

Northgold acquires Northern Aspect Resources Oy and carries out a directed issue of shares in connection with the acquisition

Northgold AB ("Northgold" or the "Company") has as of today, on 8 February 2023, entered into a share purchase agreement with Rupert Resources Ltd (a company listed on TSX) regarding acquisition of all shares in Northern Aspect Resources Oy ("Northern Aspect"), owner of the Hirsikangas gold project and surrounding regional land in central Finland. The closing takes place as of today. The consideration for 100 percent of the shares in Northern Aspect Resources Oy is paid in the form of a seller promissory note of approximately MEUR 1.12 which is offset against 890,000 newly issued shares in Northgold. The board of directors of Northgold has therefore, based on the authorization from the annual general meeting on 29 June 2022, resolved on a directed set-off issue of 890,000 new shares in the Company as payment of the agreed consideration in the acquisition of Northern Aspect.

Mitch Vanderydt, CEO at Northgold, comments:

"We like the synergies and prospects that come with adding this attractive third project to our portfolio, especially given it's the next largest gold exploration project in our region of focus, the emerging Middle Ostrobothnia Gold Belt of central Finland, after the two other nearby projects we already hold there. This property transaction grows our tenement footprint in the belt by more than 50% and our inventory of mineral resources by more than 12%, by issuing less than 8% of our stock, which is encouragingly accretive on a resource ounces per share basis. And perhaps the best part is that we achieved this while also gaining the highly-successful, northern Finland explorer and developer, Rupert Resources, as a major shareholder, for whose shareholders we are also happy to help by unlocking the value of their non-core project by combining it with its neighboring properties in our backyard, as part of a new expanded flagship complex in central Finland."

James Withall, CEO at Rupert Resources, comments:

"We believe that this transaction offers the best route to realise value for Rupert's shareholders from its non-core Central Finland properties, enabling Rupert to focus on Ikkari and its properties in the Central Lapland Greenstone Belt of Northern Finland. The transaction with Northgold creates a critical mass of prospective ground and resources to execute a successful regional exploration program. Rupert's shareholders will be able to benefit from any future success through its significant holding of Northgold shares."

Additional information on Northern Aspect Resources Oy and its Hirsikangas project

Northern Aspect holds nine exploration permits and applications covering combined 6,471 Ha (see Figure 1), in central Finland's Middle Ostrobothnia Gold Belt ("MOGB"), including the Hirsikangas deposit and its mineral resource of 89,000 ounces ("oz") gold ("Au") grading 1.2 grams per tonne ("g/t") Au (see Table 1). The mineral resource is in the inferred category and is compliant with Canada's National Instrument ("NI") 43-101. The permit areas also include parallel trends and strike extensions, offering growth potential, in addition to a broader land package containing numerous early-stage gold prospects (see Figure 1). A total of 9,156m of diamond drilling (73 drill holes) was completed historically in and around the Hirsikangas deposit (see Figure 2), which is located approximately 70 km from Northgold's flagship Kopsa gold-copper project and approximately 60km from Northgold's Kiimala Trend project (see Figures 1 and 3).

Additional information on the new share issue connected to the acquisition

The reason for the new share issue and for not applying the shareholders' pre-emption rights is that the Company has as of today, through entering into a share purchase agreement, acquired Northern Aspect. In connection with the acquisition, the Company has undertaken to pay the consideration in the form of newly issued shares in Northgold.

The subscription price has been determined to SEK 14.30 per share in accordance with the share purchase agreement, which corresponds to the closing price for Northgold's share on Nasdaq First North Growth Market on 7 February 2023. The subscription price has been established through arms' length negotiations with the seller. Thus, the Company's board of directors is of the opinion that the subscription price has been set at market terms and accurately reflects current market conditions and demand.

The new issue of 890,000 shares is directed to the seller Rupert Resources Ltd. The payment for the shares is made through set-off of the seller's claim of EUR 1,118,316 (SEK 12,727,000).

Rupert Resources Ltd has entered a lock-up agreement regarding the newly issued shares for a period of six months, starting from when the shares have been registered to the Swedish Companies Registration Office.

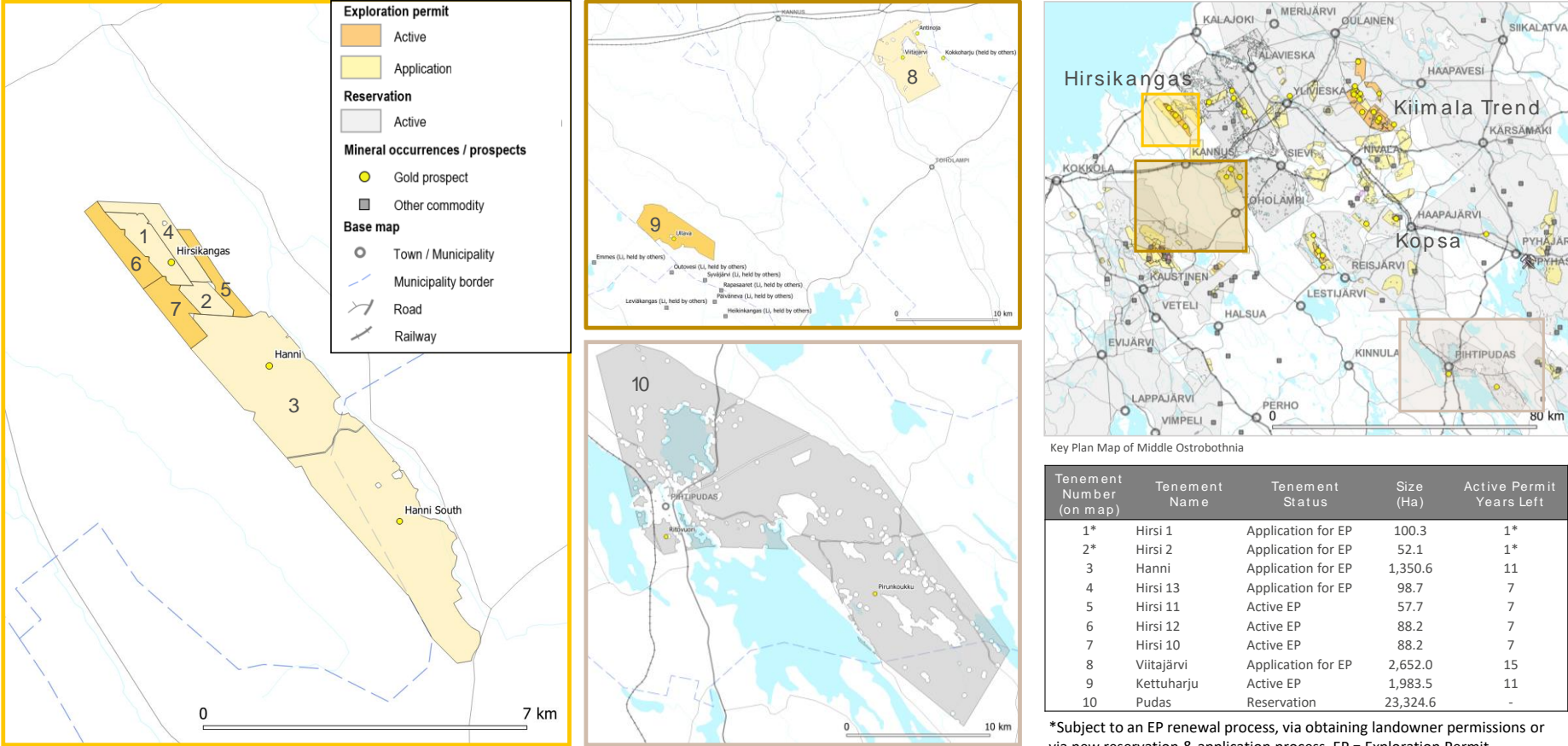
The new share issue entails that the total number of shares and votes in the Company will increase by 890,000 shares and votes, from 10,520,674 shares and votes to 11,410,674 shares and votes. The share capital will increase by approximately SEK 62,675.88, from approximately SEK 740,890.46 to approximately SEK 803,566.34. The new issue of shares corresponds to a dilution of approximately 7.80 percent, based on the number of shares and votes in the Company after the new issue of shares.

Table 1: Summary of Northgold's mineral resources, including from the newly acquired Hirsikangas project

Company Mineral Resources ¹	AuEq (oz)	Au (oz)	AuEq (g/t)	Au (g/t)	Cu (%)
NI 43-101 compliant Measured and Indicated Resources	606,400	501,500	1.08	0.89	0.12
NI 43-101 compliant Inferred Resources	95,500	69,400	1.26	0.97	0.18
Historic / Non-compliant Resources	23,500	23,500	2.52	2.52	-
Total	725,400	594,400	1.11	0.91	0.13
Hirsikangas Project to be acquired (NI 43-101 compliant Inferred)	89,000	89,000	1.2	1.2	-

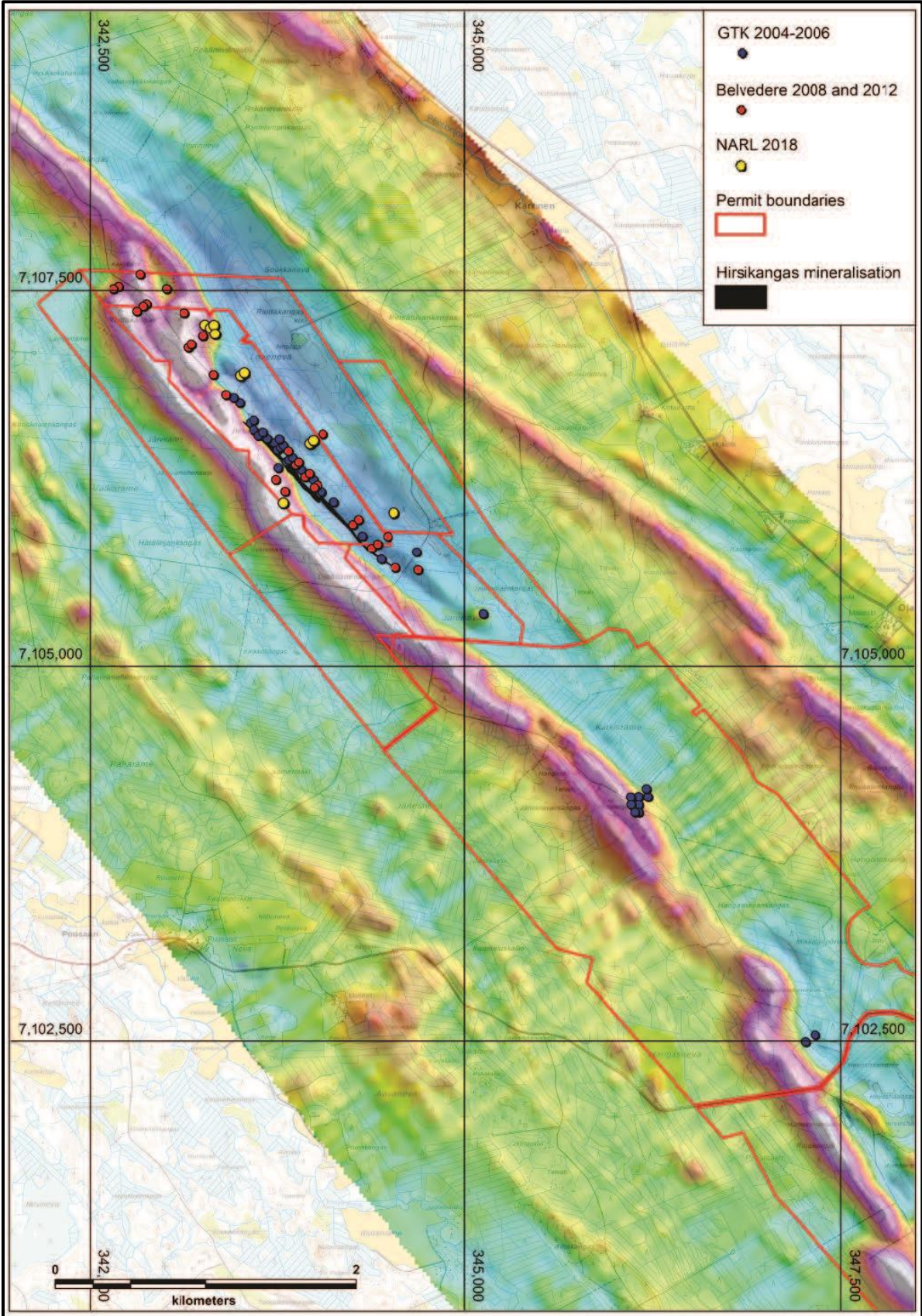
¹ Some licenses, currently containing 147,300oz of the M&I Resources and entirety of the non-compliant resources, are subject to an ongoing public appeals process. The license containing the newly acquired Hirsikangas deposit is nearing the end of its 15-year lifespan. If permission is not granted by landowners to forego the 3-year moratorium period, the licenses are subject to Finnish Safety and Chemicals Agency (Tukes) permitting evaluation and normal appeals procedure.

Figure 1: Map showing exploration tenement areas held by newly acquired Northern Aspect Resources Oy, including the Hirsikangas gold project



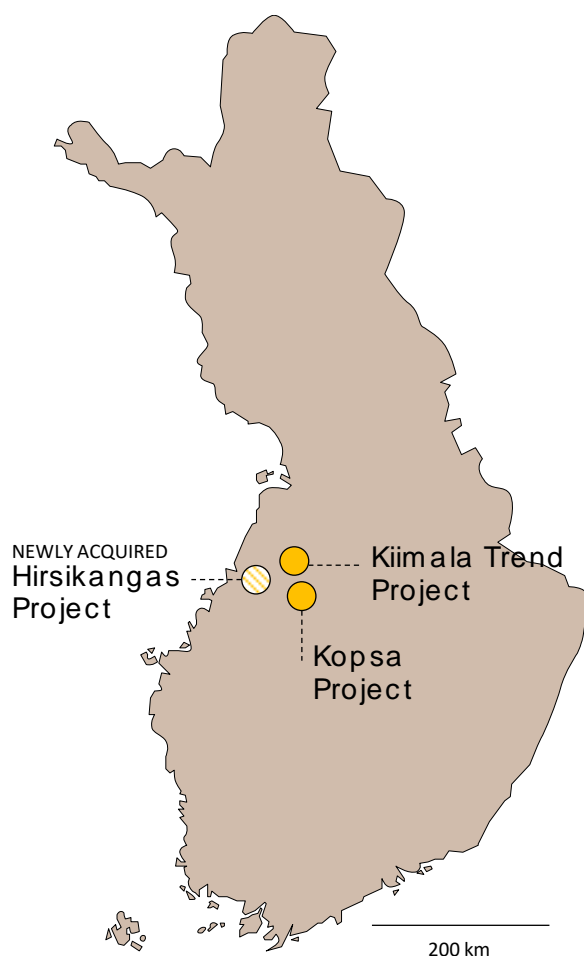
Source: Maps retrieved from Finland GTK on 12.01.2023.

Figure 2: Historic diamond drill hole locations at the Hirsikangas project



Source: Rupert Resources Ltd. NI 43-101 Technical Report dated 9 November 2018

Figure 3: Map showing the approximate location of the newly acquired Hirsikangas gold project, relative to the approximate locations of Northgold's other projects



Webcast

Northgold will host a webcast on Monday, February 13, 2023, at 3:00pm Central Europe Time (9:00am Eastern Time). Mitch Vanderydt, CEO at Northgold, and Thomas Credland, Head of Corporate Development at Rupert Resources, will provide an overview of the Hirsikangas gold project and of the transaction, and be available to answer questions. Northgold's presentation for the webcast will be available on the Company's website at www.northgoldab.com.

To participate in the webcast please register at:

https://zoom.us/webinar/register/WN_m-25NwgvSQCB7qzkkk-tOw

For additional information, please contact the CEO:

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About Northgold

Northgold is a Swedish gold exploration and development Company with multiple resource-stage projects in the Middle Ostrobothnia Gold Belt (“MOGB”) of Central Finland, including the Kopsa Gold-Copper project and the Kiimala Trend Gold project. The Company strives to find and ultimately extract gold from under-prospected areas in Finland. Visit www.northgoldab.com for more information.

Advisors

Augment Partners AB, tel. +46 8-604 22 55 info@augment.se, is acting as the Company's Certified Adviser.

This information is information that Northgold AB is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 18:10 CET on 8 February 2023.