

MANAGEMENT INFORMATION CIRCULAR

NORTHFIELD CAPITAL CORPORATION

**ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON JULY 25, 2019**

June 18, 2019

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 18th day of June, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed)

ROBERT CUDNEY

President and Chief Executive Officer

NORTHFIELD CAPITAL CORPORATION
MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This management information circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of the Northfield Capital Corporation (the “Corporation”) for use at the Annual Meeting of Shareholders (the “Meeting”) of the Corporation referred to in the accompanying Notice of Annual Meeting of Shareholders (the “Notice”) to be held on Thursday, July 25, 2019, at the time and place and for the purposes set forth in the Notice. References in this Circular to the Meeting include any adjournment(s) thereof. It is expected that the solicitation will be primarily by mail; however, proxies may also be solicited personally or by telephone by regular employees of the Corporation at nominal cost. The cost of such solicitation will be borne by the Corporation.

The board of directors of the Corporation (the “**Board**”) 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.

Unless otherwise stated the information contained in this Circular is given as of June 18, 2019 and, all dollar amounts references are expressed in Canadian dollars. All references herein to the Corporation shall include its subsidiaries as the context may require.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. Each shareholder has the right to appoint a person or company, who need not be a shareholder of the Corporation, other than the persons named in the enclosed form of proxy, to represent such shareholder at the Meeting or any adjournment(s) thereof. Such right may be exercised by inserting such person’s name in the blank space provided and striking out the names of management’s nominees in the enclosed form of proxy or by completing another proper form of proxy. All proxies must be executed by the shareholder or his or her attorney duly authorized in writing or, if the shareholder is a company, by an officer or attorney thereof duly authorized. The completed form of proxy must be deposited at the office of the Corporation’s transfer agent, TSX Trust Company, Proxy Department by mail or by hand to 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment(s) thereof.

A shareholder forwarding the enclosed form of proxy may indicate the manner in which the appropriate appointee is to vote with respect to any specific item by checking the appropriate space. If the shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The shares represented by the proxy submitted by a shareholder will be voted in accordance with the directions, if any, given in the proxy.

A shareholder who has given a proxy has the power to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so either: by depositing an instrument in writing revoking the proxy executed by him or her with TSX Trust Company at the address noted above at any time up to and including 4:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting, or any adjournment thereof, or in any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

Shares represented by properly executed proxies in favour of the persons named in the enclosed form of proxy will be either voted or withheld from voting, as applicable, in accordance with the instructions given by the shareholder on any ballot that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **Where shareholders have properly executed proxies in favour of the persons named in the enclosed form of proxy and have not specified in the form of proxy the manner in which the named proxies are required to vote the shares represented thereby, such shares will be voted in favour of the passing of the matters set forth in the Notice.** The enclosed form of proxy confers discretionary authority with respect to amendments or variations to the matters identified in the Notice and with respect to other matters that may properly come before the Meeting. At the date hereof, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which at present are not known to management of the Corporation should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgement of the named proxies.

NON-REGISTERED SHAREHOLDERS AND DELIVERY MATTERS

Registered holders of Shares (as defined below) or the persons they validly appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Shares beneficially owned by a person (a “**Non-Registered Holder**”) are registered either: (i) in the name of an intermediary (an “**Intermediary**”) (including banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) that the Non-Registered Holder deals with in respect of the Shares, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant.

Distribution to NOBOs

In accordance with the requirements of the Canadian Securities Administrators and National Instrument 54-101, “Communication with Beneficial Owners of Securities of a Reporting Issuer” (“**NI-54-101**”), the Corporation will have caused its agent to distribute copies of the Notice and this Circular (collectively, the “**meeting materials**”) as well as a proxy directly to those Non-Registered Holders who have provided instructions to an Intermediary that such Non-Registered Holder does not object to the Intermediary disclosing ownership information about the beneficial owner (“**Non-Objecting Beneficial Owner**” or “**NOBO**”).

These securityholder materials are being sent to both registered holders of the securities and Non-Registered Holders of the securities. If you are a Non-Registered Holder, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

By choosing to send these materials to you directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for proxy enclosed with mailings to NOBOs.

The meeting materials distributed by the Corporation’s agent to NOBOs include a proxy. Please carefully review the instructions on the proxy for completion and deposit.

Distribution to OBOs

In addition, the Corporation will have caused its agent to deliver copies of the meeting materials to the clearing agencies and Intermediaries for onward distribution to those Non-Registered Holders who have provided instructions to an Intermediary that the beneficial owner objects to the Intermediary disclosing ownership information about the beneficial owner (“**Objecting Beneficial Owner**” or “**OBO**”).

Intermediaries are required to forward the meeting materials to OBOs unless an OBO has waived his or her right to receive them. Intermediaries often use service companies such as Broadridge to forward the meeting materials to OBOs. Generally, those OBOs who have not waived the right to receive meeting materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile stamped signature), which is restricted as to the number of shares beneficially owned by the OBO, but which is otherwise uncompleted. This form of proxy need not be signed by the OBO. In this case, the OBO who wishes to submit a proxy should properly complete the form of proxy and deposit it with TSX Trust Company in the manner set out above in this Circular, with respect to the Shares beneficially owned by such OBO; or
- (b) more typically, be given a voting registration form which is not signed by the Intermediary and which, when properly completed and signed by the OBO and returned to the Intermediary or its service company, will constitute authority and instructions (often called a **“Voting Instruction Form”**) which the Intermediary must follow. Typically, the Voting Instruction Form will consist of a one page pre-printed form. The purpose of this procedure is to permit the OBO to direct the voting of the shares he or she beneficially owns.

Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the persons named in the form and insert the Non-Registered Holder’s name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions, including those regarding when and where the proxy or voting instruction form is to be delivered.

Delivery Matters

The Corporation is not using the “notice-and-access” provisions of NI 54-101 in connection with the delivery of the meeting materials, nor is it sending the meeting materials directly to “non-objecting beneficial owners” in accordance with NI 54-101. The Corporation intends to pay for intermediaries to deliver such meeting materials to “objecting beneficial owners” as defined in NI 54-101.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Corporation consists of an unlimited number of Class A restricted voting shares (the **“Class A Subordinate Voting Shares”**), an unlimited number of Class B multiple voting shares (the **“Class B Multiple Voting Shares”**) and 200,000 preference shares (the **“Preference Shares”**). The holders of Class A Subordinate Voting Shares are entitled to one vote in respect of each Class A Subordinate Voting Share held at all meetings of the shareholders of the Corporation. The holders of Class B Multiple Voting Shares are entitled to five hundred votes in respect of each Class B Multiple Voting Share held at all meetings of the shareholders of the Corporation. The holders of Preference Shares are entitled to one vote in respect of each Preference Share held at all meetings of the shareholders of the Corporation.

As of June 18, 2019, the Corporation had outstanding 2,427,945 Class A Subordinate Voting Shares representing approximately 56.6% of the aggregate voting rights attached to all of the Corporation’s issued and outstanding voting securities, 3,720 Class B Multiple Voting Shares representing approximately 43.4% of the aggregate voting rights attached to all the issued and outstanding securities and no Preference Shares.

Each holder of Class A Subordinate Voting Shares and Class B Multiple Voting Shares (collectively, the **“Shares”**) of record at the close of business on June 18, 2019 (the **“Record Date”**) is entitled to receive notice of and to vote at the Meeting or at any adjournment(s) thereof. In accordance with the provisions of the *Business Corporations Act* (Ontario), the Corporation will prepare a list of holders of Shares as of such Record Date. Each holder of Shares

named in the list will be entitled to vote the Shares shown opposite his/her name on the list at the Meeting, subject to compliance with the procedures specified herein. All such holders of record of Shares are entitled to either attend and vote thereat in person the Shares held by them or, provided a completed and duly executed form of proxy shall have been delivered to the Corporation's transfer agent within the time specified in the attached Notice, to attend and vote thereat by proxy the Shares held by them, all in accordance with the procedures specified herein. The list of Shares of the Corporation created as of the Record Date is final and no new persons who become shareholders of the Corporation following such Record Date will be entitled to notice of or vote at the Meeting.

To the knowledge of the directors and executive officers of the Corporation, as of June 18, 2019, no persons or companies own, or exercise control or direction over, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation, other than as set forth below.

Name of Shareholder	Number of Class A Subordinate Voting Shares	Percentage of all issued and outstanding Class A Subordinate Voting Shares as at June 18, 2019	Number of Class B Multiple Voting Shares	Percentage of all issued and outstanding Class B Multiple Voting Shares as at June 18, 2019	Percentage of all issued and outstanding voting securities of the Corporation as at June 18, 2019
Renee Ballard Toronto, Ontario	401,280 ⁽¹⁾	16.5%	Nil	N/A	9.4%
Robert Cudney Toronto, Ontario	770,102 ⁽²⁾	31.7%	3,720	100%	61.3%

Notes:

⁽¹⁾ Of this total, 6,568 Class A Subordinate Voting Shares are held by Mrs. Ballard directly, and 394,712 Class A Subordinate Voting Shares are held by Orion Capital Incorporated, a company controlled by Mrs. Ballard.

⁽²⁾ Of this total, 471,156 Class A Subordinate Voting Shares are held by Mr. Cudney directly, and 298,946 Class A Subordinate Voting Shares are held by RDC Resource Investments Inc., a company wholly-owned by Mr. Cudney.

CERTAIN RIGHTS OF HOLDERS OF CLASS A SUBORDINATE VOTING SHARES

The following is a summary of the rights attaching to the Class A Subordinate Voting Shares in the event that a take-over bid (as defined herein) is made for Class B Multiple Voting Shares. Reference should be made to the articles of the Corporation for the full text of these provisions.

A "**Qualified Shareholder**" is defined in the articles of the Corporation as any of the following or any combination of the following, as the case may be:

- (a) the original promoter of the Corporation;
- (b) in the event of death or mental incapacity of a Qualified Shareholder, the executors, administrators or trustees of the estate of such Qualified Shareholder;
- (c) a trust, if and for so long as the beneficiary of the trust is a Qualified Shareholder;
- (d) any corporation, 50% of whose outstanding voting rights are beneficially owned, either directly or indirectly, by the Qualified Shareholder;
- (e) the trustee of the estate of any bankrupt Qualified Shareholder;
- (f) the spouse or children of any Qualified Shareholder; or

- (g) any person in whose favour any of the Class B Multiple Voting Shares owned beneficially by a Qualified Shareholder are pledged.

Upon any transfer of Class B Multiple Voting Shares, other than a transfer to a Qualified Shareholder, the transferred shares shall be converted into Class A Subordinate Voting Shares immediately following such transfer.

In the event that any person other than a Qualified Shareholder makes an "**Offer to Acquire**" (as such term is defined in the articles of the Corporation) beneficial ownership of, or control or direction over, one or more Class B Multiple Voting Shares where:

- (a) the Class A Subordinate Voting Shares resulting from the conversion of the Class B Multiple Voting Shares subject to the Offer to Acquire, together with the "**Offeror's Securities**" (as such term is defined in the articles of the Corporation) constitute securities having or having the right to acquire 20% or more of the voting rights attaching to all outstanding Class B Multiple Voting Shares and Class A Subordinate Voting Shares after such conversion; and
- (b) the value of the per share consideration offered is in excess of 115% of the "**Market Price**" (as such term is defined in the articles of the Corporation) of Class A Subordinate Voting Shares at the date of the Offer to Acquire, in addition to reasonable brokerage fees or other commissions,

(such Offer to Acquire being sometimes hereinafter referred to as a "**take-over bid**") and the person making the Offer to Acquire does not offer to acquire Class A Subordinate Voting Shares for consideration per Class A Subordinate Voting Share at least equal to the consideration offered per Class B Multiple Voting Share or on other terms and conditions not less favourable to the holders of Class A Subordinate Voting Shares, then each Class A Subordinate Voting Share shall be convertible, at the option of holders of Class A Subordinate Voting Shares, into one Class B Multiple Voting Share.

This right of conversion will not remain in effect if (i) one or more Qualified Shareholder(s) owing, directly or indirectly, at the date of the take-over bid, shares of any class or classes of the Corporation with voting rights attached thereto in the aggregate greater than 50% of the voting rights attaching to all the then issued and outstanding shares of the Corporation are not recipients of the take-over bid or do not accept it prior to its expiry; or (ii) the take-over bid is not completed by the offeror, in which case the conversion right provided under paragraph 5.5 of the articles of incorporation of the Corporation shall be deemed not to have taken effect and any Subordinate Voting Shares converted to Multiple Voting Shares pursuant to such conversion right shall, on the date of expiry or scheduled date of completion, as the case may be, be reconverted into Subordinate Voting Shares. If Class A Subordinate Voting Shares are converted into Class B Multiple Voting Shares pursuant to a take-over bid, (i) the provisions pursuant to which Class B Multiple Voting Shares are converted into Class A Subordinate Voting Shares will not apply to the Class B Multiple Voting Shares resulting from any such conversion prior to completion of the take-over bid; and (ii) the Class B Multiple Voting Shares resulting from such conversion will be reconverted to Class A Subordinate Voting Shares immediately after completion of the take-over bid which gives rise to such conversion right. Except in the circumstances described in the preceding paragraph, upon completion of a take-over bid, all of the Class B Multiple Voting Shares not reconverted pursuant to this paragraph shall be automatically converted into Class A Subordinate Voting Shares.

Holders of Class A Subordinate Voting Shares may have additional rights under applicable securities legislation in the event of a take-over bid.

NORMAL COURSE ISSUER BID

Pursuant to a notice of intention to make an issuer bid dated June 20, 2018, the Corporation commenced a normal course issuer bid to purchase up to 121,397 Class A Subordinate Voting Shares, being approximately 5% of the issued

and outstanding voting securities of the Corporation as of the date thereof (the "**Bid**"). Management of the Corporation believed that the Class A Subordinate Voting Shares were undervalued at the then prevailing market prices and that purchases of Class A Subordinate Voting Shares pursuant to the Bid would enhance shareholder value. Purchases pursuant to the Bid may occur on the TSX Venture Exchange (the "**TSXV**") between June 20, 2018 and ending June 19, 2019 at prices not exceeding the market price of the Class A Subordinate Voting Shares at the time of acquisition. As at June 18, 2019, 77,352 Class A Shares had been purchased for cancellation under the Bid at an average price of \$28.08 for an aggregate cost of \$2,172,577. Shareholders can obtain a copy of the Notice of Intention to Make a Normal Course Issuer Bid filed with regulators by the Corporation in relation to the Bid by requesting a copy in writing from the Corporation at 141 Adelaide St. West, Suite 301, Toronto, ON M5H 3L5.

STATEMENT OF EXECUTIVE COMPENSATION

The following table provides information for the most recently completed financial years of the Corporation ended December 31, 2016, December 31, 2017 and December 31, 2018 regarding all compensation paid to or earned by the individuals who served as Chief Executive Officer and Chief Financial Officer of the Corporation during the fiscal year ended December 31, 2018 (collectively, the "**Named Executive Officers**"). The Corporation had no other executive officers whose total salary and bonus during the financial year ended December 31, 2018 exceeded \$150,000.

Summary Compensation Table

Name and Principal Position	Year Ended Dec 31,	Salary	Share-based awards	Option-based awards	Non-equity incentive plan compensation		Pension value	All other compensation	Total compensation
					Annual Incentive Plans	Long-term incentive plans			
Robert Cudney, President and Chief Executive Officer	2018	\$252,000 ⁽¹⁾	\$Nil	\$Nil	\$400,000 ⁽⁴⁾	\$Nil	\$Nil	\$5,892 ⁽²⁾	\$657,892
	2017	\$252,000 ⁽¹⁾	\$Nil	\$Nil	\$252,000 ⁽⁵⁾	\$Nil	\$Nil	\$17,940 ⁽²⁾	\$521,940
	2016	\$221,000 ⁽¹⁾	\$Nil	\$Nil	\$30,000 ⁽⁶⁾	\$Nil	\$Nil	\$19,028 ⁽²⁾	\$270,028
Brent Peters, Vice President Finance and Treasurer	2018	\$192,000 ⁽³⁾	\$Nil	\$Nil	\$40,000 ⁽⁴⁾	\$Nil	\$Nil	\$Nil	\$232,000
	2017	\$192,000 ⁽³⁾	\$Nil	\$Nil	\$40,000 ⁽⁵⁾	\$Nil	\$Nil	\$Nil	\$232,000
	2016	\$161,000 ⁽³⁾	\$Nil	\$Nil	\$30,000 ⁽⁶⁾	\$Nil	\$Nil	\$Nil	\$191,000

Notes:

- (1) Consulting fees paid to RDC Resource Investments Inc., a private company wholly-owned by Mr. Cudney.
- (2) During the years ended December 31, 2016, 2017 and 2018, the Corporation paid \$3,013, \$3,013 and \$2,834, respectively in insurance premiums in connection with a term life insurance policy for the benefit of Mr. Cudney, and Mr. Cudney received a taxable benefit in the amount of \$16,015, \$14,927 and \$3,058, respectively, in connection with the personal use of an automobile.
- (3) Consulting fees paid to 1249687 Ontario Ltd., a private company wholly-owned by Mr. Peters.
- (4) Representing a bonus payment made in respect of the 2018 fiscal year.
- (5) Representing a bonus payment made in respect of the 2017 fiscal year.
- (6) Representing a bonus payment made in respect of the 2016 fiscal year.

Outstanding Share-Based Awards and Option-Based Awards

The Named Executive Officers had no share-based and option-based awards outstanding as of December 31, 2018.

Incentive Plan Awards – Value Vested During the Year

The Named Executive Officers had no option-based and share-based awards and non-equity incentive plan compensation vest during the financial year of the Corporation ended December 31, 2018.

For further details concerning the incentive plans of the Corporation, please see “Summary of Stock Option Plan” below.

COMPENSATION DISCUSSION AND ANALYSIS

The Corporation’s approach to executive compensation has been to provide suitable compensation for executives that is internally equitable, externally competitive and reflects individual achievement. The Corporation attempts to maintain compensation arrangements that will attract and retain highly qualified individuals who are able and capable of carrying out the objectives of the Corporation.

The Corporation’s compensation arrangements for the Named Executive Officers may, in addition to salary, include compensation in the form of bonuses and, over a longer term, benefits arising from the grant of stock options. Compensation of the Named Executive Officers to date has emphasized salary and bonuses to attract and retain Named Executive Officers, with a lesser emphasis on the grant of stock options in order to minimize shareholder dilution. This policy may be re-evaluated in the future depending upon the future development of the Corporation and other factors which may be considered relevant by the Board from time to time.

During fiscal 2018, Mr. Cudney, the President and Chief Executive Officer of the Corporation, was paid a salary of \$252,000 and was granted a bonus of \$400,000. In addition, the Corporation also paid an aggregate of \$2,834 in insurance premiums for the benefit of Mr. Cudney in fiscal 2018, as well as automobile benefits and expenses in the aggregate amount of \$3,058. During fiscal 2018, Mr. Peters, the Vice President Finance of the Corporation, was paid a salary of \$192,000 and was granted a bonus of \$40,000. The amounts payable to each of the President and Chief Executive Officer, and Vice President Finance, in respect of fiscal 2018 were determined based upon recommendations of the Compensation Committee of the Corporation, which in turn considered the growth and success of the Corporation as well as the market rate of salaries paid to executive officers of similar public companies.

The compensation program of the Corporation is designed to reward such matters as market success, share performance, and the ability to implement strategic plans. The Board reviews the compensation of the Named Executive Officers on a yearly basis, having regard to such matters as what companies at a similar stage of development to the Corporation pay other executives occupying similar offices, the time and effort each officer is required to devote to the Corporation, the officer's success in developing strategic plans for the Corporation and the results of implementing the plans. The current overall objectives of the Corporation’s compensation strategy are to promote retention of management by rewarding management for their efforts, all in the context of these considerations. With respect to any bonuses or incentive plan grants which may be awarded to executive officers in the future, the Corporation has not currently set any objective criteria and will instead rely upon any recommendations of the Compensation Committee and discussion at the Board level with respect to these and any other matters which the Board may consider relevant on a going-forward basis, including the cash position of the Corporation.

Existing options held by the Named Executive Officers at the time of subsequent option grants are taken into consideration in determining the quantum or terms of any such subsequent option grants. In the past, options have been granted to directors, management, employees and certain service providers as long-term incentives to align the individual’s interests with those of the Corporation. The size of the option awards is in proportion to the deemed ability of the individual to make an impact on the Corporation’s success.

TERMINATION OF EMPLOYMENT, CHANGE IN RESPONSIBILITIES AND EMPLOYMENT CONTRACTS

There are currently no employment contracts between the Corporation and any Named Executive Officer, nor any compensatory plan, contract or arrangement where a Named Executive Officer is entitled to receive payments from the Corporation in the event of a resignation, retirement or any other termination of the Named Executive Officer's employment with the Corporation, a change of control of the Corporation or a change in the Named Executive Officer's responsibilities following a change of control.

COMPENSATION OF DIRECTORS

Prior to January 1, 2008, the directors of the Corporation did not receive compensation from the Corporation for serving in their capacities as directors. Effective January 1, 2008, the Corporation adopted a policy of compensating all independent directors at a standard rate of \$12,000 per annum, together with an additional \$12,000 per annum payable to the chair of the Audit Committee. Effective July 1, 2016, the Corporation increased the standard rate of compensation to \$24,000 per annum.

Directors who are not officers of the Corporation are also entitled to receive compensation to the extent that they provide services to the Corporation at rates that would be charged for such services by arm's length parties. Directors may also be entitled to participate in the stock option plan of the Corporation (the "**Option Plan**").

Director Compensation

The following table provides a summary of all annual and long-term compensation for services rendered in all capacities to the Corporation for the fiscal year ended December 31, 2018, in respect of the individuals who were, during the fiscal year ended December 31, 2018, directors of the Corporation other than the Named Executive Officers.

Name	Fees Earned	Share-based awards	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total
Maryke Ballard	\$24,000	Nil	Nil	Nil	Nil	Nil	\$24,000
John McBride	\$24,000	Nil	Nil	Nil	Nil	Nil	\$24,000
Thomas Pladsen ⁽¹⁾	\$36,000	Nil	Nil	Nil	Nil	\$20,000 ⁽²⁾	\$56,000
Morris Prychidny	\$24,000	Nil	Nil	Nil	Nil	\$20,000 ⁽³⁾	\$44,000

Notes

(1) Chair of the Audit Committee.

(2) Consulting fees paid to 2208932 Ontario Inc., a private company controlled by Thomas Pladsen.

(3) Consulting fees paid to 1201586 Ontario Limited, a private company controlled by Morris Prychidny.

Outstanding Share-Based Awards and Option-Based Awards

The directors of the Corporation other than the Named Executive Officers had no share-based and option-based awards outstanding as of December 31, 2018.

Incentive Plan Awards – Value Vested During the Year

The directors of the Corporation other than the Named Executive Officers had no share-based and option-based awards vest during the financial year of the Corporation ended December 31, 2018.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Set forth below is a summary of securities issued and issuable under all equity compensation plans of the Corporation as at December 31, 2018. As at December 31, 2018, the Option Plan was the only equity compensation plan of the Corporation. See also “Summary of Stock Option Plan”.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average Exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders	Nil	N/A	132,500
Equity compensation plans not approved by security holders	Nil	N/A	Nil
Total	Nil	N/A	132,500

SUMMARY OF STOCK OPTION PLAN

The shareholders of the Corporation approved the Option Plan on June 28, 2001. The number of Class A Subordinate Voting Shares reserved for issuance under the Option Plan may not exceed 490,000. An aggregate of 357,500 options have been granted by the Corporation, all of which have been exercised, leaving no Class A Subordinate Voting Shares currently reserved for issuance pursuant to options granted and 132,500 options available for future grant under the Option Plan.

The purpose of the Option Plan is to attract, retain and motivate persons as key service providers to the Corporation and to advance the interests of the Corporation by providing such persons with the opportunity, through share options, to acquire a proprietary interest in the Corporation and benefit from its growth. The options are non-assignable and may be granted for a term not exceeding five years.

Options may be granted under the Option Plan only to directors, officers, employees and other service providers subject to the rules and regulations of applicable regulatory authorities and any Canadian stock exchange upon which the Class A Subordinate Voting Shares may be listed or may trade from time to time. The number of Class A Subordinate Voting Shares reserved for issue to any one person pursuant to the Option Plan may not exceed 5% of the issued and outstanding Class A Subordinate Voting Shares at the date of such grant. The exercise price of options issued may not be less than the fair market value of the Class A Subordinate Voting Shares at the time the option is granted, subject to any discounts permitted by applicable legislative and regulatory requirements.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 of the Canadian Securities Administrators has set out a series of guidelines for effective corporate governance (the “**Guidelines**”). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. National Instrument 58-101 (“**NI 58-101**”) of the Canadian Securities Administrators requires the disclosure by each listed corporation of its approach to corporate governance with reference to the Guidelines as it is recognized that the unique characteristics of individual corporations will result in varying degrees of compliance.

Set out below is a description of the Corporation's approach to corporate governance in relation to the Guidelines.

The Board of Directors

NI 58-101 defines an "independent director" as a director who has no direct or indirect material relationship with the Corporation. A "material relationship" is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member's independent judgement. The Board is currently comprised of five members; the majority of which the Board has determined are "independent directors" within the meaning of NI 58-101.

Messrs. Cudney and Peters are not considered to be "independent" as the result of their roles as President & Chief Executive Officer and Vice President Finance & Treasure of the Corporation respectively.

Ms. Ballard and Messrs. McBride, Prychidny and Pladsen are considered independent directors since they are all independent of management and free from any material relationship with the Corporation. The basis for this determination is that, since the beginning of the fiscal year ended December 31, 2018, none of the independent directors have worked for the Corporation, received any material remuneration from the Corporation or had material contracts with or material interests in the Corporation which could interfere with their ability to act with a view to the best interests of the Corporation.

The Board believes that it functions independently of management. To enhance its ability to act independent of management, the Board may meet in the absence of members of management and the non-independent directors or may excuse such persons from all or a portion of any meeting where a potential conflict of interest arises or where otherwise appropriate. The Board did not hold any meetings of the independent directors in the absence of members of management and the non-independent directors during the fiscal year ended December 31, 2018.

Directorships

Certain of the directors of the Corporation are also directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Other reporting issuer (or equivalent in a foreign jurisdiction)
Maryke Ballard	None
Robert Cudney	None
John McBride	None
Brent Peters	Nighthawk Gold Corp.
Thomas Pladsen	Atex Resources Inc., Carrie Arran Resources Inc., Neo Lithium Corp.
Morris Prychidny	Barkerville Gold Mines Ltd., Fountain Asset Corp., Nighthawk Gold Corp.

Orientation and Continuing Education

While the Corporation currently has no formal orientation and education program for new board members, sufficient information (such as recent annual reports, prospectus, proxy solicitation materials, technical reports and various other operating, property and budget reports) is provided to any new board member to ensure that new directors are familiarized with the Corporation's business and the procedures of the board. In addition, new directors are encouraged to visit and meet with management on a regular basis. The Corporation also encourages continuing education of its

directors and officers where appropriate in order to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Corporation.

Ethical Business Conduct

The Board monitors the ethical conduct of the Corporation and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the board operates independently of management and in the best interests of the Corporation. In order to supplement these safeguards, the Board has also adopted a formal code of ethics, a copy of which may be obtained by contacting the Corporation at its head office address at 141 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 3L5. Compliance with the code of ethics is monitored by the audit committee of the Corporation.

Nomination of Directors

The full Board performs the functions of a nominating committee with responsibility for the appointment and assessment of directors. The Board believes that this is a practical approach at this stage of the Corporation's development and given the small size of the Board.

While there are no specific criteria for Board membership, the Corporation attempts to attract and maintain directors with business knowledge and a particular knowledge of areas such as finance which would assist in guiding the officers of the Corporation. As such, nominations tend to be the result of recruitment efforts by management of the Corporation and discussions among the directors prior to the consideration of the Board as a whole.

Other Board Committees

The Board currently has no standing committees other than the Audit Committee.

Assessments

The Board assesses, on an annual basis, the contributions of the Board as a whole and each of the individual directors, in order to determine whether each is functioning effectively.

AUDIT COMMITTEE

Multilateral Instrument 52-110 - *Audit Committees* ("MI 52-110") requires the Corporation to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

Audit Committee Charter

The Corporation's audit committee is governed by an audit committee charter, the text of which is attached as Exhibit "1" to this Information Circular.

Composition of the Audit Committee

The Corporation's audit committee during the year ended December 31, 2018 is comprised of Messrs. Pladsen, Prychidny and Peters. As defined in MI 52-110, Messrs. Pladsen and Prychidny are considered to be "independent" within the meaning of MI 52-110. Mr. Peters is not considered to be "independent" as the result of his role as the Vice

President Finance and Treasurer of the Corporation.

In order for directors to be appointed to the Audit Committee, they must demonstrate that they have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements. In this regard, the Board has determined that each member of the Audit Committee meets these criteria as each of Messrs. Pladsen, Prychidny and Peters are familiar with accounting principles, financial statements and financial reporting requirements as a result of (i) Mr. Pladsen's experience as Chief Financial Officer, director and member of the audit committees of a number of reporting issuers over more than 30 years as well as his education which included a Chartered Accountant designation. Currently Mr. Pladsen is a member of the audit committee of Carrie Arran Resources Inc. and Neo Lithium Corp.; (ii) Mr. Prychidny's familiarity with accounting principles, financial statements and financial reporting requirements as a result of his experience as a director and Secretary-Treasurer of Orion Capital Incorporated and as a director and officer of Woodbine Downs Limited, his past investment experience in start-up venture companies, a director and member of the audit committees of a number of reporting issuers and his education which includes a Chartered Accountant designation. Currently Mr. Prychidny is a member of the audit committee of Barkerville Gold Mines Ltd., Fountain Asset Corp., and Nighthawk Gold Corp.; and (iii) Mr. Peters' experience as the Vice President Finance and Treasurer of the Corporation for the past 20 years, and as a director and member of the audit committees of a number of reporting issuers. Currently Mr. Peters is a member of the audit committee of Nighthawk Gold Corp.

Pre-Approval Policies and Procedures

In the event the Corporation wishes to retain the services of the Corporation's external auditors for tax compliance, tax advice or tax planning, the Chief Financial Officer of the Corporation shall consult with the chair of the audit committee, who shall have the authority to approve or disapprove on behalf of the audit committee, such non-audit services. All other permissible non-audit services shall be approved or disapproved by the audit committee as a whole.

Audit Fees

The following chart summarizes the aggregate fees paid to the external auditors of the Corporation for professional services rendered to the Corporation during the fiscal years ended December 31, 2015 and 2016 for audit and non-audit related services:

Type of Work	Year Ended Dec. 31, 2017	Year Ended Dec. 31, 2018
Audit fees ⁽¹⁾	\$72,546	\$69,550
Audit-related fees ⁽²⁾	\$nil	\$nil
Tax advisory fees ⁽³⁾	\$5,350	\$5,350
All other fees ⁽⁴⁾	\$nil	\$nil
Total	\$77,896	\$74,900

Notes

- (1) Aggregate fees paid for the Corporation's annual financial statements and services normally provided by the auditor in connection with the Corporation's statutory and regulatory filings.
- (2) Aggregate fees paid for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported as "Audit fees", including: assistance with aspects of tax accounting, attest services not required by state or regulation and consultation regarding financial accounting and reporting standards.
- (3) Aggregate fees paid for tax compliance, advice, planning and assistance with tax for specific transactions.
- (4) Paid as a Canadian Public Accountability Board fee, calculated as 2% of aggregate audit fees and other consulting fees associated with a regulatory review and administrative fees.

Exemption

The Corporation is relying on the exemption provided by section 6.1 of MI 52-110 which provides that the Corporation, as a “venture issuer”, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of MI 52-110.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The by-laws of the Corporation provide that, to the maximum extent permitted by law, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, where the individual (i) acted honestly and in good faith with a view to the best interests of the Corporation or other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request, as the case may be; and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful. The by-laws of the Corporation further provide that the Corporation shall advance moneys to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to above, provided that such individual shall repay the moneys if the individual does not fulfill the conditions set forth in items (i) and (ii) above.

The provisions for indemnification contained in the by-laws of the Corporation are not deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any agreement, vote of shareholders or directors or otherwise, both as to action in the individual's official capacity and as to action in another capacity, and continue as to a person who has ceased to be a director, officer, employee or agent, and inure to the benefit of the heirs and legal representatives of such a person.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Corporation's directors, executive officers, employees, former executive officers, former directors, former employees, currently or formerly proposed nominees for election as a director, nor any associate of any such individual, is at the date hereof, or has been since the commencement of the financial year of the Corporation ended December 31, 2018, indebted to the Corporation or any subsidiary of the Corporation in connection with the purchase of securities or otherwise. In addition, no indebtedness of these individuals to another entity has been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding of the Corporation or any of its subsidiaries either as at the date of this Circular or at any time since the commencement of the financial year of the Corporation ended December 31, 2018.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director, executive officer, significant shareholder (or director or executive officer thereof), or proposed director of the Corporation, or any associate or affiliate thereof, has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

Conflicts of interest which arise, if any, will be subject to and governed by procedures prescribed by the *Business Corporations Act* (Ontario) (the “**OBCA**”) which require a director or officer of a corporation who is party to or is a director or officer of or has a material interest in any person who is a party to a material contract or proposed material contract of the Corporation, to disclose his interest and refrain from voting on any matter in respect of such contract unless otherwise permitted by the OBCA.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Election of Directors

The articles of the Corporation provide that the Board may consist of a minimum of three and a maximum of ten directors, to be elected annually. At the Meeting, shareholders will be asked to elect six directors. **Unless authority to do so is withheld, the persons named in the accompanying proxy intend to vote for the election of all six nominees whose names are set forth below (the “Nominees”).** Management of the Corporation does not contemplate that any of the Nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the enclosed form of proxy to vote the proxy for the election of any other person or persons in place of any Nominee(s) unable to serve. Each director elected will hold office until the close of the first annual Meeting of shareholders of the Corporation following his election unless his office is earlier vacated in accordance with the by-laws of the Corporation.

The following table sets out the name, province and country of residence of each of the Nominees, the year in which each was first elected a director of the Corporation (where applicable), the principal occupation or employment of each them for the past five years, and the approximate number of Shares beneficially owned, directly or indirectly, or over which director or control is exercised by the Nominees, which is in each instance based on information furnished by the person concerned as of May 7, 2018.

Name and Province of Residence	Position	Principal Occupation	Director Since	Number of Voting Securities Held or Controlled ⁽¹⁾
Maryke Ballard Ontario, Canada	Director	Vice president of Orion Capital Incorporated, private investment company	2017	17,082 Class A Subordinate Voting Shares
Robert Cudney Ontario, Canada	President and Chief Executive Officer and Director	President and Chief Executive Officer of the Corporation	1981	770,102 Class A Subordinate Voting Shares 3,720 Class B Multiple Voting Shares
John McBride Ontario, Canada	Director	Private Investor	1989	120,300 Class A Subordinate Voting Shares
Brent Peters ⁽²⁾ Ontario, Canada	Vice President of Finance and Director	Vice President of Finance of the Corporation	2014	72,400 Class A Subordinate Voting Shares
Thomas Pladsen ⁽²⁾ Ontario, Canada	Director	Independent Businessman	1994	19,990 Class A Subordinate Voting Shares
Morris Prychidny ⁽²⁾ Ontario, Canada	Director	Chief Financial Officer, Orion Capital Incorporated, private investment company	2008	1,500 Class A Subordinate Voting Shares

Notes

- (1) The information as to voting securities beneficially owned or over which the Nominees exercise control or direction not being within the knowledge of the Corporation has been furnished by the respective Nominees individually.
- (2) Member of the audit committee. See “Audit Committee Disclosure”.

IF ANY OF THE NOMINEES IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR ANOTHER NOMINEE IN THEIR DISCRETION UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS SHARES ARE TO BE WITHHELD FROM VOTING IN THE ELECTION OF DIRECTORS.

2. Appointment of Auditors

Unless authority to do so is withheld, the persons named in the accompanying proxy intend to vote for the appointment of MNP LLP, Chartered Accountants, as auditors of the Corporation until the close of the next annual meeting of shareholders and to authorize the directors to fix their remuneration. MNP LLP was first appointed as auditors of the Corporation on December 5, 2014.

ADDITIONAL INFORMATION

Additional information concerning the Corporation is available on SEDAR at www.sedar.com. Financial information concerning the Corporation is provided in the Corporation's comparative financial statements and management's discussion and analysis for the financial year ended December 31, 2018.

Shareholders wishing to obtain a copy of the Corporation's consolidated financial statements and management's discussion and analysis may contact the Corporation as follows:

NORTHFIELD CAPITAL CORPORATION
141 Adelaide Street West, Suite 301
Toronto, ON M5H 3L5
(416) 628-5901

DIRECTORS' APPROVAL OF CIRCULAR

The contents and the sending of this Circular to the shareholders of the Corporation have been approved by the Board.

DATED at Toronto, Ontario this 18th day of June, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

"Signed"

ROBERT CUDNEY

President and Chief Executive Officer

EXHIBIT 1
NORTHFIELD CAPITAL CORPORATION
Charter of the Audit Committee of the Board of Directors

I PURPOSE

The Audit Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Northfield Capital Corporation (the “**Corporation**”) to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Corporation. The Committee’s primary duties and responsibilities are to:

- conduct such reviews and discussions with management and the external auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;
- assess the integrity of internal controls and financial reporting procedures of the Corporation and ensure implementation of such controls and procedures;
- ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel;
- review the quarterly and annual financial statements and management's discussion and analysis of the Corporation's financial position and operating results and report thereon to the Board for approval of same;
- select and monitor the independence and performance of the Corporation's external auditors, including attending at private meetings with the external auditors and reviewing and approving all renewals or dismissals of the external auditors and their remuneration; and
- provide oversight to related party transactions entered into by the Corporation.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the external auditors as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts to assist in the performance of the Committee’s duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part IV of this Charter.

II AUTHORITY OF THE AUDIT COMMITTEE

The Committee shall have the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;

- (b) set and pay the compensation for advisors employed by the Committee; and
- (c) communicate directly with the internal and external auditors.

III COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the Ontario Securities Commission (“OSC”), the TSXV, the *Business Corporations Act* (Ontario) and all applicable securities regulatory authorities.
2. The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.
3. A majority of the members of the Committee shall not be officers or employees of the Corporation or any of its affiliates.
4. The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two and at least 50% of the members of the Committee present either in person or by telephone shall constitute a quorum.
5. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
6. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.
7. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
8. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
9. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.

10. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as the Committee may see fit, from time to time, to attend at meetings of the Committee.
11. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.

The Committee members will be elected annually at the first meeting of the Board following the annual general meeting of shareholders.

IV RESPONSIBILITIES

A Financial Accounting and Reporting Process and Internal Controls

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with applicable generally accepted accounting principles (“GAAP”) and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements. With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.
2. The Committee shall review any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management’s response.
3. The Committee shall be satisfied that adequate procedures are in place for the review of the Corporation’s public disclosure of financial information extracted or derived from the Corporation’s financial statements, management’s discussion and analysis and interim earnings press releases, and periodically assess the adequacy of these procedures.
4. The Committee shall review management’s discussion and analysis relating to annual and interim financial statements and any other public disclosure documents, including interim earnings press releases, that are required to be reviewed by the Committee under any applicable laws before the Corporation publicly discloses this information.
5. The Committee shall meet no less frequently than annually with the external auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, the officer of the Corporation in charge of financial matters, deem appropriate.
6. The Committee shall inquire of management and the external auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management has taken to minimize such risks.

7. The Committee shall review the post-audit or management letter containing the recommendations of the external auditors and management's response and subsequent follow-up to any identified weaknesses.
8. The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.
9. The Committee shall establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
10. The Committee shall provide oversight to related party transactions entered into by the Corporation.

B Independent Auditors

1. The Committee shall recommend to the Board the external auditors to be nominated, shall set the compensation for the external auditors, provide oversight of the external auditors and shall ensure that the external auditors report directly to the Committee.
2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.
3. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the external auditors in accordance with the terms of this charter.
4. The Committee shall monitor and assess the relationship between management and the external auditors and monitor, support and assure the independence and objectivity of the external auditors.
5. The Committee shall review the external auditors' audit plan, including the scope, procedures and timing of the audit.
6. The Committee shall review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.
7. The Committee shall obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information within GAAP that were discussed with management, their ramifications, and the external auditors' preferred treatment and material written communications between the Corporation and the external auditors.
8. The Committee shall review fees paid by the Corporation to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.

9. The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.
10. The Committee shall monitor and assess the relationship between management and the external auditors and monitor and support the independence and objectivity of the external auditors.

C Other Responsibilities

The Committee shall perform any other activities consistent with this Charter and governing law, as the Committee or the Board deems necessary or appropriate.

NORTHFIELD CAPITAL CORPORATION

Procedures for Receipt of Complaints and Submissions Relating to Accounting Matters

1. The Corporation shall inform employees on the Corporation's intranet, if there is one, or via a newsletter or e-mail that is disseminated to all employees at least annually, of the officer (the "**Complaints Officer**") designated from time to time by the Committee to whom complaints and submissions can be made regarding accounting, internal accounting controls or auditing matters or issues of concern regarding questionable accounting or auditing matters.
2. The Complaints Officer shall be informed that any complaints or submissions so received must be kept confidential and that the identity of employees making complaints or submissions shall be kept confidential and shall only be communicated to the Committee or the Chair of the Committee.
3. The Complaints Officer shall be informed that he or she must report to the Committee as frequently as such Complaints Officer deems appropriate, but in any event no less frequently than on a quarterly basis prior to the quarterly meeting of the Committee called to approve interim and annual financial statements of the Corporation.
4. Upon receipt of a report from the Complaints Officer, the Committee shall discuss the report and take such steps as the Committee may deem appropriate.
5. The Complaints Officer shall retain a record of a complaint or submission received for a period of six years following resolution of the complaint or submission.

NORTHFIELD CAPITAL CORPORATION

Procedures for Approval of Non-Audit Services

1. The Corporation's external auditors shall be prohibited from performing for the Corporation the following categories of non-audit services:
 - (a) bookkeeping or other services related to the Corporation's accounting records or financial statements;
 - (b) financial information systems design and implementation;
 - (c) appraisal or valuation services, fairness opinion or contributions-in-kind reports;
 - (d) actuarial services;
 - (e) internal audit outsourcing services;
 - (f) management functions;
 - (g) human resources;
 - (h) broker or dealer, investment adviser or investment banking services;
 - (i) legal services;
 - (j) expert services unrelated to the audit; and
 - (k) any other service that the Canadian Public Accountability Board determines is impermissible.
2. In the event that the Corporation wishes to retain the services of the Corporation's external auditors for tax compliance, tax advice or tax planning, the Chief Financial Officer of the Corporation shall consult with the Chair of the Committee, who shall have the authority to approve or disapprove on behalf of the Committee, such non-audit services. All other non-audit services shall be approved or disapproved by the Committee as a whole.
3. The Chief Financial Officer of the Corporation shall maintain a record of non-audit services approved by the Chair of the Committee or the Committee for each fiscal year and provide a report to the Committee no less frequently than on a quarterly basis.