



**NORTHERNSHIELD**  
RESOURCES INC.

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

TAKE NOTICE that an Annual Meeting of the shareholders (the "Meeting") of Northern Shield Resources Inc. (the "Corporation") will be held at Suite 500, 55 Metcalfe Street, Ottawa, Ontario, K1P 6L5 at 11:00 a.m. (Ottawa time) on June 29, 2021 for the following purposes:

- 1 To receive the Financial Statements of the Corporation for the year ended December 31, 2020 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 consider and, if thought fit, to pass an ordinary resolution to extend the Corporation's Amended and Restated Shareholder Rights Plan, as described in the Information Circular accompanying this Notice.
- 6 To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

**As a result of the ongoing public health emergency due to the Coronavirus declared by the Province of Ontario under the *Emergency Management and Civil Protection Act* (Ontario) and the related province-wide Stay-at-Home order issued under such Act prohibiting gatherings, shareholders are strongly discouraged from attending the Meeting for the health and safety of the Corporation's personnel and its shareholders and to comply with such order. As such, the Meeting will be very short with no business update provided and attendance restricted on a first come first serve basis. Shareholders are encouraged to vote in advance of the Meeting.**

**The Corporation in particular asks that shareholders not attend the meeting in person if experiencing any of the symptoms associated with COVID-19 within the 14 days prior to the Meeting. The Corporation is monitoring developments related to COVID-19. In the event the Corporation decides that any further restrictions regarding the Meeting or changes to the date, time, location or format are necessary or appropriate due to difficulties arising from COVID-19, the Corporation will promptly notify Shareholders of the change by issuing a news release, a copy of which will be available on SEDAR at [www.sedar.com](http://www.sedar.com).**

Shareholders who do not attend the Meeting are invited to dial-in to listen to the Meeting at the number set forth below, toll-free, by 11:00 a.m. on June 29, 2021. **Dialing-in to the Meeting as provided for herein shall not constitute attendance at the Meeting and shareholders who dial-in will not be entitled to vote or otherwise participate in any formal procedures at the Meeting.**

**Conference Call Dial-in: (866) 225-1342**

**Conference Call Code: 4032687088**

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 28, 2021 and their duly appointed proxyholders will be entitled to vote at the Meeting.**

DATED at Ottawa, Ontario this 28<sup>th</sup> day of May, 2021

By Order of the Board of Directors

(signed) "*Ian C. Bliss*"

Ian C. Bliss  
President and Chief Executive Officer