



NORTHERN VERTEX
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**NORTHERN VERTEX SECURES NON-DILUTIVE FINANCINGS FROM KEY PARTNERS
TO CARRY THROUGH TO POSITIVE CASHFLOW**

December 21, 2017, Vancouver, B.C. - Northern Vertex Mining Corp. (TSX.V:NEE) (the Company) is pleased to announce that in anticipation of production at its wholly-owned Moss Mine in western Arizona, the Company has drawn the fourth and final US\$5M tranche from Sprott Resource Lending (Collector), LP ("**Sprott Lending**") and signed a flexible US\$6M working capital facility with Greenstone Resources II L.P. ("**Greenstone**") that is available in up to four tranches.

Northern Vertex President and CEO, Kenneth Berry stated, *"This is an exciting time for our shareholders. We are on the cusp of production at the Moss Mine, and our partners at both Sprott and Greenstone are standing with us to ensure we have prudent levels of both financial resources and corporate flexibility to carry us through to positive cashflow. The transition from construction to commissioning is underway, our operating team is in place, and our cash balance is strong. We are delighted to be America's next producing gold mine."*

Narinder Nagra, Managing Partner of Sprott, commented, *"As one of the largest investors dedicated to the natural resource sector, Sprott is excited to partner with Northern Vertex on the development of the Moss Mine. Our partnership with the Northern Vertex team is consistent with our strategy of providing innovative and flexible capital to maximize the value of exceptional projects."*

Mike Haworth, Senior Partner of Greenstone, commented, *"Greenstone is pleased to provide our support to the Company's vision of creating value for shareholders via both free cashflow from Moss Mine operations and in aggressive growth via the consolidation of US gold opportunities."*

Sprott Senior Loan Facility

The Company has amended the terms of its existing US\$20M senior secured credit facility agreement (the "**Credit Agreement**") with Sprott Private Resource Lending (Collector), LP ("**Sprott Lending**"), an affiliate of Sprott Resource Lending Corp. The parties agreed to extend the availability period for the fourth and final draw of US\$5 million under the agreement and to extend the maturity date of the credit facility to November 29, 2019. The amortization period has also been adjusted to start on June 29, 2018 and will run until the maturity date. In connection with the execution of the amendment to the Credit Agreement, the Company has received the final drawdown of US\$5M under the Credit Agreement.

Concurrent with the amendment to the Credit Agreement, the parties agreed to amend the gold call option previously granted to Sprott Lending by reducing the strike price from US\$1,350 to US\$1,275. The gold call options entitle Sprott Lending to purchase up to 6,000 ounces of gold until November 2021, which are to be settled by a cash payment based on the difference between the strike price and the prevailing market price of gold at the time of settlement.

Greenstone Convertible Loan Facility

The Company has entered into a definitive agreement with Greenstone Resources II L.P. ("**Greenstone**") in respect of an unsecured subordinated non-revolving loan facility ("**Greenstone Facility**") in the aggregate principal amount of US\$6M. The terms of the Greenstone Facility include:

- initial advance of US\$3M to be drawn on satisfaction of standard conditions precedent, including TSX Venture Exchange (the "Exchange") approval;
- up to three further advances may be made at the election of the Company prior to June 30, 2018;



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- maturity date of January 31, 2020 at which time the principal amount is to be repaid in full, subject to Greenstone having not elected to convert the principal amount outstanding;
- interest rate of 12% per annum, payable quarterly in arrears in cash;
- convertible at Greenstone's option, at any time prior to the maturity date;
- conversion price of the initial advance is the lower of: (i) Cdn\$0.70; and (ii) and if the Company has announced a potential merger, amalgamation, arrangement, acquisition or other type of business transaction that results in a change of control, or an M&A Transaction (including the issuance by the Company of more than 20% of its stock), as the case may be, the 20 day VWAP prior to such announcement, subject to the conversion price on the initial advance not being less than Cdn\$0.51. The conversion price of debentures issued under any subsequent advance will be as above, but will be subject to the minimum market price determined on the date preceding the date of issuance of any such subsequent debentures;
- cash fees of 3% of the amount of each advance (payable on each advance) and 3% of the aggregate amount outstanding on the 12-month anniversary of the initial advance; and
- proceeds from the initial advance of US\$3M will be used by the Company primarily for commissioning of its Moss Mine project in Arizona, along with exploration and for general corporate and working capital requirements.

Greenstone is a significant shareholder of the Company holding an aggregate of approximately 29.6% of the issued and outstanding common shares of the Company on an undiluted basis, and accordingly, the transaction is a non-arm's length transaction under the policies of the Exchange.

The amendment to the Sprott Agreement, the Greenstone Facility, and all securities issuable under the terms of the Greenstone Facility are subject to the acceptance of the Exchange. All securities issued in connection with the Greenstone Facility will be subject to a hold period expiring four months and one day from the date of issuance of the respective securities.

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 its 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"
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.



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Forward-Looking Statements:

The information in this news release has been prepared as at December 20, 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 Facility, and the anticipated use of the proceeds of the financing. There can be no assurance that the initial advance or any subsequent advances under the Greenstone Facility will complete within the anticipated timelines or complete as contemplated or at all, or that the proceeds of the financing 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.

2017 number 31