



NORTHERN
GRAPHITE
CORPORATION

TSXV NGC
OTC NGPHF
FRA 0NG
XSTU 0NG
northerngraphite.com

Northern Graphite Announces Non-Brokered Charity Flow-Through Private Placement

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Ottawa, Ontario, April 6, 2023: Northern Graphite Corporation (**NGC:TSX-V, NGPHF:OTC, FRA:0NG, XSTU:0NG**) (the “**Company**” or “**Northern**”) announces that it intends to complete a non-brokered private placement financing of up to 3,000,000 units of the Company issued on a charity flow-through basis (the “**Charity FT Units**”) at a price of C\$0.75 per Charity FT Unit for proceeds of up to C\$2,250,000 (the “**Offering**”).

Each Charity FT Unit will consist of one common share of the Company (a “**Common Share**”) and one-half of one common share purchase warrant of the Company (each whole warrant, a “**Warrant**”), each to be issued as a “flow-through share” under the *Income Tax Act* (Canada) (the “**Tax Act**”). Each Warrant will entitle the holder thereof to purchase one Common Share (a “**Warrant Share**”) on a non flow-through basis at an exercise price of C\$0.75 for a period of two years (24 months) from the date of issuance thereof.

The Company plans to use the proceeds of the Offering to complete a drill program on a number of targets around its Lac des Iles, Québec graphite mine with the objective of identifying potential new sources of mill feed.

The Charity FT Units offered under the Offering will be offered for sale in all the provinces and territories of Canada in reliance on the listed issuer financing exemption (the “**LIF Exemption**”) available in Part 5A National Instrument 45-106 - *Prospectus Exemptions* (“**NI 45-106**”). The securities comprising and underlying the Charity FT Units will not be subject to any statutory hold periods. There is an offering document related to the Offering under the LIF Exemption that can be accessed under the Company’s profile on SEDAR at www.sedar.com and on the Company’s website at www.northerngraphite.com. Prospective investors in the Charity FT Units should read this offering document before making an investment decision.

An amount equal to the gross proceeds from the issuance of the Charity FT Units will be used to incur, on the Company’s Canadian mineral exploration properties, eligible resource exploration expenses that will qualify as (i) “Canadian exploration expenses” (as defined in the Tax Act), and (ii) “flow-through critical mineral mining expenditures” (as defined in subsection 127(9) of the Tax Act) (collectively, the “**Qualifying Expenditures**”). The Qualifying Expenditures in an aggregate amount not less than the gross proceeds raised from the issue of the Charity FT Units will be incurred on or before December 31, 2024 and will be renounced by the Company to the purchasers of the initial purchasers of the Charity FT Units with an effective date no later than December 31, 2023. In the event that the Company is unable to renounce the issue price for the Charity FT Units on or prior to December 31, 2023 for each Charity FT Unit purchased and/or if the Qualifying Expenditures are reduced by the Canada Revenue Agency, the Company will as sole recourse

for such failure to renounce, indemnify each Charity FT Unit subscriber for the additional taxes payable by such subscriber to the extent permitted by the Tax Act as a result of the Company's failure to renounce the Qualifying Expenditures as agreed.

The Company has agreed, upon closing, to pay a cash finder's fee of \$135,000 and grant 180,000 finder warrants to purchase Common Shares (the "**Finder Warrants**") to an arm's length finder. Each Finder Warrant will be exercisable for a period of 24 months from the closing of the Offering at a price of \$0.50 per Common Share

The Offering is expected to close on or about April 27, 2023, and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals including the approval of the TSX Venture Exchange.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Northern Graphite

Northern is a Canadian, TSX Venture Exchange listed company that is focused on becoming a world leader in producing natural graphite and upgrading it into high value products critical to the green economy including anode material for lithium ion batteries/EVs, fuel cells and graphene, as well as advanced industrial technologies.

Northern is the only significant graphite producing company in North America and will become the third largest outside of China when its Namibian operations come back online. The Company also has two large scale development projects, Bissett Creek in Ontario and Okanjande in Namibia, that will be a source of continued production growth in the future. All projects have "battery quality" graphite and are located close to infrastructure in politically stable countries.

For additional information

Please visit the Company's website at <https://www.northerngraphite.com/investors/presentation/>, the Company's profile on www.sedar.com, our **Social Channels** listed below or contact the Company at (613) 271-2124.



Cautionary Note Regarding Forward-Looking Statements

This news release contains certain "forward-looking statements" within the meaning of applicable Canadian securities laws. Forward- looking statements and information are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "potential", "possible" and other similar words, or statements that certain events or conditions "may", "will", "could", or "should" occur. Forward-looking statements in this release include statements regarding, among others, the completion of the proposed Offering and the use of proceeds therefrom. All such forward-looking statements are based on assumptions and analyses made by management based on their experience and perception of historical trends, current conditions and expected future developments, as well as other factors they believe are appropriate in the circumstances. However, these 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 including, but not limited to unexpected changes in laws, rules or regulations, or their enforcement by applicable authorities; the failure of other parties to perform as agreed; social or labour unrest; changes in commodity prices; unexpected failure or inadequacy of infrastructure and the failure of ongoing and contemplated studies to deliver anticipated results or results that would justify and support continued studies, development or operations. Readers are cautioned not to place undue reliance on forward-looking information or statements.

Although the forward-looking statements contained in this news release are based on what management believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with them. These forward-looking statements are made as of the date of this news release and are expressly qualified in their entirety by this cautionary statement. Subject to applicable securities laws, the Company does not assume any obligation to update or revise the forward-looking statements contained herein to reflect events or circumstances occurring after the date of this news release.

Neither the 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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