



NORTHERNSHIELD
RESOURCES INC.

(An Exploration Stage Company)

Northern Shield Resources Inc.

Management Discussion and Analysis
for the three and nine-month periods ended September 30, 2024



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 and nine-month periods ended September 30, 2024.

The following information should be read in conjunction with the Company's consolidated financial statements for the three and nine-month periods ended September 30, 2024. 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 22, 2024.

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, Canadian-based junior mining company and trades on the TSX Venture Exchange under the symbol "NRN." 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 but is now 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")

Northern Shield is 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 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 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."

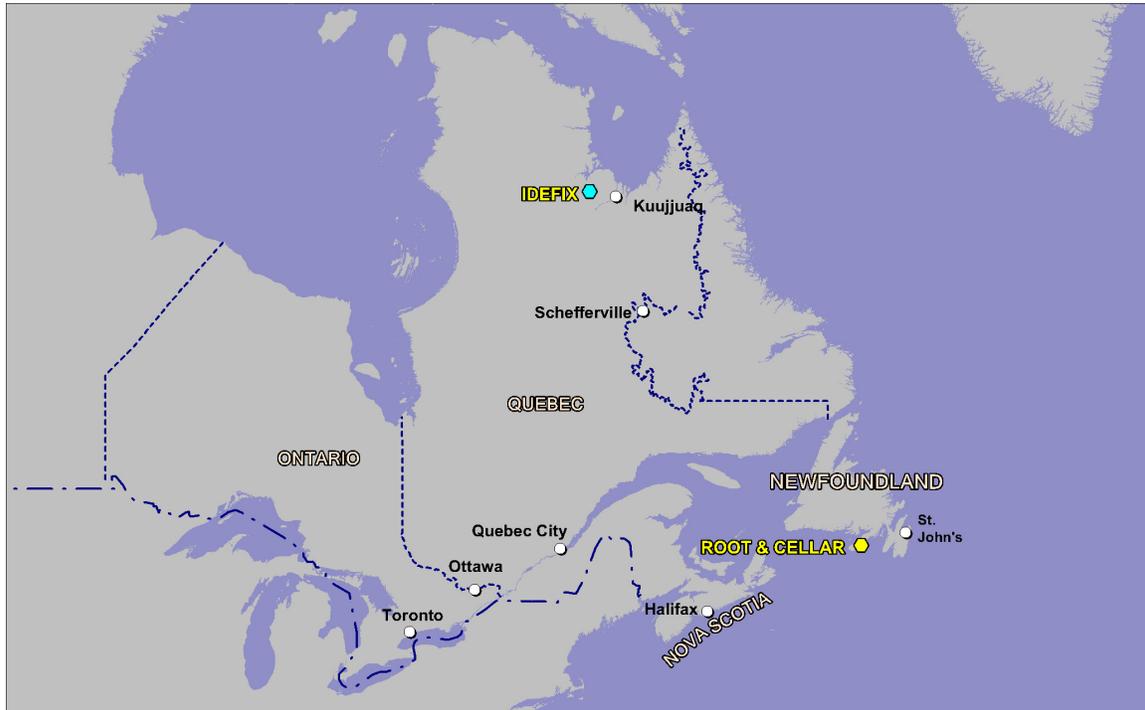
2. CORPORATE DEVELOPMENTS

During the three-month period ended September 30, 2024, Company received certain refunds pertaining to its 2017 and 2018 Quebec Tax Return and Mining Tax Return. The total amount returned to the Company was \$772,972 including interest.

In 2023, the Court of Quebec ruled in the Company's favour in a case the Company initiated against the Quebec Revenue Agency with the practical consequence of the judgement being that Northern Shield's right to object to the 2017 and 2018 notices of assessment had been restored. Northern Shield filed a Notice of Objection immediately after that ruling and the refunds received subsequent to the period are the result of the objection process running through to fruition.

The Company also completed the final option payment pertaining to the Root & Cellar property and the Company now holds a 100% interest in the Root & Cellar property, located on the Burin Peninsula in southeastern Newfoundland. As per the terms of the option agreement signed in May 2019, prospector and original Property owner, Jeffery Brushett retains a 2.5% NSR of which 1% can be bought back by Northern Shield for \$1.5M.

3. MINERAL PROPERTIES



September 2024

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	100%	813 / 203 km ²
IDEFIX	Ni-Cu-PGE	100%	40 / 18 km ²

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, through its wholly owned subsidiary, Seabourne Resources Inc, owns a 100% interest in the Property after the successful completion of an option agreement entered into with the discovering prospector, Mr. Brushett in 2019.

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

Q3'24 Update

During the three-month period ended September 30, 2024, the Company completed a drone magnetic and Lidar survey over the Conquest Zone and surrounding area. The very high-resolution magnetic data will be used to fine tune the position of the structures believed to be hosting the veins that will be targeted in the upcoming drill program.

Further mechanical trenching uncovered outcrop containing visible gold (VG) in the Conquest Zone. The VG was found 25 metres west of the Conquest Discovery trench (where visible gold has previously been identified) and immediately behind the collar of drill hole 23RC-21, completed last year which also intersected visible gold. Four patches of fine-grained VG were noted in a single sample (78 g/t Au) from the outcrop in quartz-hematite veinlets associated with intense chlorite alteration, coarse pyrite and fine marcasite with the veins cutting a strongly silicified/brecciated unit with abundant marcasite. Although this new occurrence is proximal to drill hole 23RC-21, where VG was previously noted, the mineralization styles are different suggesting multiple mineralization phases. Colloform-crustiform, banded, quartz veins were also noted in the outcrop.

Also, during the period ending September 30, 2024, mapping and geochemical analysis being undertaken an M.Sc. thesis student from Memorial University of Newfoundland was ongoing. The application of certain geochemistry strongly reinforced the interpretation of the Discovery Trench area as marking an up-flow zone within an epithermal system. Potassium / Aluminum (K/Al) ratios were used as a proxy for alteration minerals with higher K/Al ratios indicating the hottest portion of the hydrothermal alteration as would be expected near the main epithermal veins. The spatial distribution of high K/Al samples also suggests that the Conquest vein system continues 750 m westward from the Discovery Trench area. Case studies utilizing K/Al ratios at the Waihi epithermal gold deposit in New Zealand have highlighted the up-flow zones and the proximity to gold-bearing veins (Barker et al; New Zealand Journal of Geology and Geophysics, 2019)

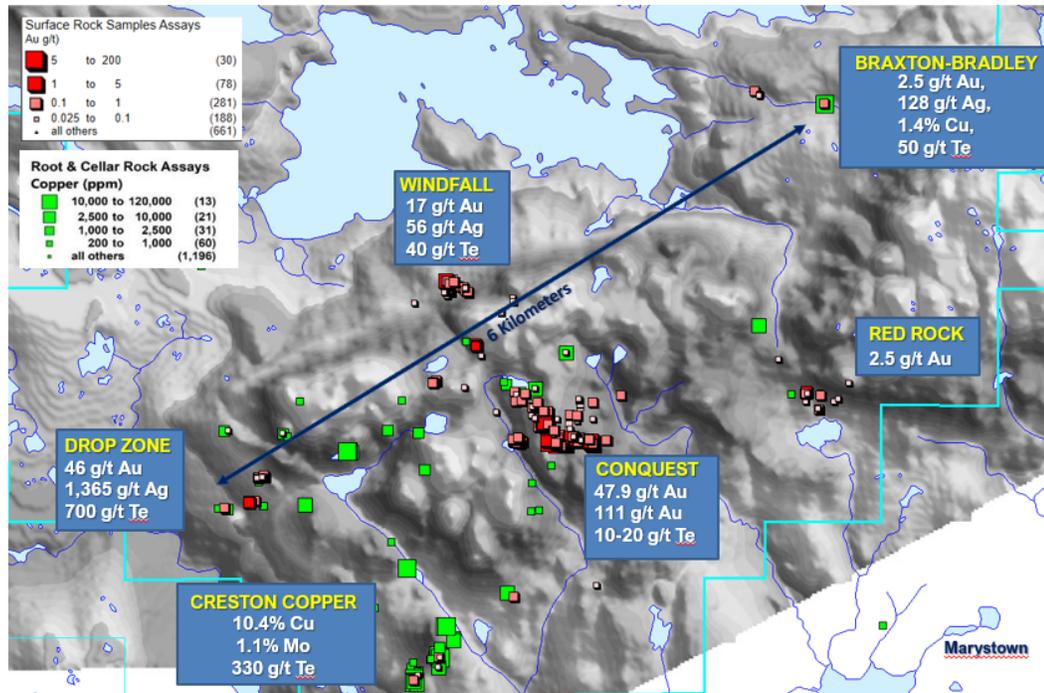
Historical Exploration

Gold, silver and copper mineralization was first discovered at Root & Cellar (the "Property") by Mr Brushett in 2012. Northern Shield is the first junior mining company to conduct systematic exploration on the property.

The property hosts 5 epithermal gold-silver +/- tellurium occurrences over a large area that appear to overprint a pre-existing copper porphyry-type system. Alteration, textures and mineralogy are generally indicative of a low sulphidation epithermal systems but characteristics suggestive of intermediate to high sulphidation and even mesothermal gold systems are locally present. These are important features on their own as such fluctuations in hydrothermal temperature conditions are often evident in large and high-grade epithermal systems (e.g., Brucejack).

Three of the showings, Drop Zone, Windfall, and Braxton-Bradley exhibit very high silver to gold ratios, often associated with high to very high tellurium content. The Conquest Zone, in the centre of the property has the largest footprint of gold mineralization of all the zones and is characterized by lower silver to gold ratios.

All the gold mineralization is located on the periphery of a large copper-bearing zone in the western portion of the property. The copper mineralization, dominantly consisting of chalcopyrite, bornite, and chalcocite is predominantly found in a series of felsic phreatomagmatic and vent breccias and other “fragmentals”.



The Conquest Zone, which has been the focus of exploration to date has all the ingredients to form a giant and high-grade epithermal gold system.

Surface and drill sampling along with till sampling has identified gold mineralization and anomalism over an area measuring approximately 2 sq km. Much of the mineralization and better grades are found in southern Conquest Zone along an east-west trend that includes the original discovery trench.

The maiden drill program on the property in 2021 largely targeted near-surface IP chargeability anomalies in the Conquest Zone that also trended east-west which was consistent with lithological contacts and structures observed on surface. The drill program was of limited success with only three of eight drill-holes in southern Conquest hitting modest grades of near surface mineralization with a high of 1.4 g/t Au over 7.95 meters including 5.7 g/t Au over 1 metre. Drill-holes targeting the same zone at depth were not successful in intersecting mineralization.

Further modeling of the IP indicated that the E-W trending IP anomalies had limited depth extent, but multiple north-south trending IP chargeability anomalies were apparent at depth. None of the 2021 drill-holes interested these anomalies.

Fieldwork in 2024 concluded that some of the mineralization in the Conquest Zone, including that targeted in the 2021 drill program, is formed from lateral flow of hydrothermal fluids (from an up-flow zone) and from general leakage of mineralizing fluids from depth along contacts and structures. Such mineralization is manifest as very dark grey to black siliceous breccias with abundant fine-grained

marcasite. Despite their unusual dark colour, these rocks are highly elevated in potassium (up to 6-7% K₂O).

Mechanical tracing of the original hand-dug discovery trench in 2023 resulted in visible gold being identified in eight grab samples with up to 20 fine-grained flecks of gold noted under the microscope from a single sample. The visible gold was largely hosted in quartz-adularia veins where northerly trending fractures crosscut the east-trending structure. Both structural orientations are associated with pyrite mineralization and quartz veining including classic colloform-crustiform banding indicative of low sulphidation epithermal systems. Fourteen of 28 grab and composite rock samples collected from this trenching and sampling program in the Conquest Zone, assayed between 2.0 and 26.0 g/t Au, including a grab rock sample from 30 metres to the west of the trench, which assayed 7.3 g/t Au. Additional prospecting of the Creston Copper Zone in 2023 returned three samples returning concentrations between 0.9 and 1.75% Cu with another containing 0.5% Mo (molybdenum) and 185 ppm Te, suggesting the presence of a porphyry-type system.

Based on the trenching results, an eight-drill hole program, totalling 615 metres, was completed in the vicinity of the trenching in 2023. Seven of the eight drill holes intersected gold mineralization consistent with a low-sulphidation epithermal gold system. Five occurrences of visible gold were noted in drill holes 23RC-16, 18 and 21. Mineralized zones on drill holes 23RC-16, 17, 18 and 20 dominantly consist of complex quartz-illite-pyrite/marcasite hydrothermal breccias. Such breccias will typically form above or near the main up-flow zone and veins and are well documented from the Waihi epithermal gold deposit in New Zealand, for example. Drill-holes 23RC-21 and 22 also intersected breccias but of a different nature. Some of the breccias included fragments of what appears to be sinter.

DDH 23RC-21 - 10.4 g/t Au over 1.5 m including 23.5 g/t Au over 0.5 metres
DDH 23RC-21 - 3.1 g/t Au over 1 metre
DDH 23RC-18 - 5.7 g/t Au over 2 metres
DDH 23RC-16 - 0.6 g/t Au over 34.5 metres including 9.5 g/t over 0.65 metres

Sinter mounds would be expected to form in the up-flow zone. This is supported by short intervals of muddy geyser-like sediments which would also be expected to form near the outflow zone. The identification of the up-flow zone by textural features has been supported by geochemistry. On-going work by a student undertaking a M.Sc. thesis on Root & Callar applied K/Al GER plots from a case study on the epithermal gold deposits at Waihi New Zealand to Root & Cellar and it worked remarkably well at highlighting this up flow zone and also potentially doubling the strike-length of part of the Conquest Zone.

Up-flow zones represent where the epithermal fluids rising up through structures would have breached the surface that existed at the time of formation. The boiling zone where high grades of gold are expected would typically be a few tens to hundreds of metres below the outflow zone. In addition, the presence of visible gold in the outflow, where high grades are not expected bodes very well to what may be found in the boiling zone.

A sub-vertical IP chargeability anomaly coinciding with a magnetic low feature, underlies this up-flow zone. This is just one of several coincident IP-magnetic low targets in the Conquest Zone.

3.1.3 IDEFIX – 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.

Although the Company's balance sheet shows no amount capitalized, it should be noted that cumulatively, the Company has expended \$2,051,174 on Idefix. Of that amount, \$1,876,314 was funded by an exploration partner, and the remaining \$174,860 was offset by Quebec exploration tax credits.

Q3'24 Update

No field work was undertaken at Idefix during the quarter ended September 30, 2024.

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 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 samples 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 (*sensu 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 or 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 losses for the three-month period of \$61,778 (2023 – \$361,917), and for the nine-month period of \$3,005,773 (2023 – \$628,691), both ended September 30, 2024.

4.1.1 MINERAL PROPERTY ACTIVITIES

	QC	NS	NL	NL	NL	Total
	Idefix	Shot Rock	Root&Cellar	Merashheen	Zuleika	
At January 1, 2023	\$ 2,431	\$ 3,385,247	\$ 1,737,231	\$ 226,607	\$ 26,000	\$ 5,377,516
Expenditures						
Acquisition:	3,496	-	87,230	1,200	-	91,926
Exploration:						
Sample Analysis	-	-	29,170	-	-	29,170
Ground Geophysics	-	-	65,813	-	-	65,813
Geology Remuneration	-	-	22,524	-	-	22,524
Drilling/Sampling	-	-	190,789	-	-	190,789
Mob/Demob	8,805	15,843	28,325	-	-	52,973
Travel/Accom	5,299	-	38,331	-	-	43,630
Total Exploration	14,104	15,843	374,952	-	-	404,899
Total Property Expenditures	17,600	15,843	462,182	1,200	-	496,825
Property write-down	-	-	-	(227,807)	(26,000)	(253,807)
At December 31, 2023	\$ 20,031	\$ 3,401,090	\$ 2,199,413	\$ -	\$ -	\$ 5,620,534
Expenditures						
Acquisition:	-	-	84,924	-	-	84,924
Exploration:						
Sample Analysis	-	-	20,945	-	-	20,945
Airborne Geophysics	-	-	23,632	-	-	23,632
Geology Remuneration	-	-	19,015	-	-	19,015
Drilling/Sampling	-	(720)	103	-	-	(617)
Mob/Demob	-	11,700	27,368	-	-	39,068
Travel/Accom	-	-	26,448	-	-	26,448
Total Exploration	-	10,980	117,511	-	-	128,491
Total Property Expenditures	-	10,980	202,435	-	-	213,415
Government Assistance	(20,031)	-	-	-	-	(20,031)
Expensed Current Exploration	-	(3,900)	-	-	-	(3,900)
Property write-down	-	(3,408,170)	-	-	-	(3,408,170)
At September 30, 2024	\$ -	\$ -	\$ 2,401,848	\$ -	\$ -	\$ 2,401,848

On September 30, 2024, the Company's resource asset carrying value was \$2,401,848 (December 31, 2023 - \$5,620,534).

Gross exploration expenditures were \$172,585 for the three-month period (2023 - \$48,361), and \$213,415 for the nine-month period (2023 - \$254,313), both ended September 30, 2024.

4.1.2 ADMINISTRATIVE ACTIVITIES

General and administrative expenses were \$99,047 for the three-month period (2023 – \$373,577), and \$403,444 for the nine-month period (2023 - \$678,021), both ended September 30, 2024.

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

	2024	2023	Change	as %
Remuneration and consulting fees	\$ 190,927	\$ 202,959	\$ (12,032)	-6%
Office expenses	30,680	25,301	5,379	21%
Travel expenses	9,991	10,749	(758)	-7%
Marketing expenses	25,140	88,323	(63,183)	-72%
Professional fees	88,801	91,250	(2,449)	-3%
Public company expenses	34,017	29,904	4,113	14%
Insurance expenses	21,307	22,429	(1,122)	-5%
Amortization	2,581	3,006	(425)	-14%
	\$ 403,444	\$ 473,921	\$ (70,477)	-15%
Share-based compensation	-	204,100	(204,100)	-100%
	403,444	678,021	(274,577)	-40%

- Remuneration decreased due to reduced activities of contracted office staff.
- Office expenses increased due to the delayed recording of storage charges on equipment and furniture in the previous year.
- During neither comparative period was there significant G&A travel incurred.
- Marketing costs decreased significantly as trade show attendance and IR firm engagement were reduced.
- Professional fees were comparative period to period.
- Public company expenses rose due to the increase in administration costs regarding the Company's AGM.
- Annual insurance rates reduced modestly as aftereffects of the COVID-19 pandemic have begun to settle.
- Amortization costs reduced modestly as the asset base remained steady.

4.2 SUMMARY OF QUARTERLY RESULTS

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

	2024			
	Mar 31	Jun 30	Sep 30	
Total Revenues	-	-	-	
G & A Expense*	\$152,503	\$151,894	\$99,047	
Expensed Exploration**	-	\$3,408,170	3,900	
(Loss)/Income for the period	(\$153,372)	(\$2,790,623)	(\$61,778)	
Basic and diluted (loss)/income per share	(\$0.00)	(\$0.03)	(\$0.00)	
	2023			
	Mar 31	Jun 30	Sep 30	Dec 31
Total Revenues	-	-	-	-
G & A Expense*	\$128,803	\$175,641	\$169,477	\$179,949
Expensed Exploration**	-	-	-	253,807
(Loss)/Income for the period	(\$99,936)	(\$166,838)	(\$361,917)	(\$362,541)
Basic and diluted loss per share	(\$0.00)	(\$0.00)	(\$0.00)	(\$0.00)
	2022			Dec 31
Total Revenues				-
G & A Expense*				\$186,437
Expensed Exploration**				-
(Loss)/Income for the period				(\$176,846)
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 22, 2024, the Company had negative working capital of approximately \$310,000.

On September 30, 2024, the Company had negative working capital of \$237,213 (December 31, 2023 – negative working capital of \$459,977).

4.4 Capital Resources

On September 30, 2024, 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

During the quarter ended June 30, 2024, the Company decided not to pursue any further exploration at its Shot Rock property. It wrote-off all capitalized amounts totaling \$3,408,170.

4.6 Off-Balance Sheet Arrangements

At September 30, 2024 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 and Financial Officers.

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

	2024	2023
Salaries	\$ 173,219	\$ 180,156
Benefits	5,973	4,956
Share-based compensation	-	61,750
	\$ 179,192	\$ 246,862

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.

	2024	2023
Professional fees incurred	21,717	47,693
Amounts owed	-	32,614

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 year ended December 31, 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 ended September 30, 2024, the Company extended the exercise periods of a total of 6,605,385 common share purchase warrants which had been issued pursuant to a private placement which closed on November 24, 2022, by twelve months. Of the warrants, 4,100,000 are exercisable at \$0.10 and 2,505,385 are exercisable at \$0.125. The warrants now have an expiry date of November 24, 2025.

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.

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, 2024, the price of the Company's shares fluctuated between \$0.03 and \$0.06. 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 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 22, 2024

Common Shares	
Issued and Outstanding	83,364,091
Warrants	17,823,837
Options	6,310,000
Fully Diluted	107,497,928

Warrants Outstanding			
Exercise Price	Qty	Expiry Date	Potential Proceeds
\$0.125	2,505,385	24-Nov-25	313,173
\$0.125	350,754	24-Nov-24	43,844
\$0.10	4,100,000	24-Nov-25	410,000
\$0.10	1,320,000	25-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	1,791,390	3-Aug-25	223,924
\$0.20	1,400,000	12-Sep-25	280,000
\$0.22	364,000	12-Sep-25	80,080
\$0.10	500,000	29-Dec-25	50,000
	17,823,837		\$ 2,087,060

Options Outstanding			
Exercise Price	Qty	Expiry Date	Potential Proceeds
\$0.50	30,000	15-Jan-25	\$ 15,000
\$0.12	6,280,000	8-Aug-28	753,600
	6,310,000		\$ 768,600

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.

Head Office Address

Northern Shield Resources Inc.
150 Elgin St, 10th Floor
Ottawa, Ontario K1P 1L4
Canada

TEL: 613-232-0459

FAX: 613-232-0760

Website: www.northern-shield.com

email: info@northern-shield.com

Directors and Officers

Board of Directors

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

Compensation Committee

Peter Dimmell (Chair)
Russell M. Richards

Audit Committee

Russell M. Richards (Chair)
Scott Jobin-Bevans
Peter Dimmell

Officers

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

Technical Committee

Scott Jobin-Bevans (Chair)
Peter Dimmell
Ian Bliss

Listing

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

Capitalization (November 22, 2024)

Shares Issued: 83,364,091
Fully Diluted: 107,497,928

Counsel

Dentons Canada LLP
850 2nd Street SW
Calgary, AB T2P 0R8

Auditor

Davidson & Company LLP
1200 – 609 Granville Street
Vancouver, BC V7Y 1G6

Banks

CIBC
84 Bank Street
Ottawa, Ontario K1P 5N4

Registrar/Transfer Agent

Computershare Trust Company of Canada
600 - 530 8th Avenue S.W.
Calgary, Alberta T2P 3S8

RBC
90 Sparks Street
Ottawa, Ontario K1P 5T6