

**NORTHFIELD CAPITAL CORPORATION**

141 Adelaide Street West, Suite 301  
Toronto, ON M5H 3L5

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an Annual Meeting of Shareholders (the “**Meeting**”) of Northfield Capital Corporation (the “**Corporation**”) will be held at 141 Adelaide Street West, Suite 301, Toronto, Ontario, Canada, on Thursday, July 25, 2019, at 10:30 a.m. (Toronto time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2018 together with the report of the auditors thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to appoint MNP LLP, Chartered Accountants, as auditors of the Corporation and to authorize the directors to fix their remuneration and;
4. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

This notice is accompanied by the Circular, a form of proxy, supplemental mailing list request form and the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2018 together with the report of the auditors thereon.

The board of directors of the Corporation has by resolution fixed the close of business on June 18, 2019 as the record date, being the date for the determination of the registered holders of shares entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

**Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.** A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his/her/its duly completed and executed form of proxy with the Corporation’s registrar and transfer agent, TSX Trust Company, Proxy Department by mail or by hand to 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1, not later than 48 hours (excluding Saturdays, Sundays, and holidays) before the time the Meeting or adjournment(s) thereof at which the proxy is to be used.

DATED at Toronto, Ontario as of the 18<sup>th</sup> day of June, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(Signed)*

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**ROBERT CUDNEY**

President and Chief Executive Officer