

# Northern Sun Mining Corp. Postpones Special Shareholders' Meeting

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Toronto, March 21, 2016 - [Northern Sun Mining Corp.](#) (TSXV: NSC) (the "Company" or "Northern Sun") is postponing its special meeting of shareholders (the "Meeting") to Thursday, March 24, 2016 at 10:00 a.m. (Vancouver time) at 700 &#8212; 595 Burrard Street, Vancouver, B.C. By postponing the meeting, the Company wishes to provide additional time for shareholders to vote on the proposed arrangement (the "Arrangement") between the Company and Regal Silver Investments Ltd. (the "Purchaser"). The Company intends to accept proxies received any time prior to 48 hours before the postponed Meeting (unless the Company determines it is appropriate to accept late proxies up until the time of the postponed Meeting), and there is no change to the record date for the Meeting, which remains as at February 8, 2016.

The Arrangement provides for the acquisition (the "Acquisition") by the Purchaser of all of the Company's common shares (the "Shares") held by minority shareholders (i.e., all shareholders other than Jien International Investment Ltd. ("JIIL")). Under the Arrangement Agreement, Northern Sun shareholders will receive \$0.05 per Share in exchange for each Share acquired by the Purchaser. The offer price of \$0.05 per Share represents a 25% premium to the market price of the Shares as of the close of the last trading day on March 18, 2016.

As at September 30, 2015, Northern Sun owed over \$153,479,166 as secured debt to JIIL, which debt matured as of December 31, 2015. To facilitate the Arrangement and allow Minority Shareholders to receive \$0.05 per Share from the Purchaser, JIIL agreed to extend the maturity date to December 31, 2016 and forgive any default or breach of such loans or other indebtedness owed by the Company that may have occurred up to and including the date of the Arrangement Agreement. In the event the Arrangement is not completed, then the debts owed to JIIL will become immediately due and payable.

The Purchaser is a private company existing under the laws of the Province of Ontario and is an arm's length third party not related to JIIL or the Company. JIIL is a private company existing under the laws of the Province of Ontario, which is a wholly-owned subsidiary of Jilin Jien Nickel Industry Co. Ltd. JIIL owns 59.6% of the issued and outstanding Shares in the capital of the Company and is owed over \$153,479,166 as secured debt of the Company. Consequently, JIIL is a related party to the Company.

Once the Arrangement is completed, the Company will apply to have the Shares delisted from the TSX Venture Exchange (the "Exchange") and it will also apply to the applicable Canadian securities regulatory authorities to cease to be a reporting issuer in each province in which it is currently a reporting issuer.

Northern Sun received an opinion of its independent financial advisors, Ross Glanville & Associates Ltd. and Bruce McNight Minerals Advisor Services (the "Advisors"), that the Arrangement would be fair to the minority shareholders and the Company recommends shareholders approve the proposed Arrangement. Without the benefit of the proposed Arrangement, it is difficult to envision an outcome where the minority shareholders would be able to realize value for their thinly traded Shares at a price comparable to the Purchaser's offer price, as it was noted by the Advisors that:

- even if the Redstone Mill were to recommence operations (due to discovering feed material, or toll milling other deposits), it is likely that its fair market value would still be less than one quarter of the liabilities;
- the increase in debt from accruing interest and dividends on the Company's debt and preferred shares will be approximately \$18 million over the next year; and
- the results of the various technical reports on the main exploration/development projects of the Company, which indicate that these projects have marginal economics, especially considering current market conditions.

CONSEQUENTLY, BASED ON THE RECOMMENDATIONS OF THE ADVISORS AND OTHER CONSIDERATIONS, THE COMPANY RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF THE ARRANGEMENT.

It is important that you vote your Shares at the Meeting. Regardless of the number of Shares you hold, we encourage all shareholders to vote. If you are a registered holder of the Shares, whether or not you are able

to attend the Meeting, we urge you to complete the form of proxy for the Shares that you hold and return it in the envelope provided to the Company's registrar and transfer agent, Equity Financial Trust Company, either: (i) by mail to Equity Financial Trust Company, Attention: Proxy Department, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1, (ii) by fax to 416-595-9593 or (iii) in person delivered to Equity Financial Trust Company, Attention Proxy Department, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1 at any time up to and including 10:00 am Vancouver time (1:00 pm Toronto time) on March 22, 2016 or on the second last Business Day before the date of the Meeting or any adjournment or postponement thereof, or until the time of the postponed Meeting, if the Company determines it appropriate to accept late proxies. If you are a beneficial shareholder and received a machine readable voting instruction form, please follow the voting instructions specified in the voting instruction form.

#### **For further information:**

Please visit our website at [www.northernsunmining.ca](http://www.northernsunmining.ca); follow us on Facebook, LinkedIn or Twitter @NorthernSunMine; or contact:  
James Xiang, Interim President and Chief Executive Officer  
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*This communication does not constitute an offer to purchase or exchange or the solicitation of an offer to sell or exchange any securities of Northern Sun, nor shall there be any sale or exchange of securities in any jurisdiction in which such offer, solicitation or sale or exchange would be unlawful prior to the registration or qualification under the laws of such jurisdiction. The distribution of this communication may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions.*

#### **Forward-Looking Information**

*Except for statements of historical fact relating to the Company, certain information contained herein constitutes "forward-looking information" under Canadian securities legislation. Such forward-looking information includes, but is not limited to, statements with respect to the potential completion and timing of the Acquisition and the potential benefits to the parties thereto and the Shareholders. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. Statements with respect to the potential completion and timing of the Acquisition and the potential benefits to the parties thereto and the Minority Shareholders are subject to the risk of not obtaining all required approvals, including from the court and the Local Exchange. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. The Company does not undertake to update any forward-looking statements or forward-looking information that are incorporated by reference herein, except in accordance with applicable securities laws.*

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