



NORTHERNSHIELD
RESOURCES INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual Meeting of the shareholders (the "**Meeting**") of Northern Shield Resources Inc. (the "**Corporation**") will be held at the offices of Dentons Canada LLP at Banker's Court, 15th Floor, 850 2 Street SW, Calgary, AB T2P 0R8, at 10:00 a.m. (Calgary time) on June 25, 2024 for the following purposes:

- 1 To receive the Financial Statements of the Corporation for the year ended December 31, 2023 together with the report of the auditors thereon.
- 2 To elect directors of the Corporation for the ensuing year, as described in the Information Circular accompanying this Notice.
- 3 To appoint Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditors' remuneration, as described in the Information Circular accompanying this Notice.
- 4 To consider and, if thought fit, to pass an ordinary resolution approving the Corporation's amended stock option plan, as described in the Information Circular accompanying this Notice.
- 5 To consider and, if thought fit, to pass an ordinary resolution to extend the Corporation's Amended and Restated Shareholder Rights Plan, as described in the Information Circular accompanying this Notice.
- 6 To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

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

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

Only registered shareholders as at May 16, 2024 and their duly appointed proxyholders will be entitled to vote at the Meeting.

DATED at Ottawa, Ontario this 16th day of May 2024

By Order of the Board of Directors

(signed) "*Ian C. Bliss*"

Ian C. Bliss

President and Chief Executive Officer