



NORTHERN VERTEX
MINING CORP

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NORTHERN VERTEX CONSOLIDATES AND EXTENDS GREENSTONE CONVERTIBLE DEBENTURES IN ORDER TO
DEPLOY CASHFLOW TO MINE OPTIMIZATION AND EXPLORATION OPPORTUNITIES

October 11, 2019, Vancouver, B.C. - Northern Vertex Mining Corp. (TSX.V: NEE) (OTC Nasdaq Intl.: NHVCF) (the “Company” or “Northern Vertex”) is pleased to announce that in accordance with the term sheet announced in the Company’s press release dated October 3, 2019, the Company has completed the consolidation and extension of the outstanding convertible debt owed to Greenstone Resources II L.P. (“Greenstone”) by the issuance to Greenstone of a convertible debenture (the “Debenture”) due on December 1, 2020. The extension will allow the Company to put cashflow from the Moss Mine in Arizona to work to increase shareholder value via mine expansion, mine optimizations and exploration opportunities.

The terms of the Debenture remain unchanged from the terms disclosed in the Company’s press release dated October 3, 2019 as follows:

- **Principal Amount.** US\$8.5 million
- **Extension.** Maturity date extended to December 1, 2020 (the “Maturity Date”).
- **Interest.** Interest remains at 12% and payable quarterly in arrears in cash.
- **Fees.** Arrangement fee of 3% of the principal amount (the “Arrangement Fee”), payable in cash on January 31, 2020.
- **Flow of Funds.** As no additional debt is being created through this consolidation, no additional funds are being advanced by Greenstone to the Company.
- **Conversion.** Greenstone may convert some or all of the Debenture, from time to time, at a conversion price of C\$0.30, a 3% premium to the Company’s market price of C\$0.29 at the close of trading on the TSX Venture Exchange (the “Exchange”) on October 2, 2019.
- **Pre-Payment.** The Company may elect to prepay in cash up to US\$4.5 million of the Debenture if the closing price of the Company’s shares is at or above C\$0.45 for 20 consecutive trading days. The Company may exercise this option prior to the Maturity Date, on 10 business days’ notice to Greenstone, and subject to Greenstone electing not to convert such prepayment amount during such 10 business day period. Any such cash pre-payment would decrease the potential dilution of the Debenture. On such prepayment, if any, the Company will be required to pay Greenstone an amount equal to the interest it would otherwise have received had the loan been repaid at the Maturity Date, plus the Arrangement Fee in respect of the prepaid amount.

The Debenture and all securities issuable thereunder are subject to the final acceptance of the Exchange and are subject to a hold period expiring on February 12, 2020.

Immediately prior to issuance of the Debenture, Greenstone had ownership of and control over 76,854,855 common shares of the Company, representing approximately 31.2% of the Company’s issued and outstanding common shares (on an undiluted basis). Greenstone also held: (i) warrants exercisable for 25,884,615 common shares at a price of C\$1.04 per common share until May 2020 (the “2017 Warrants”); (ii) warrants exercisable for 25,085,625 common shares at a price of C\$0.40 per common share until December 2020 (the “2018 Warrants”); and (iii) the two tranches of convertible debt: US\$2.5 million due October 3, 2019 and US\$6.0 million due January 31, 2020 (the “Pre-Existing Debentures”). Assuming exercise of the 2017 Warrants and the 2018 Warrants and conversion of the Pre-Existing Debentures (using an exchange rate of US\$1.00 = Cdn\$1.3294) and including the common shares Greenstone held prior to issuance of the Debenture, Greenstone had ownership of and control over an aggregate of 150,298,285 common shares, representing 46.98% of the Company’s issued and outstanding common shares.

On the issuance of the Debenture, the Pre-Existing Debentures were superseded and, assuming conversion of the Debenture in accordance with its terms, Greenstone would acquire ownership of and control over 37,666,333 common shares, representing approximately 15.3% of the Company’s issued and outstanding common shares. When aggregated with the common shares previously owned and controlled by Greenstone and assuming exercise of the 2017 Warrants and the 2018 Warrants, Greenstone now has ownership of and control over an aggregate of 165,491,428 common shares, representing approximately 49.4% of the Company’s common shares, (an increase of approximately 2.42%).

Greenstone acquired the securities that are the subject matter of this disclosure for investment purposes. Depending on market conditions and other factors, Greenstone 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 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 Matt Hornton or Gordon Purvis at +44 1481 749 700. Greenstone's address is set out below.

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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 Mining Corp.

Northern Vertex Mining Corp. 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.

Cautionary Note Regarding Forward-Looking Statements:

This news release contains statements about our future business and planned activities. These are "forward-looking" because we have used what we know and expect today to make a statement about the future. Forward-looking statements include but are not limited to comments regarding the planned uses of future cashflows from the Moss Mine. Forward-looking statements usually include words such as scheduled, may, intend, plan, expect, anticipate, believe or other similar words. 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, including the receipt of regulatory approvals. Many factors, known and unknown, could cause actual results to be materially different from those expressed or implied by such forward-looking statements. We believe the expectations reflected in these forward-looking statements are reasonable. However, actual events and results could be substantially different because of the risks and uncertainties associated with our business or events that happen after the date of this news release. Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date made. As a general policy, we do not update forward-looking statements except as required by securities laws and regulations. US investors should be aware that mining terminology used for Canadian mineral project reporting purposes differs significantly from US terminology.

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