NORTHFIELD CAPITAL CORPORATION

MATERIAL CHANGE REPORT

PURSUANT TO
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)
SECTION 118(2) OF THE *SECURITIES ACT* (ALBERTA)
SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO)

ITEM 1: REPORTING ISSUER

Northfield Capital Corporation
347 Bay Street, Suite 301
Toronto, Ontario M5H 2R7

ITEM 2: DATE OF MATERIAL CHANGE

November 20, 2003

ITEM 3: PRESS RELEASE

The attached press release was issued at Toronto, Ontario by Northfield Capital Corporation on November 20, 2003.

ITEM 4: SUMMARY OF MATERIAL CHANGE

On November 20, 2003, Northfield Capital Corporation announced its intention to effect a normal course issuer bid through the facilities of the TSX Venture Exchange, subject to receipt of regulatory approval.

ITEM 5: FULL DESCRIPTION OF MATERIAL CHANGE

Please see the attached press release of Northfield Capital Corporation which is hereby incorporated by reference.

ITEM 6: RELIANCE ON SECTION 75(3) OF THE *SECURITIES ACT* (ONTARIO)

Not applicable.

ITEM 7: OMITTED INFORMATION

Not applicable.

ITEM 8: SENIOR OFFICER

The following senior officer of Northfield Capital Corporation may be contacted for further information:

Mr. Brent Peters
Vice-President, Finance and Treasurer
Northfield Capital Corporation
347 Bay Street, Suite 301
Toronto, Ontario M5H 2R7.

Tel: (416) 628-5902
Fax: (416) 628-5911

ITEM 9: STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario, this 20th day of November, 2003.

NORTHFIELD CAPITAL CORPORATION

By: *"Brent Peters"*
Brent Peters
Vice-President, Finance and Treasurer

PRESS RELEASE

NORTHFIELD CAPITAL CORPORATION

TSX-V Symbol: YFD.A November 20, 2003

TORONTO, CANADA, Northfield Capital Corporation ("**Northfield**") announced today its intention to effect a normal course issuer bid through the facilities of the TSX Venture Exchange, subject to receipt of regulatory approval.

Upon receiving regulatory approval, Northfield may, during the 12 month period commencing November 27, 2003 and ending November 26, 2004, purchase on the TSX Venture Exchange up to 136,485 Class A restricted voting shares in total, representing approximately 5% of the Class A restricted voting shares currently issued and outstanding. The price which Northfield will pay for any such shares will be the market price at the time of acquisition. The actual number of Class A restricted voting shares which may be purchased and the timing of any such purchases will be determined by Northfield. Northfield has retained Jones Gable & Company Limited to effect purchases on its behalf pursuant to the bid.

Northfield previously repurchased for cancellation 45,500 Class A restricted voting shares at an average price of $4.30 per share pursuant to a normal course issuer bid that existed over a 12 month period expiring November 6, 2003.

Northfield is an investment company with interests in the technology, manufacturing and resource industries.

For further information, please contact:

Brent Peters, Vice-President, Finance and Treasurer
Telephone: (416) 416-628-5902
Facsimile: (416) 416-628-5911

The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this news release.