Northern Shield Announces Extension of Second Tranche Warrants

OTTAWA, ON, Dec. 7, 2021 /CNW/ - Further to its press release dated November 30, 2021 (the "**First Press Release**"), Northern Shield Resources Inc.("**Northern Shield**" or the "**Company**") (TSXV: NRN) announces that it intends to extend the exercise period of a further 2,050,001 share purchase warrants, all of which are exercisable at $0.10 per common share (collectively, the "**Warrants**"). The Warrants were issued pursuant to a private placement which closed in two tranches in December of 2019, with the first tranche closing on December 9, 2019 (the "**First Tranche**") (with the applicable warrant extensions announced in the First Press Release) and the second tranche closing on December 17, 2019 (the "**Second Tranche**"). The Company proposes to extend the expiry dates for these Second Tranche Warrants by six months (as it did for the First Tranche warrants) and accordingly, the new expiry dates for the Warrants will be June 17, 2022.

All other terms and conditions of the Warrants remain unchanged. The Warrant extension is subject to acceptance by the TSX Venture Exchange.

As disclosed in the First Press Release, a total of 1,087,963 Warrants are held by parties who are considered to be "related parties" of the Company (the "**Related Party Warrants**"). All of the Related Party Warrants were issued in the First Tranche. The amendment of the Warrant terms may constitute a "related party transaction" as contemplated by Multilateral Instrument 61-101 *Protection of Minority Shareholders in Special Transactions*, and TSXV Policy 5.9 - Protection of Minority Shareholders in Special Transactions. However, exemptions from formal valuation and minority approval requirements contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 can be relied on by the Company as neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the Warrants, insofar as it involved related parties, exceeded 25% of the Company's market capitalization. A material change report in respect of this related party transaction will be filed by the Company in due course.

About Northern
Northern Shield Resources Inc. is a Canadian-based company focused on generating high-quality exploration programs with experience in many geological terranes. It is known as a leader in executing grass roots exploration programs using a model driven approach. Seabourne Resources Inc. is a wholly-owned subsidiary of Northern Shield focussing on epithermal gold and related deposits in Atlantic Canada.

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

Cautionary Statement Regarding Forward-Looking Statements

This news release contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions, including the acceptance of the extension to the term of the warrants by the TSX Venture Exchange. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Investors are cautioned that these forward looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected. These forward-looking statements are made as of the date hereof and, except as required under applicable securities legislation, the Company does not assume any obligation to update or revise them to reflect new events or circumstances except as required by applicable law. All of the forward-

looking statements made in this press release are qualified by these cautionary statements and by those made in our filings with SEDAR in Canada (available at www.sedar.com).

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For further information: Northern Shield Resources Inc., Ian Bliss, President and CEO, Tel.: (613) 232-0459, Fax: (613) 232-0760, info@northern-shield.com

CO: Northern Shield Resources Inc.

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