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 Thursday, June 27, 2024, at 11:00 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, 2023 together with the report of the auditors thereon;

2. to elect directors of the Corporation for the ensuing year;

3. to reappoint MNP LLP, Chartered Accountants, as auditors of the Corporation and to authorize the directors to fix their remuneration;

4. to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution, the text of which is set forth in the accompanying management information circular (the "**Circular**") dated May 21, 2024, to approve the Corporation's Omnibus Equity Incentive Plan (the "**Incentive Plan**"), as more particularly described in the Circular (the "**Incentive Plan Resolution**"); and

5. to consider and, if deemed advisable, to approve, with or without variation, a special resolution, the text of which is set forth in the accompanying Circular, to amend to the articles of the Corporation to effect a change of its name from "Northfield Capital Corporation" to "Northfield & Company Inc.", or such other name as the board of directors of the Corporation in its discretion may resolve and as may be acceptable to applicable regulatory authorities, including the TSX Venture Exchange;

6. to consider and, if deemed advisable, to approve, with or without variation, a special resolution authorizing and approving the Corporation to amend its articles to give effect to a share split of the Class A restricted voting shares (the "**Class A Subordinate Voting Shares**") and Class B multiple voting shares (the "**Class B Multiple Voting Shares**", and together with the Class A Subordinate Voting Shares, the "**Shares**") on the basis of up to twenty (20) post-split Shares for each one (1) pre-split Share, as determined by the board of directors of the Corporation, in its sole discretion (the "**Share Split Resolution**"); and

7. 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 May 21, 2024 (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, 2023 together with the report of the auditors thereon. An "**ordinary resolution**" is a resolution passed by a majority of the votes cast by shareholders who voted in respect of that resolution. 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. With respect to the Share Split Resolution, the special resolution must be passed by a majority of not less than two-thirds of the votes cast by shareholders of each class, voting separately as a class, who voted in respect of such resolution.

The board of directors of the Corporation has by resolution fixed the close of business on May 23, 2024 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. Shareholders may also vote online by visiting http://www.voteproxyonline.com and entering the 12 digit control number found at the bottom of the enclosed proxy form. A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit their duly completed and executed form of proxy with the Corporation's registrar and transfer agent, TSX Trust Company, Proxy Department by fax at 416-595-9593, 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 Chair of the Meeting at their discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

The Corporation urges all shareholders to vote by proxy in advance of the Meeting in accordance with the instructions set out above.

DATED at Toronto, Ontario as of the 21st day of May, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

"Robert Cudney"

ROBERT CUDNEY
President, Chief Executive Officer and Director