



NORTHERNSHIELD
RESOURCES INC.

(A Development Stage Company)

Northern Shield Resources Inc.

Management Discussion and Analysis

for the three-month period ended March 31, 2017

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 March 31, 2017.

The following information should be read in conjunction with the Company's condensed consolidated interim financial statements for the three-month period ended March 31, 2017. The policies applied in the financial statements are based on International Financial Reporting Standards (IFRSs) issued and effective as at May 25, 2017 for periods ending on or before March 31, 2017.

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 May 25, 2017.

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.sedar.com.

1. DESCRIPTION OF BUSINESS

Northern Shield Resources Inc. (the "Company" or "Northern Shield") is an active junior mining company primarily engaged in the exploration for platinum group element ("PGE") and associated metals in Canada. Northern Shield's mission is to create a successful mineral exploration company through technical excellence and efficient management, where success is measured by the identification and development of high-quality mineral exploration projects, which ultimately may be optioned, sold or developed for maximum return on investment.

The Company is focusing its exploration efforts on under-explored regions of northern Quebec, as management believes the chances of success in finding significant ore deposits are greatly increased by exploring outside of existing mining camps. The majority of both provinces is underlain by "shield" rocks, a geologic terrain favourable for a variety of mineral deposits including platinum, diamonds, gold and base-metals. Quebec also possess an attractive economic and investment climate, in particular due to the advent of the "super" flow-through tax structure and relatively advanced infrastructure. On a regional scale, the Company's grass roots exploration strategy is driven by the understanding and interpretation of geological and exploration modeling. That is, what should a deposit look like; where should it form; and what controls its formation or emplacement. The perspective of this model is then adapted to reflect the observed geological environment. The exploration programs that the Company then implements to test these models are a balance between aggressiveness and dynamism, which allows for cost effective exploration yet retains the ability to adapt the exploration programs as the Company's understanding of the target evolves.

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

There were no significant corporate developments during the three-month period ending March 31, 2017. The Company met with representatives of South 32 to discuss the new geological interpretation of Huckleberry and plan the 2017 drill program. Due diligence commenced on a series of Ni-Cu-PGE projects the Company is looking to acquire.

3. MINERAL PROPERTIES



The Company conducts the majority of its exploration in northern Ontario and Quebec.

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

PROPERTY	COMMODITIES	INTEREST	NUMBER OF CLAIMS/AREA
HUCKLEBERRY	Cu, Ni-PGE	100%*	179 / 87 km ²
IDEFIX	PGEs, Ni-Cu	100%	241 / 109 km ²
SÉQUOI	Cu-Ni-PGE	100%	107 / 52 km ²
SÉ2	Cu-Ni-PGE	100%	291 / 141 km ²

*Subject to option agreement described in Section 3.1.1

OTHER PROPERTIES

SEDEX

3.1 PRINCIPAL PROPERTIES

3.1.1 HUCKLEBERRY COPPER-NICKEL-PGE

In July 2014, Northern Shield acquired 37 claims, through staking, covering newly discovered mineralization hosted within a glomeroporphyritic gabbro (GPG) at the southern end of the Labrador Trough about 100 km north of Schefferville. Further exploration has continued locate significant and extensive Cu-Ni-PGE mineralization in several different zones. Of the 147 samples collected from Huckleberry to date by Northern Shield, 98 assay greater than 0.3% Cu with an average grade 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.

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. 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.

The property has since been expanded to 179 claims.

Title

The Company currently holds a 100% interest in Huckleberry. However, during the period, the Company signed an option agreement and pre-negotiated joint venture agreement with South 32 Limited of Perth, Australia ("South 32") regarding its Huckleberry property. Under the terms of the agreement South 32 can earn a 50% interest in the Huckleberry property by incurring \$2,500,000 in exploration expenditures within the first two years of the agreement and by making an upfront cash payment of \$200,000 (which is made during the period). On successfully earning a 50% interest, South 32 can elect to increase its interest to 70% by incurring a further \$2,500,000 of exploration expenditures by the end of the third year. The Company will be operator during the earn-in and be paid a management fee of 10% of the cost of all exploration programs. As well, the Company's interest will be free carried to the completion of a PEA study on the Huckleberry property.

Q1'17 Update

No exploration was undertaken during the three-month period ending March 31, 2017.

Historical Exploration

Northern Shield completed a brief ground program at Huckleberry in the third quarter of 2015. The program was designed to follow up on the discovery of Cu-Ni-PGE mineralization during a reconnaissance of the property in May 2015. At that time, Cu-Ni-PGE mineralization had been observed over a 950-meter strike length in the Western Zone including delineating continuous Cu-Ni-PGE mineralization in the Discovery Zone over a 200-meter strike length.

Of the 147 samples collected from Huckleberry to date by Northern Shield, 98 assay greater than 0.3% Cu with an average grade 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. The mineralization is consistently associated with magnetic portions of the gabbro at Huckleberry. The copper mineralization is extensive and observed in multiple zones and geological settings. Nickel and PGEs are commonly associated with the copper mineralization in the Western Zone but not in the Eastern Zone.

Western Copper Zone

The principal mineralized zone is in the western portion of the property and includes the Discovery Zone. The Western Copper Zone can be traced for 3 kilometers and the average of 70 samples with greater than 0.3% Cu is 1.1% Cu, 0.2% Ni and 0.87 g/t PGE+Au. The average of all 51 samples collected from the Discovery Zone is 1.2% Cu, 0.2% Ni and 1.0 g/t PGE+Au. Significantly, mineralization within the Discovery Zone can now be traced continuously for a strike length of 600 m, an extension of over 400 meters from the previously reported and is up to 100 m wide. Whereas

the initial sampling focused on the mineralized glomeroporphyritic gabbro ("GPG") due to its conspicuous gossanous habit, the latter phase of exploration focused on a layer of olivine melagabbro ("OMG"), which appears to be economically more significant. Initial interpretation suggests the OMG intruded the GPG/anorthosite when the latter was still a crystal mush. The mafic component to the OMG along with chalcopyrite and pyrrhotite then filtered down through the anorthositic crystal mush forming anorthosite glomerocrysts with interstitial clinopyroxene, orthopyroxene and blebs and disseminations of sulphides.

The OMG which is locally more peridotitic in composition appears to form at the base of a layered sequence that intrudes an anorthosite or GPG. The OMG is often seen to be flow-banded. At all locations where the contact of the OMG with the anorthosite/GPG outcrops, it is seen to be mineralized. The OMG is often found in valleys, gullies and topographic depressions due to its lower resistance to erosion.

A large gabbro xenolith (approx. 0.5-1 meter-long) hosting semi-massive sulphides was observed at one location in the Discovery Zone at the base of the OMG. 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 chalcopyrite 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 chalcopyrite 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.

Also of the significance was the discovery of mineralized metasedimentary xenolith found within the GPG. The white siliceous xenolith appears to be a re-melted shale and contains about 5% chalcopyrite. The xenolith assays 1.6% Cu and 0.97 g/t PGE+Au. The magma that formed the GPG is not likely hot enough to re-melt a shale and thus suggests that somewhere within the property the OMG (which would be hot enough to melt a shale) is in contact with the metasedimentary country rock.

Eastern and Other Zones

A further 15 samples were collected in the eastern portion of the property to follow-up on an area of lower grade copper mineralization discovered early this year by Northern Shield. Eleven of the 15 samples assayed greater than 0.3% Cu with an average of 0.92% Cu and a high of 3.6% Cu. The samples were collected at irregular intervals along a 5-kilometer-long magnetic trend. The average of 15 other samples with greater than 0.3% Cu from various areas of the property averaged 0.6% Cu, 0.17% Ni and 0.52 g/t PGE+Au.

Sample	Cu (%)	Ni (%)	PGE+Au (g/t)
Average of 50 samples over 0.3% Cu from Discovery Zone	1.22	0.21	1.01
Average of 70 samples over 0.3% Cu from Western Zone (including Discovery Zone)	1.10	0.21	0.87
Average of 12 samples over 0.3% Cu from Eastern Zone	0.87	0.14	0.11
Average of 15 samples over 0.3% Cu from Other Zones	0.63	0.17	0.52

Table 1: Average assays results from various mineralized zones from grab sampling programs at Huckleberry

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 the nickel-rich portion may lie underneath or nearby in the conduit 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.

Over a very short period, Northern Shield has discovered extensive Cu-Ni-PGE mineralization at Huckleberry. The complexity of the geology and segregated nature of the mineralization makes a strong argument for comparison to known giant ore deposits. A more comprehensive follow-up ground program is recommended to better further define the mineralization of the Huckleberry Property as well as an airborne EM survey.

3.1.2 SÉQUOI–NI-CU-PGES

The Séquoi property comprises 107 claims, covering a large multi-lobed magnetic anomaly that Northern Shield interprets to be a flat-lying, saucer-shaped mafic-ultramafic intrusion, perhaps related to Huckleberry and part of the feeder system to the sills of the Labrador Trough. Within this anomaly are small pockets of higher magnetism, some of which coincide with electro-magnetic anomalies identified from a mid-1980s, government sponsored airborne survey. Exhaustive analysis of the historic lake bottom sediment sample results and glacial history of the area provides for a compelling case to be made that Séquoi lies at the head of a very large and distinct Ni-Cu-PGE dispersion train that dominates the southern Labrador Trough.

Title

The Company currently holds a 100% interest in Séquoi but a Pre-emptive Right is held by South 32 under the terms of the Huckleberry Option Agreement.

Q1'17 Update

No exploration was undertaken during the three-month period ending March 31, 2017.

3.1.3 SÉ2–NI-CU-PGES

The Sé2 property, consisting of 291 claims is located a few kilometers southeast of Séquoi. Sé2 totals approximately 141 square kilometers and includes occurrences of mafic-ultramafic intrusives. The property covers the intersection of a set of deep seated structures that are also seen at Séquoi which Northern Shield believes influences mafic-ultramafic magmatism in the area.

Title

The Company currently holds a 100% interest in Sé2.

Q4'17 Update

No exploration was at Sé2 undertaken during the three-month period ending March 31, 2017.

3.1.4 IDEFIX–PGES

The Idefix property currently consists of 241 claims covering 109 square kilometers. The property is being explored for PGEs and Ni-Cu-PGEs hosted by a differentiated gabbro-norite sill.

Title

The Company holds 100% ownership of the Idefix property.

On May 5, 2012, the Company signed an Option and Joint Venture Agreement with Impala Platinum Holdings Limited of South Africa ("Impala") allowing Impala to earn a 50% interest in Idefix by making cash payments to Northern Shield totaling \$300,000 over two years and incurring \$3.2 million in exploration expenditures at Idefix or the surrounding area over three years, with total expenditures of \$1,950,000 committed for the first two years. Impala had the right to also earn a 50% interest in up to two additional "designated properties" within an agreed upon area of mutual interest in Quebec by incurring a further \$1.25 million of expenditures per additional property. For budgetary reasons Impala elected not to pursue the option at Idefix and never earned an interest in the property.

Q4'17 Update

No exploration was undertaken at Idefix during the three-month period ending March 31, 2017.

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 900 meters 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 220 meters by 50 meters 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 31.35 meters within which there is a higher-grade zone averaging 1.9 g/t Pt+Pd+Au, 0.38% Cu and 0.13% Ni over 15.85 meters (see Tables 1 and 2). Also of significance are several grab sample collected 900 meters 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 1501 meters 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 16-34 meters widths (see table 3) that can be traced continuously for 3.5 km and intermittently for a further 3.5 km. Of the 1614 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 400 meters east of the Idefix Ridge. This is supported by a north-south magnetic anomaly that underlies this area.

Table 1: La Colline Continuous Channel Sample (Idefix Property)

Sample	Sample type	Interval (m)	Ni (%)	Cu (%)	Pd (g/t)	Pt (g/t)	Au (g/t)	Pd+Pt+Au (g/t)
		31.35	0.10	0.28	1.01	0.33	0.06	1.41
<i>including</i>		15.8	0.13	0.38	1.41	0.45	0.09	1.94
<i>composed of the following intervals</i>								
421062	channel	1.5	0.07	0.17	0.45	0.16	0.03	0.64
421063	channel	1.7	0.11	0.29	0.89	0.29	0.07	1.25
421064	channel	0.7	0.08	0.17	0.46	0.17	0.04	0.67
421065	channel	0.9	0.12	0.34	1.20	0.38	0.09	1.67
421066	channel	1.2	0.07	0.16	0.46	0.19	0.04	0.68
421067	channel	1.0	0.07	0.16	0.74	0.30	0.05	1.09
421068	channel	1.0	0.02	0.07	0.34	0.08	0.02	0.43
421069	channel	0.45	0.01	0.00	0.00	0.00	0.00	0.01
421070	channel	1.0	0.05	0.14	0.21	0.07	0.02	0.30
421071	channel	1.0	0.05	0.17	0.52	0.18	0.05	0.74
421072	channel	0.6	0.09	0.26	0.85	0.28	0.07	1.20
421073	channel	1.0	0.08	0.17	0.70	0.23	0.04	0.97
421074	channel	1.0	0.08	0.25	1.08	0.32	0.07	1.47
421075	channel	0.7	0.13	0.35	1.24	0.48	0.10	1.82
421076	channel	1.0	0.11	0.26	1.46	0.47	0.08	2.01
421077	channel	0.3	0.16	0.51	2.72	0.80	0.16	3.68
421078	channel	1.1	0.17	0.46	1.77	0.54	0.10	2.41
421079	channel	0.8	0.13	0.33	1.18	0.41	0.07	1.66
421080	channel	1.0	0.21	0.68	1.94	0.64	0.13	2.71
421081	channel	1.0	0.19	0.57	2.08	0.62	0.11	2.80
421082	channel	1.0	0.11	0.27	0.97	0.31	0.05	1.33
421083	channel	0.7	0.17	0.52	1.63	0.48	0.11	2.22
421084	channel	0.9	0.14	0.41	1.33	0.42	0.08	1.83
421085	channel	0.8	0.14	0.44	1.46	0.50	0.12	2.08
421086	channel	0.9	0.14	0.45	1.54	0.50	0.11	2.14
421087	channel	0.8	0.09	0.23	0.92	0.29	0.05	1.25
421088	channel	1.0	0.10	0.22	1.44	0.45	0.07	1.96
421089	channel	0.7	0.14	0.40	1.19	0.46	0.08	1.73
421090	channel	1.0	0.11	0.29	1.00	0.34	0.09	1.43
421091	channel	1.1	0.10	0.31	1.09	0.34	0.06	1.49
421092	channel	0.6	0.07	0.15	0.65	0.28	0.03	0.96
421093	channel	0.9	0.05	0.11	0.48	0.16	0.02	0.66
421094	channel	1.1	0.07	0.19	0.66	0.23	0.05	0.94
421095	channel	0.9	0.08	0.24	0.81	0.29	0.05	1.15

Table 2: Other Significant Samples from La Colline (Idefix Property)

Sample	Sample type	Length (m)	Ni (%)	Cu (%)	Pd (g/t)	Pt (g/t)	Au (g/t)	Pd+Pt+Au (g/t)
421041	grab	n/a	0.10	0.31	0.83	0.26	0.03	1.1
421043	grab	n/a	0.09	0.43	2.09	0.58	0.09	2.8
421046	grab	n/a	0.07	0.62	1.71	0.46	0.09	2.3
421048	grab	n/a	0.04	0.12	1.88	0.57	0.09	2.5
421051	grab	n/a	0.06	0.31	1.45	0.29	0.08	1.8
421052	grab	n/a	0.04	0.16	0.77	0.26	0.03	1.1
421053	grab	n/a	0.07	0.25	0.94	0.48	0.04	1.5
421054	grab	n/a	0.07	0.28	1.03	0.37	0.04	1.4
421099	grab	n/a	0.03	0.21	1.18	0.32	0.07	1.6
421100	grab	n/a	0.12	0.41	1.53	0.49	0.07	2.1
421104	grab	n/a	0.04	0.12	1.11	0.32	0.03	1.5
421105	grab	n/a	0.05	0.18	0.92	0.34	0.04	1.3
421108	channel	1.0	0.05	0.30	1.30	0.38	0.06	1.7
421109	channel	1.0	0.15	0.50	1.34	0.54	0.06	1.9
421111	channel	1.0	0.13	0.52	1.32	0.52	0.09	1.9
421112	channel	1.0	0.11	0.40	0.99	0.38	0.05	1.4
LT13-2012A	grab	n/a	0.25	0.73	2.05	0.46	0.22	2.7
LT13-7040A	grab	n/a	0.11	0.31	2.21	0.67	0.09	3.0
LT13-7041A	grab	n/a	0.03	0.38	1.30	0.41	0.16	1.9

Table 3: PGE Intersections from Drill-holes (Idefix Property)

Drill Hole	From (m)	To (m)	Interval (m)	Pd (g/t)	Pt (g/t)	Au (g/t)	Pd+Pt+Au (g/t)
13ID-01	27	47	20.0	0.29	0.09	0.02	0.40
including	28	29	1.0	0.44	0.18	0.03	0.65
13ID-02	34	58	24.0	0.19	0.06	0.01	0.26
including	34	35	1.0	0.64	0.22	0.04	0.90
13ID-03	28	48	20.0	0.22	0.08	0.01	0.31
13ID-04	24	41	17.0	0.21	0.07	0.03	0.31
including	34	35	1.0	0.63	0.20	0.34	1.18
13ID-05	35	52	17.0	0.26	0.08	0.02	0.35
including	35	36	1.0	0.48	0.16	0.02	0.67
13ID-06	29	46	17.0	0.25	0.08	0.02	0.36
including	30	33	3.0	0.49	0.16	0.03	0.68
13ID-07	21.3	25	3.7	0.31	0.10	0.01	0.42
including	24	25	1.0	0.57	0.18	0.02	0.77
13ID-08	29	70	31.0	0.1	0.03	0.1	0.14
13ID-09	69.5	71	1.5	1.11	0.34	0.06	1.50
13ID-09	78	97	19.0	0.15	0.05	0.01	0.21
13ID-10							
13ID-11	28.5	43	14.5	0.18	0.06	0.01	0.25
13ID-12	47	49	2.0	0.35	0.12	0.01	0.48
13ID-13	111	145	34.0	0.24	0.08	0.01	0.34
13ID-14	11.2	12.2	1.0	0.46	0.14	0.01	0.61

Table 4: Significant Assays from Idefix Ridge (Idefix Property)

Sample	Sample type	Length (m)	Ni (%)	Cu (%)	Pd (g/t)	Pt (g/t)	Au (g/t)	Pd+Pt+Au (g/t)
LT13-3029A	grab	n/a	0.42	1.31	10.60	5.52	0.35	16.5
LT13-5025A	grab	n/a	0.18	1.66	10.45	3.52	0.45	14.4
LT13-3030A	grab	n/a	0.13	0.57	4.03	0.87	0.21	5.1
421019	channel	1.0	0.11	0.38	2.91	0.72	0.08	3.7
421008	channel	1.0	0.09	0.25	2.61	0.99	0.49	4.1
LT13-8114A	grab	n/a	0.03	0.41	1.85	1.70	0.44	4.0
421026	channel	1.0	0.07	0.24	1.53	0.45	0.08	2.1
421089	channel	1.0	0.14	0.40	1.19	0.46	0.08	1.7
LT13-3071A	grab	n/a	0.03	0.08	0.77	0.79	0.01	1.6
421047	grab	n/a	0.11	0.19	1.19	0.37	0.06	1.6
LT13-2011A	grab	n/a	0.05	0.21	1.08	0.41	0.07	1.6
421025	channel	1.0	0.03	0.23	1.17	0.22	0.03	1.4
421023	channel	1.0	0.07	0.32	1.00	0.28	0.08	1.4
LT13-8111A	grab	n/a	0.05	0.13	0.96	0.25	0.04	1.3
421020	channel	1.0	0.05	0.15	0.81	0.22	0.03	1.1

3.1 OTHER PROPERTIES

3.2.1 SEDEX

The Sedex property was staked in early 2016. No notable exploration has been performed on the property to date.

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 Northern Shield in particular and not all junior mining companies, 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 \$200,591 for the three-month period ended March 31, 2017 (2016 - \$185,504).

4.1.1 MINERAL PROPERTY ACTIVITIES

	Idefix	Huckleberry	Séquoï	Sé2	Other	Total
December 31, 2015 Balance	\$ -	\$255,055	\$ -	\$ -	\$ 14,353	\$ 269,408
Expenditures						
Acquisition:	9,726	23,763	22,777	19,822	22,090	98,178
Exploration:						
Sample Analysis	-	49,169	8,833	7,402	3,566	68,970
Airborne Geophysics	36,139	36,583	86,850	-	-	159,572
Ground Geophysics	-	67,153	1,125	1,500	650	70,428
Geology Remuneration	1,800	129,546	45,004	-	9,190	185,540
Drilling/Sampling	-	236,992	131,671	-	-	368,663
Mob/Demob	43,751	809,195	492,926	57,019	17,263	1,420,154
Travel/Accom	-	76,810	42,565	-	-	119,375
Total Exploration	81,690	1,405,448	808,974	65,921	30,669	2,392,702
Total Property Expenditures	91,416	1,429,211	831,751	85,743	52,759	2,490,880
External Funding	-	(1,542,538)	-	-	-	(1,542,538)
Government Assistance	(5,086)	(71,977)	-	-	(9,585)	(86,648)
Expensed current exploration	-	-	-	-	(30,669)	(30,669)
December 31, 2016 Balance	\$ 86,330	\$ 69,751	\$ 831,751	\$ 85,743	\$ 26,858	\$ 1,100,433
Expenditures						
Acquisition:	2,248	2,645	-	-	-	4,893
Exploration:						
Sample Analysis	-	-	8,300	-	-	8,300
Airborne Geophysics	-	-	5,500	-	-	5,500
Ground Geophysics	-	500	-	2,500	-	3,000
Geology Remuneration	225	27,763	-	-	8,896	36,884
Mob/Demob	-	-	18,964	1,940	13,595	34,499
Total Exploration	225	28,263	32,764	4,440	22,491	88,183
Total Property Expenditures	2,473	30,908	32,764	4,440	22,491	93,076
External Funding	-	(24,258)	-	-	-	(24,258)
Expensed Current Exploration	-	-	-	-	(22,491)	(22,491)
March 31, 2017 Balance	\$ 88,803	\$ 76,401	\$ 864,515	\$ 90,183	\$ 26,858	\$ 1,146,760

As at March 31, 2017, the Company's resource asset carrying value was \$1,146,760 (December 31, 2016 - \$1,100,433).

Gross exploration expenditures were \$93,076 for the three-month period ended March 31, 2017 (2016 - \$45,254).

The Company incurred \$22,491 worth of prospecting activity during the three-month period ended March 31, 2017 (2016 - \$3,200).

4.1.2 ADMINISTRATIVE ACTIVITIES

General and administrative expenses of \$234,453 were incurred during the three-month period ended March 31, 2017 (2016 – \$182,305).

The details of the comparative amounts for the years ended March 31, 2017 and 2016 are summarized in the following table:

	2017	2016	Change	as %
Remuneration and consulting fees	\$110,364	\$76,571	33,793	44%
Office expenses	60,857	64,573	(3,716)	-6%
Travel expenses	44,977	26,166	18,811	72%
Marketing expenses	7,002	4,466	2,536	57%
Professional fees	784	853	(69)	-8%
Public company expenses	8,420	5,313	3,107	58%
Insurance expenses	4,475	4,363	112	3%
	\$236,879	\$182,305	54,574	30%
General and administrative recovery	(2,426)	-	(2,426)	n/a
	\$234,453	\$182,305	52,148	29%

- Remuneration expense increased year-to-year as some staff were on temporary lay-off during the first quarter of 2016.
- Office expenditures were down modestly year-to-year due to the expiry of a premises sub-lease and the assumption of a new direct lease at reduced cost.
- Administrative travel increased significantly due to increased marketing activity.
- Marketing costs rose due to conference attendance.
- Professional fees were negligible in both periods.
- Public company expenses rose due to increased market activity along with an increase in public market fees.
- Annual insurance rates remained consistent year-to-year.

4.2 SUMMARY OF QUARTERLY RESULTS

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

	2017
	Mar 31
Total Revenues	-
G & A Expense*	\$234,435
Expensed Exploration**	\$22,491
(Loss)/Income for the period	(\$200,591)
Basic and diluted loss per share	(\$0.00)

	2016			
	Mar 31	Jun 30	Sep 30	Dec 31
Total Revenues	-	-	-	-
G & A Expense*	\$182,305	\$216,598	\$221,101	\$329,599
Expensed Exploration**	\$3,200	\$15,371	\$11,098	\$1,000
(Loss)/Income for the period	(\$185,504)	(\$1,026,569)	(\$115,585)	(\$301,464)
Basic and diluted loss per share	(\$0.00)	(\$0.01)	(\$0.00)	(\$0.00)

	2015			
		Jun 30	Sep 30	Dec 31
Total Revenues		-	-	-
G & A Expense*		\$162,955	\$192,783	\$177,542
Expensed Exploration**		\$22,345	\$402	\$3,034,022
(Loss)/Income for the period		(\$185,300)	(\$56,863)	\$3,158,589
Basic and diluted loss per share		(\$0.00)	(\$0.00)	(\$0.02)

* excluding share-based compensation

** 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. At May 25, 2017, the Company had working capital of approximately \$1,800,000.

At March 31, 2017, the Company had working capital of \$2,021,103 (December 31, 2016 – negative working capital of \$2,279,250).

4.4 Capital Resources

At March 31, 2017, 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

There were no acquisitions or disposals of properties during the three-month period ended March 31, 2017.

4.6 Related Party Transactions

The Company incurred legal fees with a law firm at which one of the Company's directors is a partner and the Company's corporate secretary is an associate. All transactions were made on terms equivalent to those that prevail in arm's length transactions.

During the three-month period ended March 31, 2017 the Company incurred \$784 in fees from the related party (2016 - \$297).

At March 31, 2017, the Company had no balance owed to the related party (December 31, 2016 - \$14,757).

4.7 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:

- the recoverability of amounts receivable and prepayments which are included in the consolidated statement of financial position;
- 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 determining the various commitments and contingencies accrued in the consolidated statement of financial position; and
- the inputs used in accounting for warrant value associated to reserves.

4.8 Financial Instruments

The fair value of the Company's cash, unbilled receivables, amounts receivable, and accounts payable and accrued liabilities approximates their carrying amount due to the short-term nature of these instruments.

4.9 Internal Controls Over Financial Reporting

During the three-month period ended March 31, 2017, there have been 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.

4.10 Subsequent Events

None

5. RISK FACTORS

5.1 Exploration and Development

Exploration for PGEs and other ore 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 diamonds or ore. 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 PGE, Ni-Cu, Cu-Zn-Ag and other ore deposits. 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 PGEs and Base Metals

PGE and base metal exploration and development are speculative businesses, which involve a high degree of risk. The marketability of 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 PGEs and Base Metals

The value of the Company and its common shares will depend in some degree on the prevailing prices obtainable for PGEs and base metals 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 price of PGEs and base metals cannot be accurately predicted.

5.7 Environmental Requirements

To date the Company has conducted all its exploration activities in the provinces of Ontario and Quebec. All phases of its operations have been subject to the environmental legislation of the provinces of Ontario and Quebec 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 has not purchased 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 three-month period ended March 31, 2017, the price of the Company's shares fluctuated between \$0.05 and \$0.07. There can be no assurance that significant price fluctuations will not occur.

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.

Outstanding Share Data as of May 25, 2017

Common Shares

Issued and Outstanding	205,044,921
Warrants	6,070,486
Options	7,450,000
Fully Diluted	218,565,407

Warrants Outstanding

Exercise Price	Qty	Expiry Date	Potential Proceeds
\$0.22	3,125,000	1-Jul-19	687,500
\$0.22	1,385,300	16-Jul-19	304,766
\$0.30	1,136,364	12-Sep-19	340,909
\$0.17	423,822	29-Nov-18	72,050
	6,070,486		1,405,225

Options Outstanding

Exercise Price	Qty	Expiry Date	Potential Proceeds
\$0.20	250,000	3-Jul-17	50,000
\$0.16	6,850,000	10-Jun-21	1,096,000
\$0.17	350,000	15-Jul-21	59,500
	7,450,000		\$ 1,205,500

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

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.
55 Metcalfe Street, Suite 440
Ottawa, Ontario,
Canada, K1P 6L5

TEL: 613-232-0459

FAX: 613-232-0760

Website: www.northern-shield.com

eMail: info@northern-shield.com

Directors and Officers

Board of Directors

William Kiff (Chair)
Ian Bliss (President & CEO)
Scott Jobin-Bevans
Marcus Archer
Russell M. Richards

Compensation Committee

Marcus Archer (Chair)
William Kiff
Scott Jobin-Bevans

Audit Committee

William Kiff (Chair)
Scott Jobin-Bevans
Russell M. Richards

Officers

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

Technical Committee

Scott Jobin-Bevans

Listing

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

Capitalization (May 25, 2017)

Shares Issued: 205,044,921
Fully Diluted: 218,565,407

Counsel

Norton Rose Fulbright Canada LLP
3700 Canterra Tower
400 Third Avenue S.W.
Calgary, Alberta T2P 4H2

Auditor

Deloitte LLP
800 – 100 Queen Street
Ottawa, Ontario K1P 5T8

Banks

CIBC
119 Sparks Street
Ottawa, Ontario K1P 5B5

RBC
90 Sparks Street
Ottawa, Ontario K1P 5T6

Registrar/Transfer Agent

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