



NORTHERN VERTEX
MINING CORP

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NORTHERN VERTEX DRAWS ADDITIONAL US\$2.5M UNDER WORKING CAPITAL FACILITY

November 26, 2018, Vancouver, B.C. - Northern Vertex Mining Corp. (TSX.V:NEE) (the “Company”) is pleased to announce that it has today drawn down an additional US\$2.5 million (the “Second Advance”) under its US\$10 million convertible loan facility agreement (the “Facility”) with Greenstone Resources II L.P. (“Greenstone”) dated November 5, 2018, as amended, and announced on November 5, 2018.

The Second Advance is evidenced by a non-convertible debenture certificate (the “Debenture”). The Debenture is not convertible into common shares of the Company, and the other terms of the Debenture remain unchanged from the terms disclosed in the Company’s press release dated November 5, 2018, as follows:

- maturity date of October 3, 2019, at which time the principal amount is to be repaid in full;
- interest rate of 12% per annum, payable quarterly in arrears in cash;
- pre-payable by the Company in whole or in part at any time and from time to time, so long as an event of default has not occurred and is continuing; and
- mandatory repayment upon the completion by the Company of the silver stream announced in the Company’s press release dated October 15, 2018 (the “Silver Stream”) or an alternative financing in the event that the silver stream does not close.

Definitive documentation regarding the Silver Stream is well advanced and the Company will update the market in due course.

The Debenture is subject to a four month hold period from the date hereof in accordance with applicable Canadian securities laws. The proceeds from the Second Advance will be used for working capital and general corporate purposes. Greenstone is a significant shareholder of the Company holding an aggregate of approximately 28% of the issued and outstanding common shares of the Company on an undiluted basis, and accordingly, the Second Advance is a non-arm’s length transaction under the policies of the TSX Venture Exchange (the “Exchange”) and is a related party transaction pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”), and therefore certain shareholder approval and valuation requirements would apply to such transactions pursuant to MI 61-101, unless an exemption is available therefrom under the terms of MI 61-101. The Company intends to rely on the exemptions from the formal valuation and minority approval requirements in Sections 5.5(b) and 5.7(1)(f) of MI 61-101. Cash fees of US\$75,000 were paid to Greenstone from the proceeds of the Second Advance.

The Company also announces that under the terms of the convertible debentures issued under the convertible debenture indenture dated July 14, 2016 (the “Indenture”) between the Company and Computershare Trust Company of Canada, it has elected to satisfy its obligation to pay an aggregate of \$167,500 in interest accrued on the convertible debentures by issuing to such debenture holders on the interest payment date of November 30, 2018 an aggregate of 620,395 common shares. The Company will pay to each such debenture holder approximately 9.26 common shares per \$100 principal amount of debentures held as at the applicable interest payment record date. Under the terms of the Indenture, no fractional common shares will be delivered upon payment of the interest obligation and the Company is not required to pay the cash equivalent of any amount less than \$5.00. The issuance of common shares in payment of interest remains subject to Exchange approval.

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



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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., the newest gold producer in the US, is focused on low cost gold and silver production at its 100% owned Moss Mine in NW Arizona. The Company has experience across all areas of operations, mine development, exploration, acquisitions and financing of mining projects. With operations at the flagship Moss Mine achieving commercial production the Company intends to consolidate additional producing or near-term production gold assets within the Western US. Through mergers and acquisitions Northern Vertex's corporate goal is to become a mid-tier gold producer with over 200,000 ounces of gold production annually.

ON BEHALF OF THE BOARD OF NORTHERN VERTEX

"Kenneth Berry"

President & CEO

For further information, please visit www.northernvertex.com

or contact Investor Relations at: 604-601-3656 or at 1-855-633-8798.

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 November 26, 2018. 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 Facility 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 future advances under the Facility, receipt of or the availability of exemption from application shareholder approval requirements relating to the Facility, the anticipated use of the proceeds of the Facility, the receipt of Exchange acceptance to the issuance of common shares in payment of interest, and the anticipated completion of the silver stream or any alternative financing. There can be no assurance that any subsequent advances under the Facility, the silver stream or an alternative financing will complete within the anticipated timelines or complete as contemplated or at all, or that the proceeds of the Facility 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.