



NORTHERNSHIELD
RESOURCES INC.

(An Exploration Stage Company)

Northern Shield Resources Inc.

Management Discussion and Analysis

for the three-month period ended September 30, 2023

Set out below is a review of the activities, results of operations and financial condition of Northern Shield Resources Inc. ("Northern Shield", or the "Company") for the three-month period ended September 30, 2023.

The following information should be read in conjunction with the Company's consolidated financial statements for the three-month period ended September 30, 2023. The policies applied in the financial statements are based on International Financial Reporting Standards ("IFRSs").

All dollar figures included in the following Management Discussion and Analysis ("MD&A") are quoted in Canadian dollars unless otherwise indicated. This MD&A has been prepared as at November 29, 2023.

The Company is a reporting issuer in British Columbia, Quebec, Alberta, and Ontario, and has its head office in Ottawa, Ontario and its registered office in Calgary, Alberta.

The Company is incorporated pursuant to the Canada Business Corporations Act and trades on the TSX Venture Exchange under the symbol "NRN" and on the Frankfurt (Germany) Stock Exchange under the symbol "N9S".

Additional information related to the Company is available on SEDAR+ at www.sedarplus.ca.

1. DESCRIPTION OF BUSINESS

Northern Shield Resources Inc. ("the Company" or "Northern Shield", which includes all wholly owned subsidiaries) is an active junior mining company currently, primarily engaged in the exploration for epithermal gold and related mineralization in under-explored regions of eastern Canada through its wholly owned subsidiary, Seabourne Resources Inc. ("Seabourne")

The Company was built from the ground up in 2000 as a Ni-Cu-PGE explorer and has considerable knowledge and understanding of magmatic systems.

Northern Shield Resources Inc. is a Canadian-based company, known as a leader in generating high-quality exploration targets, that views greenfield exploration as an opportunity to discover a near surface, tier one asset, at relatively low cost. We implement a model driven approach in exploration to reduce risks associated with early-stage projects for ourselves, our shareholders, and the environment. This approach is what led to the discovery of an alkaline-related gold-silver-tellurium and porphyry copper system at the Root & Cellar Project in Newfoundland.

The Company utilizes this knowledge and science as part of its exploration strategy which allows it to effectively discriminate prospective magmatic systems and quickly vector in on the mineralization. As such, the Company was able to quickly focus its exploration efforts on under-explored regions to generate targets and early-stage projects that can quickly benefit from Northern Shield's knowledge and experience in this field and in a cost-effective way.

The Company expanded its model driven approach in 2018 to include epithermal gold when it identified such an occurrence in Nova Scotia, the first such industry discovery of epithermal gold in the province. It has since expanded to explore similar geological terrain in Newfoundland. This led to the acquisition of the Root & Cellar Au-Ag-(Cu) property which hosts a six-kilometre trend of epithermal gold occurrences as well as related copper porphyry mineralization.

The information in this Management Discussion and Analysis ("MD&A") contains forward-looking statements. These statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those included in the forward-looking statements. See "Cautionary Statement" at the end of this MD&A. This MD&A has been prepared in accordance with the requirements of National Instrument 43-101, "Standards of Disclosure for Mineral Projects", and National Instrument 51-102, "Continuous Disclosure Obligations."

2. CORPORATE DEVELOPMENTS

During the three-month period ended September 30th, 2023, the Company completed a series of non-brokered private placements for gross proceeds of \$622,380.

The Company issued 3,800,000 units at \$0.05 per unit for gross proceeds of \$190,000. Each unit consisted of one common share and one common share purchase warrant.

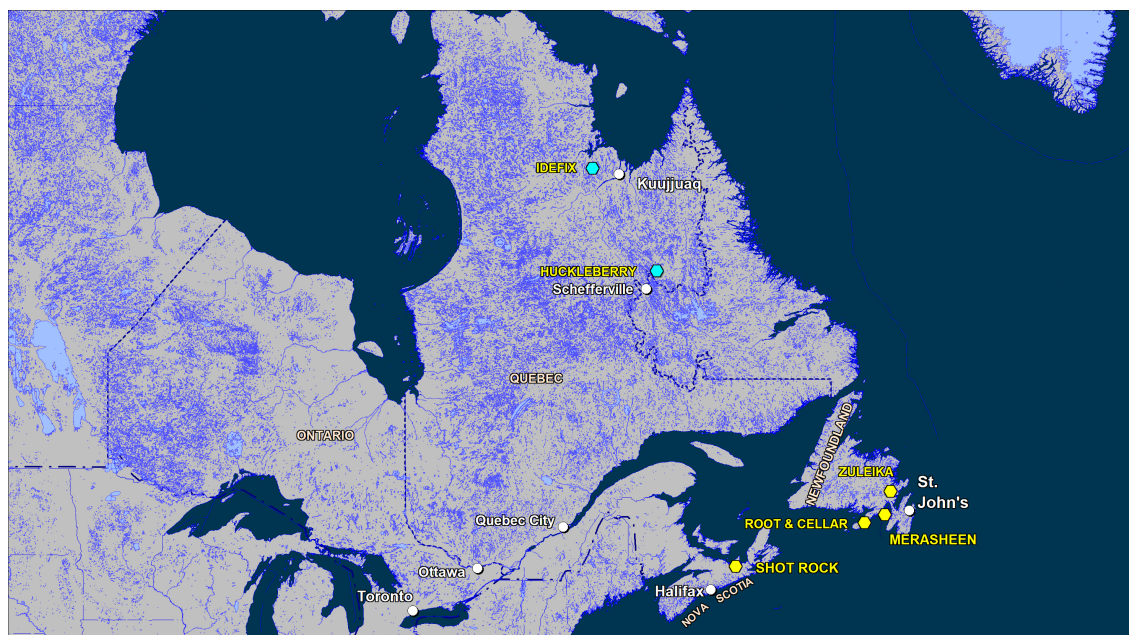
The Company also issued 1,400,000 units at \$0.10 per unit for gross proceeds of \$140,000. Each unit consisted of one common share and one common share purchase warrant.

The Company also issued 3,152,000 flow-through share units at \$0.065 per unit for gross proceeds of \$204,880. Each unit consisted of one flow-through common share and one-half common share purchase warrant. The difference between the issue price of the shares and market value on date of issuance of \$78,800 was recorded as deferred flow-through share premium liability.

The Company also issued 700,000 flow-through share units at \$0.065 per unit for gross proceeds of \$87,500. Each unit consisted of one flow-through common share and one-half common share purchase warrant. The difference between the issue price of the shares and market value on date of issuance of \$17,500 was recorded as deferred flow-through share premium liability.

During the three-month period ended September 30, 2023 the Company received a favourable judgement from the Court of Quebec in a litigation case against the Quebec Revenue Agency. The dispute related to the non-receipt of notices of assessment refusing significant tax credits relating to mineral resources to which the Company wished to object. Northern Shield did not receive the 2017 and 2018 Notices of Assessment which would have allowed it to object within 90 days of receipt of such notices. The Court of Quebec ruled in the Company's favour with the practical consequence of the judgement being that Northern Shield's right to object to the notices of assessment in dispute has been restored.

3. MINERAL PROPERTIES



May 2023

The Company conducts the majority of its exploration in Eastern Canada.

The Company has not yet determined whether its properties contain economically recoverable mineral reserves. Recoverability is dependent upon the reserve's existence, the ability of the Company to obtain the necessary financing to complete exploration and development, and upon future profitable production or proceeds from the disposition of the properties. Until such time as it is able to consistently monetize its mineral property holdings, the Company's ability to continue its operations as a going concern is dependent on its ability to secure additional financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

PRINCIPAL PROPERTIES

<u>PROPERTY</u>	<u>COMMODITIES</u>	<u>INTEREST</u>	<u>NUMBER OF CLAIMS/AREA</u>
ROOT & CELLAR	Au-Ag-Te-Cu	0%*	813 / 203 km ²
ZULEIKA	Au-Ag	0%**	492 / 123 km ²
MERASHEEN	Au-Ag	100%	99 / 25 km ²
SHOT ROCK	Au-Ag	88.5%***	158 / 26 km ²
HUCKLEBERRY	Ni-Cu-PGE	100%	52 / 25 km ²
IDEFIX	Ni-Cu-PGE	100%	40 / 18 km ²

*Subject to option agreement described in Section 3.1.1

**Subject to option agreement described in Section 3.1.2

*** Subject to option agreement described in Section 3.1.3

3.1 PRINCIPAL PROPERTIES

3.1.1 ROOT & CELLAR – GOLD-SILVER-TELLURIUM (COPPER)

The Root & Cellar Au-Ag-Te-(Cu) property, the Company's flagship project, consists of 16 mineral licenses covering approximately 203 square kilometres and located near Marystown and Creston on the Burin Peninsula, both of which provide deep water ports.

The property is being explored for low and intermediate sulphidation epithermal-type gold mineralization and has potential for copper porphyry style mineralization.

Title

The Company currently holds no interest in the Root & Cellar property. However, the Company has signed an Option Agreement with prospector Jeffery Brushett that gives the Company the right to acquire a 100% interest in the Root and Cellar property.

Under the terms of the Option Agreement, Northern Shield can earn a 100% interest in the property by incurring \$2,150,000 in expenditures on the property within four years. The Option Agreement also requires cash payments totaling \$165,000 (of which, \$70,000 has been paid) and share issuances totaling 2,200,000 shares (of which, 700,000 have been issued).

The remaining share requirements as of the date of the share consolidation on September 9, 2022, were not updated for the consolidation as the Company determined that it was equitable to make no adjustment based on the financial position of the Company.

The Prospector will retain a 2.5% NSR of which 1% can be bought back by Northern Shield for \$1,500,000.

The Option Agreement with respect to the Root & Cellar property is between Mr. Brushett and Seabourne.

Q3'23 Update

During the quarter ending September 30, 2023, the Company announced that visible gold had been identified in at least eight grab samples from a trenching program in the Conquest Zone with assays up to 26 g/t Au.

Historical Exploration

The property includes five distinct showings of which four were the result of the sustained and diligent work of Mr. Brushett.

Drop Zone: a low-sulphidation setting with the three highest grab samples grading:

45.5 g/t Au, 1,365 g/t Ag and 700 ppm Te;

37.8 g/t Au, and 1,000 g/t Ag; and

25.8 g/t Au, and 487 g/t Ag.

The host rock is a felsic to intermediate fragmental volcanic that exhibits strong silica-pyrite alteration crosscut by veining and related localized brecciation. The breccia zone appears to contain fragments rimmed by comb-textured quartz followed by pale beige chalcedonic silica which produces a "cockade"-style breccia. The above reported results are select samples and are not necessarily representative of the mineralization hosted on the property.

Conquest Zone: a low sulphidation setting with 295 of 565 samples assaying greater than 100 ppb Au in an area measuring 800 m x 1,200 m, with localized higher grades including channel samples assaying 47.9 g/t Au and 5.6 g/t Au, each over 0.5m and large angular boulder containing visible gold and up to 111.5 g/t Au. Mineralization is associated with multiple textures: higher grades are associated with disseminated pyrite in strongly silicified and potassic rich dark grey hydrothermal breccias with local quartz veinlets and blebs.

Red Rock Zone: up to 2.2 g/t Au hosted in a boulder adjacent to strongly hematized quartz breccia. Such rocks are often observed at the top of low-sulphidation systems.

Discovery Zone/Discovery Zone North: up to 10.5% Cu associated with anomalous Mo, Ag, Zn and Pb and hosted in epidote and hematite altered veins in what may be a porphyry style setting. Within these zones 3 sample assayed greater than 5% Cu, 11 samples between 1% and 5% Cu and 40 samples between 0.1% and 1% Cu.

Braxton-Bradley Zone: possible intermediate-sulphidation setting with deformed silicified hydrothermal breccias and anomalous bedrock gold assays up to 0.9 g/t Au and 2.3 g/t Au in angular samples of float. Other associated assays reported from this zone include 1.8 oz/t Ag (62 g/t Ag) to 4 oz/t Ag (137 g/t Ag), 0.3% Pb, 1.9% Zn, and 1.7% Cu.

A pilot scale till sampling survey covering the central and western portion of the property as well as several structures deemed of interest was completed in 2019. The soil sample results at Drop Zone paint a compelling case of a series of three or four sub-parallel zones that could host further mineralization to that already exposed at the Drop Zone discovery along with a two-kilometre-long gold in till anomaly at Conquest.

The Drop Zone showing is characterised by high silver to gold ratios (approximately 25:1) and the presence of tellurium-bearing minerals including hessite (silver-telluride). A hessite-bearing boulder has also been found recently south of the Drop Zone at a location that coincides with the southernmost silver soil anomaly trend. Three of the anomalous trends coincide with topographic highs. The two shortest trends, including that which hosts the Drop Zone showing have a strike length of approximately 250m. The zone immediately north of the showing has a strike-length of 500m and is open at both ends. A fourth zone defined from the till sampling is just apparent at the northern end of the survey grid.

3.1.2 ZULEIKA – GOLD-SILVER-(NICKEL)

The Zuleika Au-Ag-(Ni) property consists of 6 mineral licenses covering approximately 123 square kilometres and is located near the town of Clarenville in east-central Newfoundland.

The property is primarily being explored for sediment-hosted orogenic gold and epithermal-type gold mineralization.

Title

The Company current holds no interest in the Zuleika property. However, the Company has signed an Option Agreement with prospector Jeffery Brushett and Lloyd Pike that gives the Company the right to acquire a 100% interest in the property.

Under the terms of the Option Agreement Northern Shield can earn a 100% interest in the property by incurring \$2,150,000 in expenditures on the property within four years. The Option Agreement also contains cash payments totalling \$205,000 and share issuances totalling 3,500,000 Company shares to the Prospectors over five installments during the four year earn-in period. The Prospectors will retain a 3% Net Smelter Return ("NSR") of which 1.0% can be bought back by Northern Shield for \$1.5M. Cash payments and share issuance will increase by 20% if any rock outcrop samples collected before December 31st, 2022, return assay values equal or greater than 30 g/t Au.

Q3'23 Update

No field work was undertaken at Zuleika during the quarter ended September 30, 2023.

Historical Exploration

The property is centred on a major fault splay off the Dover-Hermitage Bay Fault Zone ("DHBF"), one of several suture and deformation zones than run from the North American seaboard through Ireland and into Scotland and England. The DHBF is exactly parallel to the Dog Bay Line ("DBL") on which New Found Gold's Queensway Project is located.

The property was originally staked as an epithermal gold target to follow up on a series of gold anomalous till samples (up to 142 ppb Au) along a structural corridor over a 6 kilometre strike-length. The till samples were previously collected by the Geological Survey Division of Newfoundland and Labrador. The 142 ppb Au till sample is the 8th highest gold in till from nearly 10,000 samples collected during the government's till sampling programs. Epithermal textures and mineralogy have been observed including the presence of rhodochrosite, bladed calcite and what appears to be acanthite (silver sulphide). However, prospecting has located one outcrop approximately 6 metres wide, of strongly sheared quartz vein containing chalcopryite, pyrite, galena which is more suggestive of structurally controlled orogenic mineralization.

In addition, the expanded property covers another Government till sample that is anomalous in nickel (1,100 ppm). The importance of this nickel anomaly became more significant with the discovery of gabbroic dikes on the property by the Prospectors, which were previously unknown.

3.1.3 SHOT ROCK - GOLD-SILVER

The Shot Rock Au-Ag-property is located along the Trans-Canada Highway between New Glasgow and Antigonish and covers an epithermal gold setting of a type not previously recognized in Nova Scotia.

The project was brought to the Company's attention by a prospector who was following up on historic heavy mineral concentrate samples with up to 44,000 ppb Au. This was substantiated by the prospector who continued to identify gold panned from streams in the area. Prospecting also identified low grade gold bearing rocks but with pathfinder elements which are often associated with low sulphidation epithermal gold mineralization. As such a system had never been discovered in Nova Scotia before, the Company recognized the opportunity for a new discovery and "first mover."

During the year ending December 31st, 2018, the Company confirmed the discovery a low sulphidation epithermal ("LSE") gold system on its Shot Rock property.

Title

The Company currently owns an 88.5% interest in the property after having successfully met all conditions under its governing option agreement.

The prospector will retain a 1% NSR of which half (0.5%) can be bought back by Northern Shield for \$1,000,000.

The Company current holds its interest in the Shot Rock property through Seabourne.

Q3'23 Update

No field work was undertaken at Shot Rock during the quarter ended September 30, 2023.

Historical Exploration

Exploration commenced at Shot Rock in June 2018. The initial phases focused on stream sediment sampling while at the same time getting a better understanding of the geology of the area. Over the season stream sediment samples were collected. The results:

- confirmed the presence of anomalous gold in the streams in the Barney's River South area, where historic sampling in the 1970s had identified highly anomalous gold in heavy mineral concentrate samples;
- identified highly anomalous gold in what is now termed the Highway Zone where the two highest gold assays (1,015 and 1,045 ppb Au) from the stream sediment sampling program are located;
- identified several other areas anomalous in gold and/or pathfinder elements often associated with epithermal systems.

Continued exploration resulted in the discovery of large, well-banded low sulphidation, epithermal quartz veins, up to 45 centimetres thick in outcrop, within the Highway Zone. Intensive stockwork veining and breccias were also found in outcrop. Dozens of similarly composed angular boulders (up to 1m) have been uncovered in the area, some exhibiting multiple phases of veining, stockwork and brecciation.

Mapping and interpretation were undertaken in 2019. The local geology is dominated by mudstones, siltstones and lesser sandstones and conglomerates but numerous gabbroic to dioritic sills and dykes were also identified and are spatially associate with much of the epithermal veining and mineralization. Interpretation of the fieldwork suggests four separate fluid cells (epithermal systems) along the ridge overlooking the highway including the newly identified Crystal Hill located 500m east of the Highway Zone. These fluid cells are defined by geochemistry, mineralogy and various alteration and silicification indices. In the western-most cell (Windmill Zone), although anomalous gold and pathfinder elements are present, significant quartz veining or gold mineralization has not been identified to date. Moving eastward, the Middle Zone contains the highest gold grade identified to date at 5.3 g/t Au and is spatially well confined. A further 1,000m east, the Highway Zone possesses the largest footprint to date measuring approximately 600m x 280m. Based on the understanding of these four known occurrences and applying results from previously completed airborne magnetics, Lidar survey, stream sediment geochemistry and prospecting, further cells are expected to exist east of Crystal Hill, and could be associated with gold mineralization at depth.

The textures and mineralogy of the quartz veins in outcrop and boulders from the Highway Zone are believed by the Company to be consistent with the upper levels of epithermal gold systems, likely above the boiling cap. In typical epithermal systems, only modestly anomalous gold is expected to be seen above the boiling cap. If higher grades exist, they are usually found below, or at the level of the boiling cap.

The Company completed the maiden drilling program on the property in March 2020 and a follow up in July totalling 5,000 metres over 16 drill holes. The most significant intercepts occurred in drill hole 20SR-04 with intervals of 4.24 g/t Au and 2.4 g/t Ag over 3.15 metres including 22.1 g/t Au and 8.8 g/t Ag over 0.4 metres and 12.6 g/t Au and 9.1 g/t Ag over 2.45 metres including 17.3 g/t Au and 10.3 g/t Ag over 1.0 metre (see Figures 2 & 3). The top of drill hole 20SR-04 also intersected anomalous gold (0.025 to 0.78 g/t Au) from surface to a depth of 39.7 metres averaging 0.09 g/t Au. Importantly, this drill hole exemplifies the rapid increase in gold grade as a function of depth that LSE deposits are known for, from approximately 0.1 g/t Au at surface (silica cap) to 22 g/t Au at a vertical depth of 112 metres below surface. Four other drill holes intersected anomalous gold values between 0.025 g/t and 0.547 g/t Au. The intervals comprise quartz-adularia veins hosted in highly altered and brecciated gabbroic to intermediate sills. the second phase of drilling intersected significant widths of epithermal veins and breccias in drill holes 20SR-11, 12 and 16. Although they appeared prospective gold assays were lower than expected with a high of 0.53 g/t Au.

Drill hole 20SR-04

	<u>From (m)</u>	<u>To (m)</u>	<u>Interval (m)</u>	<u>Au (g/t)</u>	<u>Ag (g/t)</u>
	136.60	140.00	3.15	4.24	2.43
Including:	136.60	137.50	0.90	1.66	0.90
	137.75	138.70	0.95	1.33	1.70
	138.70	139.10	0.40	22.10	8.80
	139.10	140.00	0.90	1.97	1.00
	163.20	165.65	2.45	12.58	9.10
Including:	163.20	164.20	1.00	8.11	5.20
	164.20	165.20	1.00	17.30	10.30
	165.20	165.65	0.45	12.00	15.10

3.1.4 MERASHEEN GOLD-SILVER-(LEAD-ZINC)

The Merasheen Au-Ag-(Pb-Zn) property consists of one licence totalling 25 square kilometres and is located at the southern end of Merasheen Island in Placentia Bay. The property is being explored for gold and silver with local anomalous lead and zinc. There is very limited information and data available on the area, but what is found in the Mineral Occurrence Database of Newfoundland, and previously filed assessment reports suggests that the target has characteristics of both bulk tonnage high sulphidation epithermal gold-silver systems and an Eskay Creek-style, precious-metal-rich, Volcanogenic Massive Sulphide deposits.

Title

The Company acquired two licences through online staking. The property is being explored for gold and silver but also contains local anomalous lead and zinc.

Under the terms of the agreement, the Company could earn a 100% interest in the license by incurring \$2,000,000 in expenditures within four years. The agreement also contained cash payments totalling \$115,000 (of which \$5,000 was paid) and share issuances totalling 320,000 Company shares (of which 30,000 was issued) to the vendor over the four-year period. The vendor would retain a 1.5% NSR of which 1% could be bought back by the Company for \$2,000,000. The Company did not meet the cash or share requirements during the years ended December 31, 2021 and 2022, and is not pursuing the option.

Q3'23 Update

No field work was undertaken at Merasheen during the quarter ended September 30, 2023.

Historical Exploration

The Merasheen Option covers a gold occurrence discovered in 1998 and a nearby lead-zinc occurrence discovered in 1953. In 2003 and 2008, limited sampling was undertaken by an exploration company, however, the property has seen no systematic or sustained exploration and no diamond drilling has been reported. The Mineral Occurrence Database of Newfoundland summarizes the occurrence as being:

“within an extensive zone of intense sericite-silica-pyrite alteration that is well exposed along a 1.4 km coastal section, approximately 500 m wide (across strike) at its southern end. It has been traced inland to the north for approximately 3 km along strike. Grab samples collected in 1998 from shoreline outcrop of pyrite-quartz veinlets hosted in semi-massive to massive pyrite returned assays up to 6.8g/t Au and 314g/t Ag. Anomalous gold values from 0.1g/t to 2.0g/t in association with anomalous As, Pb, Zn and elevated Mo and Hg are also reported from other samples collected along the 1.4 km coastal section. Galena and sphalerite occur in this zone associated with abundant disseminated pyrite all hosted within a grey rhyolite or dacite have been reported.”

3.1.4 HUCKLEBERRY COPPER-NICKEL-PLATINUM-GROUP ELEMENTS

Northern Shield first acquired claims in the Huckleberry area after discovering copper mineralization hosted within a glomeroporphyritic gabbro (“GPG”) at the southern end of the Labrador Trough about 100 km north of Schefferville. Further exploration identified significant and extensive Cu-Ni-PGE mineralization in several different zones.

The Huckleberry Cu-Ni-PGE property is being explored as a large-scale, segregated magmatic Cu-Ni-PGE deposit. Similar deposits include Kevitsa and Sakatti in Finland, the Duluth Complex, and Noril'sk-Talnakh. These deposits form when copper-rich fluids segregate from the nickel during unusually slow cooling of the magma. Although the copper-rich portions may be economic on their own, the nickel-rich portion may be contiguous (at depth) with the copper seen on surface or in a separate body.

Title

In 2016, the Company signed an option agreement and pre-negotiated joint venture agreement with South32 Limited of Perth, Australia ("South32") regarding its Huckleberry property. Under the terms of the agreement South32 could have earned a 50% interest in the Huckleberry property by incurring \$2,500,000 in exploration expenditures within the first two years of the agreement with an option to its interest to 70% by incurring a further \$2,500,000 of exploration expenditures by the end of the third year. However, after successfully meeting 50% earn-in requirements South32 elected to terminate the option agreement. The Company currently holds a 100% interest in Huckleberry.

Q3'23 Update

No field work was undertaken at Huckleberry during the quarter ended September 30, 2023.

Historical Exploration

Initial prospecting at Huckleberry in 2014 and 2015 identified two main mineralized zones of which the Western Zone could be traced for 3 kilometres with average grades of grab samples of 1.0% Cu, 0.2% Ni and 0.72g/t PGE and highs of 14% Cu, 17 g/t PGE+Au and 1.2% Ni. Sporadic copper mineralization was also found in the Eastern Zone but with generally lower associated Ni and PGEs.

The high Cu:Ni ratios in the mineralization found on surface at Huckleberry is indicative of a segregated deposit whereby the copper has separated from the nickel. As such, Huckleberry is being explored as a large-scale, segregated magmatic Cu-Ni-PGE deposit. Similar deposits include Kevitsa and Sakatti in Finland, the Duluth Complex, and Noril'sk-Talnakh. These deposits form when copper-rich fluids segregate from the nickel during unusually slow cooling of the magma. A magma can only cool so slowly if it is part of a very large magma chamber or if there is constant influxes of fresh hot magma. Either method has very positive implications for the presence of large-scale Ni-Cu-PGE mineralization. Although the copper-rich portions may be economic on their own, the nickel-rich portion may be contiguous (at depth) with the copper seen on surface or in a separate body. However, the discovery of a large xenolith hosting nickel-bearing semi-massive sulphides suggests that nickel-rich sulphides does, or at least did exist, within the magmatic system.

Geological observations indicate the magmatic history of the host rocks to the mineralization at Huckleberry to be dynamic, violent, episodic, and long-lived. These are common characteristics of many giant Cu-Ni-PGE deposits. The evidences are the presence of: 1) various magmatic breccias throughout the intrusion; 2) flow-banding in some of the ultramafic layers; 3) multiple phases of mineralization; 4) a variety of mineralized host rocks; 5) xenoliths, including mineralized metasedimentary country rock and nickel-rich semi-massive sulphides; and 6) sulphide globules.

To date, exploration at Huckleberry has included mapping, sampling, a VTEM survey, a ground gravity survey, a drone magnetic survey and diamond drilling.

Geology

The magmatic geology and geochemistry of the Huckleberry Complex is challenging and somewhat atypical. The Complex consist of multiple phases of mafic/ultramafic intrusions, some of which have undergone in-situ fractionation and/or differentiation; the parental magma from which these were all derived was highly differentiated (basaltic). There is considerable inter-mixing of at least two of the phases of magma; faulting and deformation was on-going during time of intrusion and, some of the mineralization and sills are the result of downward "injection" of magma.

The three main phases at Huckleberry are an anorthosite-rich Glomeroporphyritic Gabbro-norite (GPG), unit which has been intruded by the Layered Gabbroic Sequence (LGS), and the Layered Noritic Sequence (LNS), which includes the lower olivine websterite unit which forms at, or just below the base of the LNS. The LGS is approximately 100m thick and the LNS is 200m-250m thick. The base of the LNS is often strongly interlayered with the GPG.

It is the Lower Olivine Websterite unit that hosts much of the mineralization in the western zone though some mineralization has percolated into the surrounding GPG.

Western Copper Zone

The principal mineralized zone is in the western portion of the property and includes the Discovery Zone.

Drill holes HK16-01, 02, 06 and 07 and HK17-08,09,12 and 16 tested various aspects of the Lower Olivine Websterite (LOW) in the Western Copper Zone. All drill the above-mentioned drill holes intersected mineralization in the LOW which can now be traced through drilling and surface sampling for a 3,000m strike-length and a down-dip extension of over 1,200m. It remains open along strike to the north and south and, down-dip to the east. The thickness of the mineralized Lower Olivine Websterite increases down-dip (eastward) from 9.46m in drill hole 16HK-01 (Discovery Zone area) through 15.08m in drill hole 17HK-08 to a total of 31.85m in 17HK-12 where the zone bifurcates.

Perhaps significantly, average, Ni, Cu and PGE grades increase down-dip as does Ni and PGE tenor whereas Cu tenor decreases. This could indicate a vector to the feeder in this direction.

A large gabbro xenolith (approx. 0.5m to 1m -long) hosting semi-massive sulphides was observed at one location in the Discovery Zone at the base of the LOW. A sample of the xenolith assayed 1.17% Ni, 0.83% Cu and 1.08 g/t PGE+Au. The presence of the xenolith indicates that nickel-rich, semi-massive sulphides exist somewhere nearby in the magmatic system. Also of importance is the discovery of a large angular boulder within the property consisting of an anorthosite breccia cemented by chalcopryite that assayed 4.04% Cu. Coarse bronzite crystals have also formed between the fragments. The fragments of anorthosite that compose the breccia also contain finely disseminated chalcopryite and are identical to mineralized anorthosite seen elsewhere within the property. Thus the boulder is very likely to originate from within the Huckleberry property and suggests that there is more high-grade copper mineralization yet to be found at Huckleberry.

Eastern and Other Zones

Drill holes HK16-03 and 04 and HK17-10,13,14 and 15 were collared in the Eastern Copper Zone to target surface mineralization and test for potential upward "leakage" of Ni-Cu-PGE mineralization through a fault zone from a magma chamber at depth. Drill holes HK17-13 and 15 both intersected widespread, weakly to moderately disseminate pyrrhotite and chalcopryite that could be consistent with upward permeating sulphides through a co-magmatic fault zone. The Eastern Copper Zone is generally poor in Ni and PGE compared to the Western Zone.

Further sampling in the Eastern Zone in 2017 identified several new copper occurrences (0.71%, 0.72% and 0.75% Cu). Some of this mineralization is hosted within ultramafic rocks, which is the first time this lithology has been seen in the eastern Copper Zone. The Eastern Copper Zone is separated from the Western Copper Zone by a structural corridor and the relationship between the two is not yet fully understood by the Company. The high copper to nickel ratio in the east could be the result of the remobilization of copper up through (co-magmatic) fault structures or the result of magmatic segregation.

3.1.5 IDEX – NICKEL-COPPER-PLATINUM-GROUP ELEMENTS

The Idefix Ni-Cu-PGE property is being explored for PGE and Ni-Cu-PGE hosted by a differentiated gabbro-norite sill.

Title

The Company holds 100% ownership of the Idefix property.

Q3'23 Update

During the quarter ending September 30, 2023, the Company announced that a grab rock sample recently collected from a zone of disseminated sulphides on its 100% owned Idefix Cu-Ni-PGE Property ("Idefix" or the "Property") assayed 1.2% Cu, 0.35% Ni, 9.6 g/t Pd, 2.4 g/t Pt and 0.27 g/t Au.

Historical Exploration

A two-day reconnaissance of the Idefix property was conducted in early September 2011. Twenty-five rock samples were collected from the property of which twenty-one were from the mafic-ultramafic sill with four coming from the country rock. These results led to the option agreement signed with Impala Platinum Holdings Limited in May 2012.

The original focus at Idefix was for reef-type PGE mineralization after the discovery of significant and extensive PGE mineralization in 2012 along a gabbro-norite escarpment with grades up to 16 g/t Pt+Pd at a ratio of 1:3. Significant new PGE mineralization was discovered 900m immediately south of the Idefix Ridge at La Colline in 2013. At this location, 41 of 92 surface samples collected over an outcrop measuring approximately 220m by 50m assayed over 1 g/t Pt+Pd+Au. This includes a zone defined by 34 continuous sawn channel samples which average 1.4 g/t Pt+Pd+Au, 0.28% Cu and 0.1% Ni over 31.35m within which there is a higher-grade zone averaging 1.9 g/t Pt+Pd+Au, 0.38% Cu and 0.13% Ni over 15.85m. Also of significance are several grab sample collected 900m east of Idefix Ridge which assayed 11.1 g/t PGE+Au (4.6 g/t Pt, 3.8 g/t Pd, 2.7g/t Au) and 0.92% Cu and 2.8 g/t PGE+Au (1.3 g/t Pt, 1.1 g/t Pd, 0.4 g/t Au) and 0.26% Cu. This occurrence differs from others within the Idefix property as it has a 1:1 Pt:Pd ratio (compared to a 1:3 Pt:Pd ratio found along the Idefix Ridge). This discovery is suggestive of yet another PGE zone, or perhaps reef, on the eastern side of Idefix, which has seen very little exploration in the past.

In 2013, fourteen drill holes totaling 1,501m were completed at Idefix. Drilling did not intercept similar grades of PGEs as seen on surface but did prove the existence of reef type mineralization (*senso stricto*) averaging 0.2-0.4 g/t PGE over 16m-34m widths that can be traced continuously for 3.5km and intermittently for a further 3.5km. Of the 1,614 samples collected at Idefix, 934 assays greater than 0.1 g/t PGE+Au. This highlights the significant enrichment of PGE at Idefix.

However, the presence of large Ni-Cu-PGE bearing sulphide globules seen in nearly every drill hole completed along the Idefix Ridge points to the possible existence of massive magmatic sulphides, perhaps similar to Noril'sk-type model.

Based on analysis with a hand-held XRF analyzer, these globules average 3-5% Ni, 2-3% Cu and over 20 g/t Pd. Globules form from bubbles of then liquid sulphide being transported away from a pool of massive sulphide by an injecting pulse of magma during the formation of the sill; somewhat akin to a pebble being transported down-stream in a river. Globules are dense and fragile, and research has shown that they travel very short distances, typically on the order of a few hundred metres. Thus, it can be concluded from this information alone, that at the time of formation of the Idefix Gabbro sill, a pool of liquid sulphide (massive sulphide) existed nearby with high grades of Ni, Cu and PGE. The uncertainties are: 1) does the massive sulphide still exist or did the pulse of magma that formed the Idefix gabbro completely destroy the pool of massive sulphide and 2), if the massive sulphide still exists, where is it located relative to the drill holes. These globules are also very similar to those seen adjacent to the massive sulphides at Noril'sk.

The possible existence of massive sulphides is supported by the geochemical signatures of the Ni-Cu-PGE mineralization seen at La Colline. The mineralization at La Colline was first thought to be a continuation of the reef-type mineralization seen in drill-core along the Idefix Ridge. However, La Colline does not possess the same reef-type signature as seen along the ridge, but instead has a signature more commonly attributed to massive sulphides. Hence, it is interpreted that the disseminated mineralization at La Colline represents the fringe of a massive sulphide lens that extends northwards and located about 400m east of the Idefix Ridge. This is supported by a north-south magnetic anomaly that underlies this area.

4. FINANCIAL UPDATE

The Company's financial success is dependent upon the discovery of properties that could be economically viable to develop. Such development could take years to complete and the resulting income, if any, is difficult to determine. The sales value of any mineralization discovered by the Company is dependent upon factors beyond its control.

The Company is not aware of any trends, uncertainties, demands, commitments, or events affecting junior mining companies in general, or Northern Shield specifically, which are reasonably likely to have a material effect on the Company's capital resources or that would cause reported financial information not necessarily to be indicative of future operating results.

4.1 Operational Results

The level of operational expenditures is related to the financing and exploration activities that are being conducted by the Company, which in turn may depend on the Company's recent exploration experience and prospects, as well as the general market conditions relating to the availability of funding for exploration-stage resource companies. Consequently, the Company does not acquire properties or conduct exploration work on a pre-determined basis and, thus, there may not be predictable or observable trends in the Company's business activities and comparisons of financial operating results with prior years may not be meaningful. The Company has no operating revenue to date as its mineral properties are all in the exploration and analysis stage.

The Company incurred a comprehensive loss of \$361,917 for the three-month period ended September 30, 2023 (2022 – \$161,941), and a comprehensive loss of \$628,691 for the nine-month period ended September 30, 2023 (2022 – \$433,207).

4.1.1 MINERAL PROPERTY ACTIVITIES

	QC Idefix	QC Huckleberry	NS Shot Rock	NL Root&Cellar	NL Merashen	NL Zuleika	Other	Total
At January 1, 2022	\$ -	\$ -	\$ 3,357,112	\$ 1,522,738	\$ 226,457	\$ -	\$ 8,994	\$ 5,115,301
Expenditures								
Acquisition:	2,431	-	-	52,992	-	26,000	-	81,423
Exploration:								
Sample Analysis	-	-	-	56,398	-	-	-	56,398
Airborne Geophysics	-	-	-	-	-	-	-	-
Ground Geophysics	-	-	-	1,590	-	-	-	1,590
Geology Remuneration	-	-	5,250	38,799	150	-	-	44,199
Drilling/Sampling	-	-	-	39,222	-	-	-	39,222
Mob/Demob	-	-	22,885	11,275	-	-	-	34,160
Travel/Accom	-	-	-	14,217	-	-	-	14,217
Total Exploration	-	-	28,135	161,501	150	-	-	189,786
Total Property Expenditures	2,431	-	28,135	214,493	150	26,000	-	271,209
Property write-down	-	-	-	-	-	-	(8,994)	(8,994)
At December 31, 2022	\$ 2,431	\$ -	\$ 3,385,247	\$ 1,737,231	\$ 226,607	\$ 26,000	\$ -	\$ 5,377,516
Expenditures								
Acquisition:	3,496	-	-	83,230	-	-	-	86,726
Exploration:								
Sample Analysis	-	-	-	9,957	-	-	-	9,957
Airborne Geophysics	-	-	-	-	-	-	-	-
Ground Geophysics	-	-	-	60,188	-	-	-	60,188
Geology Remuneration	-	-	-	9,090	-	-	-	9,090
Drilling/Sampling	-	-	-	38,478	-	-	-	38,478
Mob/Demob	-	-	11,301	21,986	-	-	-	33,287
Travel/Accom	-	-	-	16,587	-	-	-	16,587
Total Exploration	-	-	11,301	156,286	-	-	-	167,587
Total Property Expenditures	3,496	-	11,301	239,516	-	-	-	254,313
At September 30, 2023	\$ 5,927	\$ -	\$ 3,396,548	\$ 1,976,747	\$ 226,607	\$ 26,000	\$ -	\$ 5,631,829

On September 30, 2023, the Company's resource asset carrying value was \$5,631,829 (December 31, 2022 - \$5,377,516).

Gross exploration expenditures were \$48,361 for the three-month period ended September 30, 2023 (2022 - \$30,469) and \$254,313 for the nine-month period ended September 30, 2023 (2022 - \$143,272).

4.1.2 ADMINISTRATIVE ACTIVITIES

General and administrative expenses of \$373,577 were incurred during the three-month period ended September 30, 2023 (2022 – \$164,695) and \$678,021 during the nine-month period ended September 30, 2023 (2022 - \$427,690).

The details of the comparative amounts for the nine-month periods ended September 30 are summarized in the following table:

	2023	2022	Change	as %
Remuneration and consulting fees	\$ 202,959	\$ 211,764	\$ (8,805)	-4%
Office expenses	25,301	58,073	(32,772)	-56%
Travel expenses	10,749	1,998	8,751	438%
Marketing expenses	88,323	8,385	79,938	953%
Professional fees	91,250	83,679	7,571	9%
Public company expenses	29,904	39,250	(9,346)	-24%
Insurance expenses	22,429	20,840	1,589	8%
Amortization	3,006	3,701	(695)	-19%
	\$ 473,921	\$ 427,690	\$ 46,231	11%
Share-based compensation	204,100	-	204,100	
	\$ 678,021	\$ 427,690	250,331	59%

- Remuneration decreased due to accrual of wages not being inclusive of payroll taxes.
- Office expenses dropped due to the departure from the office premises.
- Marketing costs increased as the Company attended its first trade shows since the beginning of the COVID-19 pandemic. The Company has also engaged an IR firm to assist in raising capital.
- Professional fees increased due to increased corporate activity.
- Public company expenses were lower due to the Company's share trading volume.
- Annual insurance rates continued to increase due to the aftereffects of the COVID-19 pandemic.
- Amortization costs reduced as assets were amortized without significant replacements.
- Share-based compensation cost was incurred for the first time in several years with the issuance of stock options.

4.2 SUMMARY OF QUARTERLY RESULTS

The following table sets forth financial information for the Company's recently completed quarters:

	2023			
	Mar 31	Jun 30	Sep 30	
Total Revenues	-	-	-	
G & A Expense*	\$128,803	\$175,641	\$169,477	
Expensed Exploration**	-	-	-	
(Loss)/Income for the period	(\$99,936)	(\$166,838)	(\$361,917)	
Basic and diluted loss per share	(\$0.00)	(\$0.00)	(\$0.00)	

	2022			
	Mar 31	Jun 30	Sep 30	Dec 31
Total Revenues	-	-	-	-
G & A Expense*	\$142,584	\$120,411	\$164,695	\$186,437
Expensed Exploration**	-	\$8,994	-	-
(Loss)/Income for the period	(\$142,584)	(\$128,682)	(\$161,941)	(\$176,846)
Basic and diluted loss per share	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)

	2021			Dec 31
Total Revenues				-
G & A Expense*				\$238,602
Expensed Exploration**				-
(Loss)/Income for the period				\$136,536
Basic and diluted loss per share				(\$0.00)

* excluding share-based compensation expense

** including write-downs of previously capitalized property expenditures

4.3 Liquidity

The Company is presently exploring its projects for economically viable mineral deposits. None of the Company's projects are yet in production and consequently do not produce revenue. The Company currently funds all operations with its working capital. On November 29, 2023, the Company had negative working capital of approximately \$250,000.

On September 30, 2023, the Company had negative working capital of \$135,870 (at December 31, 2022 – negative working capital of \$222,267).

4.4 Capital Resources

On September 30, 2023, the Company was not involved in any agreements for which it had commitments to satisfy any expenditure requirements.

4.5 Acquisitions and Dispositions of Resources Properties and Write-offs

None

4.6 Off-Balance Sheet Arrangements

At September 30, 2023 and as of the date of this report, the Company does not have any off-balance sheets arrangements.

4.7 Related Party Transactions

Key Management Personnel

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Board of Directors and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

The following table presents the compensation earned by key members of management during the nine-month periods ended September 30, noted below:

	2023	2022
Salaries	\$ 180,156	\$ 179,546
Benefits	4,956	4,956
Share-based compensation	61,750	-
	\$ 246,862	\$ 184,502

The following table presents the professional fees incurred during the nine-month periods ended September 30 and any amounts owed to at the end of each period, a law firm at which the Company's corporate secretary is a partner.

	2023	2022
Professional fees incurred	47,693	29,189
Amounts owed	32,614	96,419

4.8 Significant Accounting Estimates

The preparation of these annual consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the consolidated statement of financial position date, which could result in a material adjustment to the carrying amounts of assets and liabilities, if actual results differ from assumptions made, relate to, but are not limited to, the following:

- impairment of non-financial assets;
- the estimated useful lives of property, plant and equipment which are included in the consolidated statement of financial position and the related depreciation included in the consolidated statement of comprehensive loss;
- the inputs used in accounting for share-based compensation expense in the consolidated statement of comprehensive loss;
- the inputs used in accounting for warrant value associated to reserves.

4.9 Financial Instruments

The fair value of the Company's amounts receivable, and accounts payable and accrued liabilities is approximately equal to their carrying values due to their short terms to maturity.

4.10 Internal Controls Over Financial Reporting

During the nine-month period ended September 30, 2023, there were no changes in the design of the Company's internal controls over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

4.11 Subsequent Events

Subsequent to the period ending September 30th, 2023, the Company received notification that the Notice of Objection which it had filed with Revenue Quebec in August 2023 has been received. An agent from Revenue Quebec was assigned to the file on or about November 24, 2023. Northern Shield is objecting to Notices of Assessment relating to its 2017 and 2018 taxation years, assessments which were never received by the Company at the time. The Company believes the matter will now be resolved in a timely manner.

5. RISK FACTORS

5.1 Exploration and Development

Exploration for minerals is a speculative venture involving substantial risk. There is no certainty that the expenditures to be made by the Company with respect to its properties will result in discoveries of potentially minable deposits. Few properties that are explored for minerals are ultimately developed into producing mines.

The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by several factors, which are beyond the control of the Company.

5.2 Financing

The Company is presently exploring its projects for economically viable gold, silver, copper, platinum group metals and nickel-copper. None of the Company's projects are yet in production and consequently do not produce revenue. Accordingly, the Company's ability to conduct operations, including the acquisition, exploration, and development of mineral properties, when it doesn't have sufficient working capital to do so is based on its ability to raise funds, primarily through equity issuances and potentially through proceeds from the disposition of its properties.

There can be no assurance that the Company will succeed in obtaining required financing, now or in the future. Failure to raise additional financing could cause the Company to suspend exploration and eventually to sell or forfeit its interest in some or all its properties and could result in the Company ultimately ceasing to continue as a going concern.

The ability of the Company to obtain financing is somewhat dependent on the equity market conditions. The trading price of the common shares of the Company may be subject to wide fluctuations in response to variations in operating results, results of exploration programs and other events and factors outside of the control of the Company. In addition, the stock market has experienced extreme price and volume fluctuations that have particularly affected the market price for many junior mining companies like the Company. These broad market fluctuations may adversely affect the market price of the common shares of the Company and hence its ability to raise funds or to create significant dilution from funds raised.

5.3 Mining Operations

Mining operations involve a high degree of risk. Hazards such as unusual or unexpected formations and other conditions may arise. The Company may become subject to liability for pollution, abandonment, and reclamation and environmental or other hazards against which it cannot insure or against which it may elect not to insure. Such liabilities may have a material adverse effect on the Company's financial position and prospects.

5.4 Economics of Developing Mineral Properties

Substantial expenditures are required to establish reserves through drilling, to develop metallurgical processes to extract metal from ore and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineral deposit, no assurance can be given that minerals will be discovered in sufficient quantities or grades to justify development of the deposit, or that the funds required for development can be obtained at all or, if attainable, can be obtained on a timely basis.

5.5 Marketability of Gold, PGEs, Gold and Base Metals

Gold, PGEs and base metal exploration and development are speculative businesses, which involve a high degree of risk. The marketability of gold, PGEs and/or base metals acquired or discovered by the Company (if sufficient amounts are acquired or discovered) will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting and environmental protection. The exact effect of these factors cannot be accurately predicted, and the combination of these factors may result in the Company receiving insufficient returns on invested capital. Additionally, depending on the price of minerals produced, the Company may determine that it is not commercially feasible to commence or continue commercial production.

5.6 Prices for Gold, PGEs, and Base Metals

The value of the Company and its common shares will depend in some degree on the prevailing prices obtainable for mineral commodities in the market. The price of those commodities can fluctuate, and is affected by numerous factors beyond the Company's control including international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, economic conditions globally and nationally, global or national consumption patterns, speculative activities, levels of supply and demand, increased production due to new mine developments and improved mining and production methods, stock levels maintained by producers and others and inventory carrying costs. The effect of these factors on the prices of any commodities cannot be accurately predicted.

5.7 Environmental Requirements

To date the Company has conducted all its exploration activities in the provinces of Ontario, Quebec, Nova Scotia, and Newfoundland. All phases of its operations have been subject to the environmental legislation of each of the provinces and of the Government of Canada. Even though the Company does not operate a mine and is not developing a mine, at the current 'exploration' stage of its business cycle it must still abide by numerous laws and regulations relating to the environment. Environmental legislation is evolving; more corporate responsibility, stricter fines and penalties, and more stringent guidelines, could in the future, adversely affect the Company's operations. The cost of compliance with these changes could have a material adverse effect on the Company, its financial condition, and prospects.

5.8 Competition

The mining industry (exploration and development) is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities and expertise than itself for the acquisition and exploration of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified management and employees.

5.9 Title

While the Company has registered its claims, licenses and leases with the appropriate mining authorities and has filed all pertinent information to industry standards, this should not be construed as a guarantee of title. The Company's properties may also be subject to prior unregistered agreements or transfers or native land claims, and the Company's title may be affected by these and other undetected defects. The Company's properties may include recorded third-party mineral claims, which have not been surveyed, and therefore, the precise area and location of such claims

and licenses may be in doubt. The Company may also lose entitlement to claims if certain exploration expenditures are not made by certain set dates as required by provincial mining regulators and regulations.

In the Province of Nova Scotia, while the Company may maintain the mineral rights, surface landowners (including the Crown) may restrict access to and working the mineral right until the consent of the owner or tenant of the property is obtained. If the Company is not able to obtain such consents, it may be required to make an application to the Minister of Natural Resources for a permit authorising the Company to pass over or enter and work the mineral rights. There is no certainty that any such permit will be granted in a timely manner, on terms and conditions favorable to the Company, or at all.

5.10 Mining Regulation

Mining operations in Canada are subject to extensive governmental regulations. Future changes in government regulation could adversely affect mining in Canada. The development of mines and related facilities is contingent upon government approval, which must be obtained through statutory review processes. The Company does not have and has not applied for approvals for the development of any of its properties.

5.11 Required Capital and Ongoing Business

The Company has not yet generated any earnings or cash flow to fund its operations and there can be no assurance that the Company will generate any earnings or cash flow in the future. If the Company does not generate cash flow in the future, additional external funding will be required to finance the Company's ongoing operations. This funding may not be available at all or, if available, may not be available on terms acceptable to the Company and could result in the Company ultimately ceasing to exist as a going concern.

5.12 Dilution

Shareholders will suffer dilution with respect to future private and/or public offerings of the Company's common shares (or securities convertible into common shares).

5.13 Key Management

The Company does not hold any "key man" insurance with respect to any of its directors, officers or key employees to the date hereof. The loss of the Company's President and Chief Executive Officer could have an adverse impact on the Company and its business, financial position and prospects.

5.14 Conflicts of Interest

Certain of the directors and officers of the Company currently, and may in the future, serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties as a director or officer of the Company and their duties as a director and officer of such other companies. The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosures by directors of conflicts of interest and the Company will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers.

5.15 Market Volatility

In the past, there has been limited trading in the Company's common shares. Additionally, the trading price of the common shares may be subject to wide fluctuations in response to variations in operating results, results of exploration programs, market conditions and other events and factors outside the control of the Company. In addition, the stock market has experienced extreme price and volume fluctuations, which have particularly affected the market price for many junior resource companies.

During the nine-month period ended September 30, 2023, the price of the Company's shares fluctuated between \$0.04 and \$0.12. There can be no assurance that significant price fluctuations will not occur.

Note that on September 9, 2022, the Company executed a 1:5 share consolidation. Share prices on days prior to September 9 have been recalculated to reflect the consolidation.

5.16 Aboriginal Claims

Aboriginal rights may be claimed on Crown or other types of tenure with respect to which mining rights have been granted. The Company is fully aware of the mutual benefits afforded by cooperative relationships with indigenous people in conducting exploration activity and is fully supportive of measures established to achieve such cooperation.

5.16 Global Pandemics and Other Factors

There are many external factors that can adversely affect general workforces, economies, and financial markets globally. Examples include, but are not limited to, the COVID-19 global pandemic and political conflict in other regions. It is not possible for the Company to predict the duration or magnitude of adverse results of such external factors and their effect on the Company's business or ability to raise funds.

Outstanding Share Data as of November 29, 2023

Common Shares

Issued and Outstanding	82,134,091
Warrants	17,108,447
Options	6,990,000
Fully Diluted	106,232,538

Warrants Outstanding

Exercise Price	Qty	Expiry Date	Potential Proceeds
\$0.125	2,856,139	28-Nov-24	357,017
\$0.10	4,100,000	28-Nov-24	410,000
\$0.10	1,320,000	21-Mar-25	132,000
\$0.10	1,500,000	6-Apr-25	150,000
\$0.125	192,308	6-Apr-25	24,039
\$0.10	3,800,000	19-Jul-25	380,000
\$0.125	1,576,000	3-Aug-25	197,000
\$0.20	1,400,000	12-Sep-25	280,000
\$0.22	364,000	12-Sep-25	80,080
	17,108,447		\$ 2,010,136

Options Outstanding

Exercise Price	Qty	Expiry Date	Potential Proceeds
\$0.50	680,000	25-Jun-24	\$ 340,000
\$0.50	30,000	15-Jan-25	15,000
\$0.12	6,280,000	8-Aug-28	753,600
	6,990,000		\$ 1,106,600

Additional information on the Company is available on its website www.northern-shield.com or on SEDAR+ www.sedarplus.ca.

Cautionary Statements

Certain statements included in this Management Discussion and Analysis constitute forward-looking statements under applicable securities legislation. Forward-looking statements or information typically contain statements with words such as "anticipate", "believe", "expect", "plan", "intend", "estimate", "propose", or similar words suggesting future outcomes or statements regarding an outlook. Forward looking statements or information in this Management Discussion and Analysis include, but are not limited to, statements regarding:

- business objectives, plans and strategies;
- exploration objectives, plans and strategies; and
- certain geological interpretations and expectations.

Such forward-looking statements or information are based on several assumptions which may prove to be incorrect. In addition to other assumptions identified in this Management Discussion and Analysis, assumptions have been made regarding, among other things:

- the ability of Northern Shield to continue to fund its operations through financings, options and joint ventures;
- the ability of Northern Shield to obtain equipment, services and supplies in a timely manner to carry out its activities;
- the level of exploration activities;
- the ability of Northern Shield to retain and access its mineral claims; and
- current and future mineral commodity prices.

Although Northern Shield believes that the expectations reflected in such forward-looking statements or information are reasonable, undue reliance should not be placed on forward looking statements because Northern Shield can give no assurance that such expectations will prove to be correct. Forward-looking statements or information are based on current expectations, estimates and projections that involve several risks and uncertainties which could cause actual results to differ materially from those anticipated by Northern Shield and described in the forward-looking statements or information. These risks and uncertainties include but are not limited to:

- the ability of management to execute its business and exploration objectives, plans and strategies;
- the risks of the mining industry, such as operational risks in exploring for minerals and market demand;
- risks and uncertainties involving geology of mineral deposits;
- potential delays or changes in plans with respect to exploration projects;
- Northern Shield's ability to retain and access its mineral claims;
- fluctuations in current and future mineral commodity prices;
- health, safety and environmental risks;
- uncertainties as to the availability and cost of financing;
- general economic, business and market conditions;
- the possibility that government policies or laws may change;
- aboriginal claims; and
- other risks and uncertainties described elsewhere in this Management Discussion and Analysis or in Northern Shield's other filings with Canadian securities authorities.

The forward-looking statements or information contained in this Management Discussion and Analysis are made as of the date hereof and Northern Shield undertakes no obligation to update publicly or revise any forward-looking statements or information, whether because of new information, future events or otherwise, unless so required by applicable securities laws.

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Board of Directors

Russell M. Richards (Chair)
Ian Bliss (President & CEO)
Scott Jobin-Bevans
Peter Dimmell

Compensation Committee

Peter Dimmell (Chair)
Russell M. Richards

Officers

Ian Bliss (President & CEO)
Sam Legg (Chief Financial Officer)
James O'Sullivan (Corporate Secretary)

Audit Committee

Russell M. Richards (Chair)
Scott Jobin-Bevans

Technical Committee

Scott Jobin-Bevans (Chair)
Peter Dimmell

Listing

TSX Venture: "NRN"
Frankfurt (Germany) Exchange: "N9S"

Capitalization (November 29, 2023)

Shares Issued: 82,134,091
Fully Diluted: 106,232,538

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