



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 at the offices of Dentons Canada LLP at Banker's Court, 10th Floor, 850 2 Street SW, Calgary, AB T2P 0R8, at 11:00 a.m. (Calgary time) on June 21, 2022 for the following purposes:

- 1 To receive the Financial Statements of the Corporation for the year ended December 31, 2021 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 Davidson & Company LLP, Chartered Professional Accountants, as auditor 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 advisable, to approve, with or without variation, 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 advisable, to approve, with or without variation, a special resolution authorizing an amendment to the articles of the Corporation to consolidate the issued and outstanding Common Shares at a ratio of up to five (5) pre-consolidation Common Shares for every one post-consolidation Common Share, as and when determined by the board of directors of the Corporation.
- 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 concerns due to the Coronavirus 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 five (5) 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.

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 21, 2022. **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, 8th 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 16, 2022 and their duly appointed proxyholders will be entitled to vote at the Meeting.

DATED at Ottawa, Ontario this 15th day of May, 2022

By Order of the Board of Directors

(signed) "*Ian C. Bliss*"

Ian C. Bliss
President and Chief Executive Officer