



NORTHERN VERTEX
MINING CORP

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NORTHERN VERTEX PARTNERS WITH GREENSTONE RESOURCES

ANNOUNCES US\$25,000,000 EQUITY FINANCINGS TO FUND MOSS MINE THROUGH PRODUCTION AND LAUNCH US GOLD CONSOLIDATION STRATEGY

May 26, 2017, Vancouver, B.C. - Northern Vertex Mining Corp. (TSX.V:NEE) (the Company) is pleased to announce that it has partnered with Greenstone Resources L.P. ("Greenstone") to finance the Company's Moss Mine Gold/Silver Project in western Arizona through to positive cashflow and launch a US gold consolidation strategy. The Company has entered into a subscription agreement for a non-brokered private placement (the "Greenstone Financing") with Greenstone for aggregate gross proceeds of US\$20,000,000 through the issuance and sale of an aggregate of 51,769,230 units (each a "Unit") at a purchase price of Cdn\$0.52 per Unit. Settlement will occur in United States dollars. Each Unit will consist of one common share of the Company and one-half of one non-transferable common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will have a term of five years and will entitle Greenstone to acquire one common share of the Company at an exercise price of Cdn\$0.91 for a period of two years from the date of issuance of the Warrant and at a price of Cdn\$1.04 for the remainder of the term of the Warrant. The Company also announces a non-brokered private placement of US\$5,000,000 on the same terms as the Greenstone Financing.

Greenstone is a private equity fund specialising in the mining and metals sector. The Greenstone team has over 80 years of experience in the sector covering all aspects of mining project development. Further details on Greenstone can be found at www.greenstoneresources.com.

Northern Vertex President and CEO, Kenneth Berry stated, *"We are delighted to have Greenstone Resources join Northern Vertex as a strategic partner as we advance the Moss Mine Gold/Silver Project through to commercial production later this year. The announced US\$25 million financing strengthens our balance sheet and will expedite construction, procurement and staffing initiatives. In addition to accelerating our development schedule, the financing also provides critical working capital during ramp up to commercial production at the Moss Mine. Furthermore, the Company intends to leverage its strong balance sheet, production cashflow, and financial partnerships to pursue our US gold consolidation vision to a become a mid-tier gold producer."*

Greenstone Resources Senior Partner, Mike Haworth stated, *"Northern Vertex has clearly demonstrated its ability to execute its business strategy. We support the Company's vision of creating value for shareholders via both free cashflow from operations and the consolidation of US gold opportunities. We are pleased to provide our support to pursue management's vision and aggressive growth plan."*

Northern Vertex recently announced highlights:

- US\$20M Sprott loan facility
- Commenced construction under guidance of M3 Engineering, Golder & Associates, and N.A. Degerstrom
- Exploration and Mine Life Expansion Program
- Receipt of Final Permits for construction and operations at the Moss Mine
- C\$5M in warrants exercised
- US\$9M equipment financing facility with CAT Financial
- Mine Optimization Plans (Electrical Powerline & Aggregate Agreement)
- US\$25M Greenstone Partnership and Non-Brokered Private Placement



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Greenstone Financing

The Greenstone Financing is scheduled to close in two separate tranches. The first tranche is expected to close shortly. The Company will issue an aggregate of 27,920,000 Units to Greenstone for aggregate gross proceeds of US\$10,786,330 under the first tranche. Upon closing of the first tranche of the Greenstone Financing, Greenstone will then hold approximately 27,920,000 common shares of the Company representing 19.99% of the issued and outstanding common shares of the Company. Pursuant to the terms of the Greenstone Financing, Greenstone may not hold more than 19.99% of the Company's issued and outstanding common shares, resulting in the Warrants issued on the closing of the first tranche of the Financing not being exercisable by Greenstone, until shareholder approval to the issuance of such shares upon the exercise of the Warrants has been approved by the shareholders of the Company.

No finders fees or commissions are payable in connection with the Greenstone Financing.

In accordance with the policies of the TSX Venture Exchange (the "Exchange"), the second tranche of the Greenstone Financing will require the approval of the shareholders of the Company, as the issuance of the second tranche 23,849,230 Units to Greenstone will result in the creation of a new "control person" of the Company as defined in the policies of the Exchange.

The Company intends to obtain the approval of its shareholders (excluding Greenstone) to the creation of a new "control person" at a special meeting (the "Special Meeting") of the shareholders of the Company expected to be held in Vancouver in the second half of July, 2017. Assuming shareholder approval is obtained, and subject to the completion of the conditions to the closing of the second tranche of the Greenstone Financing, the second tranche is scheduled to close shortly after that shareholder approval is obtained. Upon closing of the second tranche of the Greenstone Financing, and the issuance of 23,849,230 second tranche Units to Greenstone for tranche 2 gross proceeds to the Company of US\$9,213,670, Greenstone will then hold in aggregate approximately 51,769,230 common shares of the Company representing approximately 29.3% of the issued and outstanding common shares of the Company on an undiluted basis (assuming the issuance of all shares under the Private Placement, as defined below). Assuming the exercise of all Warrants issued under the Greenstone Financing, Greenstone would hold in aggregate approximately 38.4% of the issued and outstanding common shares of the Company, assuming the issuance of all shares under the Private Placement (as defined below). In the event that the Private Placement (as defined below) completes prior to or concurrent with the first tranche of the Greenstone Financing, the number of Units to be issued to Greenstone upon the closing of the first tranche will increase to such number as will result in Greenstone holding 19.99% of the outstanding shares of the Company, and the number of Units to be issued to Greenstone on the second tranche will reduce, such that the aggregate investment made by Greenstone in the Company will be equal to and not exceed US\$20,000,000.

As part of the Greenstone Financing, Greenstone will have the right, subject to Greenstone meeting certain shareholding thresholds, to nominate two directors to the Company's board of directors, one of whom will be selected by Greenstone, and the second will be an independent person at arm's length to Greenstone and the Company with appropriate industry experience. The first director will be nominated and appointed on or after the closing of the first tranche of the Greenstone Financing and the second director will be nominated, and elected subject to the receipt of the approval of the shareholders of the Company at the Special Meeting.

The Company has also agreed to create a Steering Committee, which will be responsible for assessing and reviewing the overall progress of the Company's projects, including the Moss Mine Gold/Silver Project, and US gold consolidation opportunities. The Committee, which will be chaired by the Company's Chief Executive Officer, will be comprised of five members, of which Greenstone will be entitled to nominate two members.

The Company has also agreed to grant to Greenstone a standard pre-emptive right for as long as it maintains ownership of at least 10% of the Company's issued and outstanding shares.



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The Greenstone Financing is subject to the completion of certain conditions precedent which are customary for transactions of this nature, including the receipt of all regulatory approvals including the acceptance of the Exchange, and the receipt of the approval of the Company's shareholders for the issuance of the second tranche Units and for the resolutions referred to above.

All securities issued in connection with the Greenstone Financing will be subject to a hold period expiring four months and one day from the date of issuance of the respective securities. The Company intends to use the net proceeds of the Greenstone Financing for the continued development and construction of its Moss Mine Gold/Silver Project located in Mohave County, Arizona and for general working capital and general corporate purposes.

Greenstone has advised the Company that it is acquiring the securities under the Greenstone Financing for investment purposes. Depending on market conditions and other factors, Greenstone advises that it may from time to time acquire and/or dispose of securities of the Company or continue to hold its current position. A copy of the early warning report required to be filed by Greenstone with the applicable securities commission in connection with the transactions will be available on SEDAR at www.sedar.com and can be obtained by contacting Joanna Duquemin Nicolle and Sadie Morrison at Greenstone +44 1481 810 100.

Non-Brokered Private Placement

The Company also announces a non-brokered private placement (the "Private Placement") of up to approximately 12,942,300 Units at a purchase price of Cdn\$0.52 per Unit, for aggregate gross proceeds to the Company of up to US\$5,000,000.

The Units will have the same terms as those issued in the Greenstone Financing. A cash finder's fee within Exchange policy guidelines may be paid in connection with the Private Placement. All securities issued in connection with the Private Placement will be subject to a hold period expiring four months and one day from the date of issuance of the securities.

The Company intends to use the net proceeds of the Private Placement for the continued development and construction of its Moss Mine Gold/Silver Project located in Mohave County, Arizona and for general working capital and general corporate purposes.

The Private Placement remains subject to certain conditions including, but not limited to, regulatory approval and the acceptance of the Exchange.

The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, or state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. federal and state registration or an applicable exemption from the U.S. registration requirements. This release does not constitute an offer for sale of, or a solicitation of an offer to buy, securities in the United States.

About Northern Vertex

Northern Vertex Mining Corp. is an exploration and mining company focused on the reactivation of its 100% owned Moss Mine Gold/Silver Project located in NW Arizona, USA. The Company's management comprises an experienced management team with a strong background in all aspects of acquisition, exploration, development, operations and financing of mining projects worldwide. The Company is focused on working effectively and respectfully with our stakeholders in the vicinity of the historical Moss Mine and enhancing the capacity of the local communities in the area.

ON BEHALF OF THE BOARD OF NORTHERN VERTEX

"Kenneth Berry "



NORTHERN VERTEX
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President & CEO

For further information, please visit www.northernvertex.com
or contact Investor Relations at: 604-601-3656 or at 1-855-633-8798.

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements:

The information in this news release has been prepared as at May 25, 2017. Certain statements in this news release, referred to herein as "forward-looking statements", constitute "forward-looking statements" under the provisions of Canadian provincial securities laws. These statements can be identified by the use of words such as "expected", "may", "will" or similar terms, and include, without restriction, statements regarding the planned completion of the Greenstone Financing and the Private Placement and the proposed use of the proceeds of the financings.

Forward-looking statements are necessarily based upon a number of factors and assumptions that, while considered reasonable by the Company as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Many factors, known and unknown, could cause actual results to be materially different from those expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made. Except as otherwise required by law, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any such statements to reflect any change in the Company's expectations or any change in events, conditions or circumstances on which any such statement is based. More particularly, this release contains statements concerning the anticipated Greenstone Financing, the Private Placement, the receipt of shareholder approval at the Special Meeting and the anticipated use of the proceeds of the financings. There can be no assurance that the Greenstone Financing or the Private Placement will complete within the anticipated timelines or complete as contemplated or at all, or that the proceeds of the financings will be used as anticipated. US investors should be aware that mining terminology used for Canadian mineral project reporting purposes differs significantly from US terminology.

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