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

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual and Special 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 Friday, July 9, 2021, 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, 2020 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;

4. to consider, and if deemed appropriate, to approve, with or without variation, a special resolution authorizing and approving an amendment to the Corporation's articles to effect the change of the Corporation's name from "Northfield Capital Corporation" to such name as the board of directors of the Corporation in its discretion may resolve and as may be acceptable to applicable regulatory authorities, if required; and

5. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

This notice is accompanied by a management information circular of the Corporation dated as of June 4, 2021 (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, 2020 together with the report of the auditors thereon. A "**special resolution**" is a resolution passed by a majority of not less than two-thirds of the votes cast by shareholders who voted in respect of that resolution.

To proactively deal with the unprecedented public health impact of COVID-19 and Provincial and Federal guidance regarding public gatherings, shareholders and proxyholders are strongly encouraged NOT to attend the Meeting in person. The COVID-19 virus is causing unprecedented social and economic disruption and we want to ensure that no one is unnecessarily exposed to any risks. Furthermore, so that the Corporation can mitigate potential risks to the health and safety of shareholders, employees, and the community, there will be strict limitations on the number of persons permitted entry to the Meeting and anyone who is not a registered shareholder or proxyholder will not be permitted entry. The Corporation urges all shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out below.

The COVID-19 situation is dynamic and continues to evolve daily. If events arise that require the Corporation to make changes to the date, time and/or location of the Meeting it will promptly notify shareholders and communicate any changes through a press release. The Corporation intends to resume holding unrestricted in-person shareholder's meetings in future years.

The board of directors of the Corporation has by resolution fixed the close of business on May 21, 2021 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. Late proxies may be accepted or rejected by the Chairman of the Meeting at his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

DATED at Toronto, Ontario as of the 4th day of June, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

"Robert Cudney"

ROBERT CUDNEY
President and Chief Executive Officer