



**NORTHERNSHIELD**  
RESOURCES INC.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that an Annual and Special Meeting of the shareholders (the "Meeting") of Northern Shield Resources Inc. (the "Corporation") will be held in the **MacDonald Room, Lord Elgin Hotel, 100 Elgin Street, Ottawa, Ontario**, at **2:00 pm** (Ottawa time) on June 28, 2017 for the following purposes:

- 1 To receive the Financial Statements of the Corporation for the year ended December 31, 2016 together with the report of the auditors thereon.
- 2 To elect directors of the Corporation for the ensuing year, as described in the Information Circular accompanying this Notice.
- 3 To appoint auditors of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditors' remuneration, as described in the Information Circular accompanying this Notice.
- 4 To consider and, if thought fit, to pass an ordinary resolution approving the Corporation's existing stock option plan, as described in the Information Circular accompanying this Notice.
- 5 To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

**If you are a *registered shareholder* of the Corporation and are unable to attend the Meeting in person, please date and sign the enclosed form of proxy and deliver or mail it in the enclosed envelope to Computershare Trust Company of Canada, Attention: Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, facsimile (416) 263-9524 or (866) 249-7775 (toll free). In order to be valid and acted upon at the Meeting or any adjournment thereof, proxies must be received at the aforesaid address not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time of the Meeting or any adjournment thereof.**

**If you are an *unregistered shareholder* of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy or voting instruction form provided in accordance with the instructions provided therein.**

**Only registered shareholders as at May 26, 2017 and their duly appointed proxyholders will be entitled to vote at the Meeting.**

DATED at Ottawa, Ontario this 30<sup>th</sup> day of May, 2017.

By Order of the Board of Directors

(signed) "*Ian C. Bliss*"

Ian C. Bliss  
President and Chief Executive Officer