

Northern Shield Resources Inc. Commences Private Placement

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[Northern Shield Resources Inc.](#) ("Northern Shield" or the "Company") (TSXV: NRN) is pleased to announce that it intends to undertake a non-brokered private placement financing for aggregate gross proceeds of \$300,000 (the "Offering").

The Offering will be comprised of up to 7,500,000 units through the sale and issuance of any combination of: i) common shares units ("Units") at \$0.04 per Unit with each Unit consisting of one common share in the capital of the Company (a "Common Share") and one Common Share purchase warrant (a "Warrant"); and/or ii) flow-through units ("Flow-Through Units") at a price of \$0.05 per Flow-Through Unit with each Flow-Through Unit consisting of one Common Share issued on a flow-through basis within the meaning of the Income Tax Act (Canada) and one-half of one Common Share purchase warrant (a "FT Warrant"). Each whole FT Warrant is exercisable for one Common Share at a price of \$0.11 per share within 24 months of closing and each Warrant is exercisable for one Common Share at a price of \$0.10 per share within 24 months of closing.

Proceeds from the Offering will be used primarily to up-size a 2,000 m diamond drill program at the Company's Root & Cellar Property to 3,000 m and for general working capital purposes. Preparation for the drill program will commence next week with a planned start date in early June.

The Units and Flow-Through Units will be sold to "accredited investors" and other exempt parties pursuant to exemptions from prospectus requirements under Canadian securities laws, and the Company has been authorized to pay up to 6% cash finders fees and up to 6% Warrants or Flow-Through Warrants (as the case may be) to certain registered brokers and dealers in respect of investors introduced to the Company who purchase securities.

Securities issued under the Offering are subject to restrictions on resale for a period of four months and a day from the date of closing. The Offering is subject to final approval of the TSX Venture Exchange. The Company anticipates closing on May 7, 2025

None of the securities sold in connection with the Offering have or will be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any applicable state securities laws and may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. persons," as such term is defined in Regulation S promulgated under the U.S. Securities Act, absent registration or an exemption from such registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation, or sale would be unlawful.

About Northern Shield Resources

Northern Shield Resources Inc. is a Canadian-based company known as a leader in generating high-quality exploration targets that views greenfield exploration as an opportunity to find a Tier 1 asset, near surface, and at relatively low cost. We implement a model driven exploration approach to reduce the risk associated with early-stage projects for ourselves, our shareholders, and the environment. This approach led us to option the Root & Cellar Property from a Newfoundland prospector, who discovered the mineralization, and then its advancement to a large gold-silver-tellurium and copper porphyry system.

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 information which is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ from those projected in the forward-looking statements. Forward looking statements in this press release but are not limited to, statements with respect to the expectations of management regarding the Offering, the expectations of management regarding the use of proceeds of the Offering and the participations of insiders, closing conditions for the Offering, and TSX Venture Exchange final approval of the Offering. These forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. Risks that could change or prevent these statements from coming to fruition include the TSX Venture Exchange may not provide final approval of the Offering; the proceeds of the Offering may not be used as stated in this news release; the funds raised from the sale of the Flow-Through Units may not be renounced in favour of the holders; and the Company may be unable to satisfy all of the conditions to the closing required by the TSX Venture Exchange. The forward-looking information contained herein is given as of the date hereof and the Company assumes no responsibility to update or revise such information to reflect new events or circumstances, except as required by law.

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