

Form 45-102F1
Notice of Intention to Distribute Securities under Section 2.8
of NI 45-102 *Resale of Securities*

Reporting issuer

1. Name of reporting issuer: Northfield Capital Corporation (the "Issuer")

Selling Security holder

2. Your name: Robert Cudney

3. The offices or positions you hold in the reporting issuer: Director, President and Chief Executive Officer

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer? No.

5. Number and class of securities of the reporting issuer you beneficially own: 770,102 Class A Shares of which 298,946 are registered to RDC Resource Investments Inc., a corporation wholly owned by Mr. Cudney, which in total represents 32.8% of the issued and outstanding Class A Shares. In addition, Mr. Cudney owns 3,720 Class B Multiple voting shares representing 100% of the issued and outstanding Class B shares.

Distribution

6. Number and class of securities you propose to sell: 5,000 Class A Shares

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name. TSX Venture Exchange

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I certify that

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (2) the information given in this form is true and complete.

Date: July 8, 2019

Robert Cudney

Your name (Selling security holder)

Your signature (or if a company, the signature of your authorized signatory)

N/A

Name of your authorized signatory

INSTRUCTION:

File this form electronically through SEDAR with the securities regulatory authority in each jurisdiction where you sell securities and with the Canadian exchange on which the securities are listed. Where the securities are being sold on an exchange, the form should be filed in every jurisdiction across Canada.

Notice to selling security holders – collection and use of personal information

The personal information required in this form is collected for and used by the listed securities regulatory authorities to administer and enforce securities legislation in their jurisdictions. This form is publicly available by authority of Multilateral Instrument 45-102 and the securities legislation in each of the jurisdictions. The personal information collected will not be used or disclosed other than for the stated purposes without first obtaining your consent. Corporate filers should seek the consent of any individuals whose personal information appears in this form before filing this form.