber an	d Street,	City, State	Zip Cod	le)	***************************************	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
Name	of Asso	ciated l	Broker o	r Deale	Γ							
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[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
***************************************	(Use bl	ank she	eet, or o	opy an	d use a	dditiona	l copies of	this sh	eet, as n	ecessai	y.)	

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	\$258,000US	\$258,000US
[X] Common [] Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other	\$0	\$0
Total	\$258,000US	\$258,000US
Answer also in Appendix, Column 3, if filing under ULOE.		
Enter the number of accredited and non-accredited investors who have		

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 <u>Rule 504</u>, 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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	2	\$258,000US
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 <u>Rule 504</u> or <u>505</u>, 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 Rule 505 Regulation A Rule 504 Total	Type of Security 0 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 futu 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] \$40	
Printing and Engraving Costs	[]\$_	
Legal Fees	[x]\$80	
Accounting Fees		
Engineering Fees		
Sales Commissions (specify finders' fees separately)		
Other Expenses (identify)		
Total	[x] \$1 2	20008
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. The		56,800US
difference is the "adjusted gross proceeds to the issuer."		
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	Payments	
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	
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.	to Officers, Directors, &	Payments To
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. Salaries and fees	to Officers, Directors, & Affiliates	Payments To Others
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. Salaries and fees Purchase reptal or leasing and installation of machinery	to Officers, Directors, & Affiliates [] \$0	Payments To Others []\$0
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. Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment	to Officers, Directors, & Affiliates [] \$0 [] \$0	Payments To Others []\$0 []\$0
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. Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities. 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)	to Officers, Directors, & Affiliates [] \$0 [] \$0	Payments To Others []\$0 []\$0

Working capital		[]\$0	[×] \$256,800US
Other (specify):		[]\$0	[]\$0
		[]\$0	[]\$0
Column Totals		[]\$0	[]\$0
Total Payments Listed (column totals added)		[x]	\$256,800US
D. FEDERAL SIG	NATURE		
The issuer has duly caused this notice to be signed by this notice is filed under Rule 505, the following signate to furnish to the U.S. Securities and Exchange Communiformation furnished by the issuer to any non-accred Rule 502.	ture constitutes an underta nission, upon written reques	king by the st of its staff	issuer , the
Issuer (Print or Type)	Signature		Date
FREEGOLD VENTURES LIMITED	StureMa	~	Jan 16/06
Name of Signer (Print or Type)	Title of Signer (Print or T	уре)	<u> </u>
Steve Manz	Chief Executive Officer		
ATTENTIO	DN		
Intentional misstatements or omissions of fact co U.S.C. 100		violations. (See 18
E. STATE SIGN	IATURE	Company of the Compan	neestableamen's heart deltagrange
1. Is any party described in 17 CFR 230.252(c), (d), (disqualification provisions of such rule?			[No]

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.

See Appendix, Column 5, for state response.

- 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	Stem Many	Jan 16/06
Name of Signer (Print or Type)	Title (Print or Type)	
Steve Manz	Chief Executive Officer	

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

	Intend to sell to non- accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	а	Type of investor and amount purchased in State (Part C-Item 2)				fication State DE attach ation of granted) Item 1)
State	Yes	No	Common Shares	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
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