NORTHERNSHIELD RESOURCES INC.

Code of Business Conduct

Northern Shield Resources Inc. (the "Corporation") has a reputation as an honest, ethical, high quality company, employer and partner. As such, it is to the benefit of all shareholders, officers, employees and partners that the Corporation adheres to and upholds high ethical values. The Corporation must both hold and live day to day by these values. The Corporation will adhere to the highest ethical standards in all of its business activities, and all of the Corporation's directors, officers and employees are expected to maintain these standards. The Corporation's directors, officers and employees are expected to deal ethically and fairly with the Corporation's security holders, contractors, suppliers and competitors.

The Corporation and its directors, officers and employees shall comply with the letter and spirit of all laws and regulations applicable to the Corporation's activities. Ignorance of the law is not, in general, a defence should a law be contravened. Moreover, agreements or arrangements need not necessarily be in writing to be contrary to the law since it is possible for a contravention to be inferred from the conduct of the parties. Accordingly, directors, officers and employees must diligently ensure that their conduct is not and cannot be interpreted as being in contravention of laws governing the affairs of the Corporation in any jurisdiction where it carries on business.

In view of the ever-increasing complexity of the law affecting business activity, whenever a director, officer or employee is in doubt about the application or interpretation of any legal requirement, the director, officer or employee should seek the advice of the President and Chief Executive Officer of the Corporation or, if that is not considered satisfactory, the Corporation's legal counsel.

The following principles shall guide the conduct of the Corporation's directors, officers and employees in relation to the Corporation's business and affairs:

1. No business operation should be considered effective or complete without proper attention to safety, health and the environment.

2. The Corporation's directors, officers and employees are a valuable asset to be treated fairly without discrimination by reason of race, national or ethnic origin, colour, religion, age, sex, sexual orientation, marital status or physical handicap.

3. Directors, officers and employees shall not use their status with the Corporation to obtain personal gain from those doing or seeking to do business with the Corporation.

4. Directors, officers and employees shall not furnish, on behalf of the Corporation, expensive gifts or provide excessive benefits to other persons. At times, the Corporation's contractors or suppliers may offer gifts, including entertainment. While gifts of cash are never acceptable, nominal gifts are acceptable. Generally acceptable gifts or entertainment are limited to entertainment, sporting event tickets and meals or functions with contractors or suppliers which

do not affect the independent judgement of such directors, officers and employees. Other gifts or benefits must be approved by an officer of the Corporation prior to acceptance. If in doubt, consult an officer of the Corporation for advice in this regard or if you are an officer or director, consult the Chairman of the Board.

5. The direct or indirect use of the Corporation's funds, goods or services as contributions to political parties, campaigns or candidates for election to any level of government requires approval of the CEO.

6. All dealings between directors, officers and employees of the Corporation and public officials are to be conducted in a manner that will not, and will not appear to, compromise the integrity or impugn the reputation of any public official or the Corporation.

7. Directors, officers and employees who become involved in a situation in which their personal interests conflict or might conflict with their duties to the Corporation must immediately report the situation to an officer or, in the case of officers or directors, to the Chairman of the Board.

8. Directors, officers and employees have an obligation to promote the best interests of the Corporation at all times. They should avoid any action which may involve a conflict of interest with the Corporation. Directors, officers and employees should not have any undisclosed, unapproved financial or other business relationships with contractors, suppliers or competitors that might impair the independence of any judgment they may need to make on behalf of the Corporation. Conflicts of interest would also arise if a director, officer, employee or a member of his or her family, receives improper personal benefits as a result of his or her position or a family member's position with the Corporation.

9. Where conflicts of interest arise, directors, officers and employees must provide full disclosure of the circumstances and not be involved in any related decision making process.

10. Directors, officers and employees should also avoid apparent conflicts of interest, which occur where a reasonable observer might assume there is a conflict of interest and, therefore, a loss of objectivity in their dealings on behalf of the Corporation.

11. All directors, officers and employees are responsible for protecting the Corporation's assets and the Chief Executive Officer and Chief Financial Officer are specifically responsible for establishing and maintaining appropriate internal controls to safeguard the Corporation's assets against loss from unauthorized use or disposition.

12. The books and records of the Corporation must reflect in reasonable detail all of its business transactions in a timely, fair and accurate manner in order to, among other things, permit the preparation of accurate financial statements in accordance with generally accepted accounting principles. All assets and liabilities of the Corporation must be recorded as necessary to maintain accountability for them. All business transactions must be properly authorized and transactions must be supported by accurate documentation in reasonable detail and be recorded properly.

13. No information may be concealed from the Corporation's external auditors, the board of directors of the Corporation or any committee of the board of directors of the Corporation. In addition, it is illegal to fraudulently influence, coerce, manipulate or mislead an external auditor who is auditing the Corporation's financial statements.

14. The Corporation's records, reports, evaluations, processes, plans, methods and strategies which are not made public are considered by the Corporation to be confidential information, and directors, officers and employees are prohibited from revealing such information except as may be allowed under the Corporation's Corporate Disclosure Policy. The term "confidential information" relates to the underlying nature of the information, covering both oral and written information, and is independent of the medium on which the information is stored. It thus covers information stored on paper, various magnetic media, computer, microfiche or any other medium.

15. During the course of employment in the case of employees, and during their term as directors or officers in the case of directors and officers of the Corporation and for a period of two years thereafter, directors, officers and employees shall not use for their own financial gain or disclose for the use of others, confidential information not otherwise in the public domain.

16. Directors, officers and employees must strictly adhere to the terms outlined in the Corporation 's Policy on Trading in Securities by Directors, Officers, Employees and Consultants (Insider Trading and Blackout Policy) to ensure compliance with applicable Canadian securities laws governing trading in securities of the Corporation while in possession of material non-public information concerning the Corporation, and tipping or disclosing material non-public information to outsiders and to avoid embarrassment by preventing the appearance of improper trading or tipping.

17. As a publicly traded entity, the Corporation has an obligation to comply with the rules relating to disclosure of material and price sensitive information under the relevant Canadian securities legislation and the rules and policies of the TSX Venture Exchange and other stock exchanges on which the Corporation's securities may be listed from time to time.

18. In accordance with the Corporation's Corporate disclosure obligations, all financial communications and reports must contain full, fair, accurate, timely and understandable disclosure and will be delivered in a manner that facilitates the highest degree of clarity of content and meaning so that readers and users will be able to quickly and accurately determine their significance and consequence. All directors, officers and employees who are responsible for the preparation of the Corporation's public disclosure, or who provide information as part of the process, have a responsibility to ensure that such disclosure is prepared and information is provided honestly, accurately and in compliance with the various disclosure controls and procedures.

19. In accordance with the Corporation's Corporate Disclosure Policy, any director, officer or employee in possession of material information must not disclose such information before its public disclosure and must take steps to ensure that the Corporation complies with its timely disclosure obligations.

20. Speculation in business, shares and other securities, land or other ventures of any kind on the basis of confidential information obtained in the course of a director's, officer's or employee’s duties with the Corporation is prohibited. Use or disclosure of such information can result in civil or criminal penalties, for both the individuals involved and the Corporation.

21. It is the responsibility of every director, officer and employee to bring to the attention of the Corporation knowledge of any situation which might adversely affect the Corporation's reputation. All directors, officers and employees are encouraged to report, verbally or in writing any evidence of improper practice of which they are aware. As used here, the term "improper

practice" means any illegal, fraudulent, dishonest, unsafe, negligent or otherwise unethical action by a director, officer or employee.

22. Any waiver of this Code for directors or officers may be made only by the board of directors and will be promptly disclosed as required by law, regulation or stock exchange requirement. Any breach, waiver or amendment of this Code will be disclosed as required by law. Waivers in respect of employers or contract personnel may be given by the Chief Executive Officer who shall report any waivers given to the board of directors at its next meeting.

All directors, officers and employees are responsible for abiding by this Code. This includes individuals responsible for the failure to exercise proper supervision and to detect and report a violation by their subordinates. All directors, officers and employees are encouraged to report violations of this Code in accordance with the procedures described in the Corporation's Whistleblower Policy. Violations of this Code will result in the Corporation taking effective remedial action commensurate with the severity of the violation. This action may include disciplinary measures up to and including termination in the case of a director, officer or non-trade employee and, if warranted, legal proceedings. If determined appropriate, a matter may be referred to the appropriate authorities.

Approval

This Code of Business Conduct has been approved by the board of directors.