NORTHFIELD CAPITAL CORPORATION
(the "**Corporation**")

Annual and Special Meeting
June 27, 2024 at 11:00 AM (Canada/Eastern Daylight)
141 Adelaide St W, Suite 301, Toronto, ON
(the "**Meeting**")

Proxy Voting – Guidelines and Conditions

1. **THIS PROXY IS SOLICITED BY OR ON BEHALF OF THE MANAGEMENT OF THE CORPORATION.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. **If you appoint the Management Nominees indicated on the reverse to vote on your behalf, they must also vote in accordance with your instructions or, if no instructions are given, in accordance with the Voting Recommendations highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.**
4. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
5. **The securityholder has a right to appoint a person or company to represent the securityholder at the Meeting other than the person or company designated in the form of proxy.** Such right may be exercised by inserting, on the reverse of this form, in the space labeled “Please print appointee name”, the name of the person to be appointed, who need not be a securityholder of the Corporation.
6. To be valid, this proxy must be signed. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its mailing to the securityholders of the Corporation.
7. To be valid, this proxy must be filed using one of the ***Voting Methods*** and must be received by *TSX Trust Company* before the ***Filing Deadline for Proxy,*** noted on the reverse or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays and holidays excepted) before the time of the adjourned or postponed meeting. Late proxies may be accepted or rejected by the Chair of the Meeting in his discretion, and the Chair is under no obligation to accept or reject any particular late proxy.
8. If the holder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the holder may be required to provide documentation evidencing the signatory’s power to sign the proxy.
9. Guidelines for proper execution of the proxy are available at www.stac.ca. Please refer to the Proxy Protocol.

Electronic Delivery

If you are a registered securityholder and wish to enroll for electronic delivery for future issuer communications including meeting related materials, financial statements, DRS, etc., where applicable, you may do so:

1. After you vote online at www.voteproxyonline.com using your control number.
2. Through TSX Trust’s online portal, Investor Insite. You may log in or enroll at https://www.tsxtrust.com/investor-login

For details go to www.tsxtrust.com/consent-to-electronic-delivery

VOTING METHOD	
Internet	Go to www.voteproxyonline.com and enter the 12 digit control number
FACSIMILE	416-595-9593
MAIL or HAND DELIVERY	TSX Trust Company 301-100 Adelaide Street West Toronto, Ontario, M5H 4H1

Investor inSite

TSX Trust Company offers at no cost to holders, the convenience of secure 24-hour access to all data relating to their account including summary of holdings, transaction history, and links to valuable holder forms and Frequently Asked Questions.

To register, please visit: https://tsxtrust.com/t/investor-hub/forms/investor-insite-registration and complete the registration form.

For assistance, please contact TSX TRUST INVESTOR SERVICES.

Mail: 301 - 100 Adelaide Street West Toronto, ON, M5H 4H1
Tel: 1-866-600-5869
Email: tsxtis@tmx.com

FORM OF PROXY ("PROXY")

NORTHFIELD CAPITAL CORPORATION
(the "**Corporation**")

CONTROL NUMBER: «CONTROL_NUMBER»

Annual and Special Meeting
June 27, 2024 at 11:00 AM
(Canada/Eastern Daylight)
141 Adelaide St W, Suite 301, Toronto, ON

SECURITY CLASS: **Class A Restricted and Class B Restricted**

RECORD DATE: May 23, 2024

FILING DEADLINE FOR PROXY: **June 25, 2024 at 11:00 AM (Canada/Eastern Daylight)**

APPOINTEES

The undersigned hereby appoints **Robert Cudney, President & Chief Executive Officer** whom failing **Michael Leskovec, Chief Financial Officer** (the "Management Nominees") or instead of any of them, the following Appointee

PLEASE PRINT APPOINTEE NAME

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any, provided below.

- SEE VOTING GUIDELINES ON REVERSE -

RESOLUTIONS - VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT ABOVE THE BOXES

1. Election of Directors	**FOR**	**WITHHOLD**
A) Maryke B. Ballard	☐	☐
B) Robert Cudney	☐	☐
C) John D. McBride	☐	☐
D) Thomas J. Pladsen	☐	☐
E) Morris J. Prychidny	☐	☐
F) Ernest L. Eves	☐	☐

2. Appointment of Auditor	**FOR**	**WITHHOLD**
Appointment of MNP LLP as Auditor of the Corporation for the ensuing year and authorizing the Directors to fix their remuneration.	☐	☐

3. Approval of Incentive Plan	**FOR**	**AGAINST**
BE IT HEREBY RESOLVED as an ordinary resolution that the Incentive Plan of the Corporation, in the form attached to the Circular be approved.	☐	☐

4. Approval of Name Change	**FOR**	**AGAINST**
BE IT RESOLVED, as a special resolution of the holders of the Corporation's Shares, that the Corporation is hereby authorized to file Articles of Amendment pursuant to the Business Corporations Act (Ontario) (the "Act") to change its name from "Northfield Capital Corporation" to "Northfield & Company Inc.", or to such name that the board of directors deems appropriate and as may be approved by applicable regulatory authorities, including the TSX Venture Exchange, if the board of directors considers it to be in the best interest of the Corporation to implement such a name change.	☐	☐

5. Approval of Share Split	**FOR**	**AGAINST**
BE IT RESOLVED, as a special resolution of the holders of the Corporation's Shares, that: (a) the Corporation is hereby authorized to file Articles of Amendment pursuant to the Act to give effect to a share split of the issued and outstanding Class A Subordinate Voting Shares and issued and outstanding Class B Multiple Voting Shares (the "Share Split") 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 "Split Ratio"), provided that the Split Ratio is not greater than twenty (20) post-split Shares for each one (1) pre-split Share.	☐	☐

The Proxy revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s) Date(MM/DD/YYYY)

☐ **Interim Financial Statements** – Mark this box if you would like to receive Interim Financial Statements and Management's Discussion and Analysis.

☐ **Annual Financial Statements** – Mark this box if you would like Annual Financial Statements and Management's Discussion and Analysis.

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions. If the cut-off time has passed, please fax this side to 416-595-9593

☐ Check this box if you wish to receive the selected **financial statements** electronically (optional on the Issuer providing via email)

EMAIL

By providing my email address, I hereby acknowledge and consent to all provisions outlined in the following: https://www.tsxtrust.com/consent-to-electronic-delivery?lang=en