NORTHFIELD

CAPITAL CORPORATION

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024

GENERAL

The following discussion of performance, financial condition and future prospects should be read in conjunction with the unaudited consolidated financial statements of Northfield Capital Corporation ("**Northfield**") and notes thereto for the three and nine months ended September 30, 2024 which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). This management discussion and analysis ("**MD&A**") covers the last completed fiscal quarter and is updated as of November 26th, 2024. All amounts in this MD&A are rounded to the nearest 10th of a million Canadian dollars and are approximate figures, except for per share amounts. Market values of investments are based on the closing price of the security which trades on a recognized exchange at the end of the reporting period. Readers are encouraged to read Northfield's public information filings on SEDAR at www.sedarplus.ca. Northfield's Class A Subordinate Voting Shares ("**Class A Shares**") are listed on the TSX Venture Exchange ("**TSX-V**") under the symbol "NFD.A".

NATURE OF ACTIVITIES

Northfield is focused on making strategic investments in, and supporting the management initiatives of, selected businesses. Northfield seeks to participate in businesses which are past the initial development stage and demonstrate the potential for significant appreciation in value. Northfield regards its investees as partners. Northfield also carries out other traditional merchant banking activities, such as short-term investing.

Northfield's goal is to enhance the growth and development of its investment partners and to build long-term value for Northfield's shareholders. Northfield plays an active role, providing human as well as capital resources, to influence the strategic direction and operating orientation of its strategic investments.

Northfield's officers and Directors are its principal shareholders and its most important and unique asset. They include seasoned business entrepreneurs who have founded and built successful companies operating in Canada and internationally. Officers and Directors commit their professional, financial, and business skills as well as their capital to enhance Northfield's investment results. Their extensive contact networks have been a valuable source of investment opportunities for Northfield. Northfield's Officers and Directors understand the challenge of running an entrepreneurial enterprise.

Northfield's Officers and Directors have gained experience through many different business cycles. Their expertise helps to address significant strategic and operational issues that arise for Northfield's investment partners. This provides added value to investment partners.

Northfield classifies its investments into the following main categories: marketable securities, and other investments. Marketable securities are investments in entities which are considered short-term in nature or are not viewed as a significant holding. Other investments are longer term in nature.

On May 8, 2020, Northfield obtained control of The Grange of Prince Edward Inc. (the "**Grange**"), a private company incorporated under the laws of the Province of Ontario operating a vineyard and winery in Prince Edward County, Ontario. As a result of this transaction, Northfield's ownership increased from 49.0% to 56.7% in 2020.

On June 18, 2020, Northfield acquired all of the shares of True North Airways Inc. (formerly Sudbury Aviation Limited), Omar Aviation Limited and 369445 Ontario Limited (collectively, the "**TNA Group**"), which operates fly-in fishing camps in Northern Ontario and provides chartered air, flight training and aircraft maintenance services. The shares were acquired through newly incorporated subsidiaries Spruce Goose Aviation Inc. (wholly-owned) and Northfield Aviation Group Inc., 92.0% owned and controlled at September 30, 2024 (December 31, 2023 - 92.0%). These subsidiaries are fully consolidated on the date control was obtained by Northfield.

During 2020, Northfield incorporated 2756189 Ontario Inc., a wholly-owned subsidiary of Northfield for the purpose of managing corporate office expenditures. On June 2, 2023 Northfield incorporated True North Helicorp Inc., to provide chartered air services from a newly purchased helicopter. On July 4, 2024, Northfield incorporated TNA SOUTH, S.A. DE C.V., a wholly-owned subsidiary of True North Airways Inc., with the intention to provide chartered air services within the country of El Salvador.

At September 30, 2024, Northfield had 57.6% ownership of Distillery Network Inc. ("**DNI**") (December 31, 2023- 57.6%), a private company incorporated under the laws of the Province of Ontario, which is currently in the growth and development stage of spirit distilling in Toronto, Ontario. Northfield acquired control of DNI on December 31, 2019. DNI owns 100% of its operating subsidiary, Spirit of York Distillery Inc.

The unaudited condensed interim financial statements for the three and nine months ended September 30, 2024 comprise the accounts of Northfield and also include the revenues and expenses of the Grange, the TNA Group, DNI and 2756189 Ontario Inc., after the elimination of all intercompany balances and transactions.

MARKET RISKS

A substantial amount of Northfield's assets includes investments in businesses whose fair values are subject to market risks. The market value of investments is subject to equity price risks based on quoted market prices or management's estimates of fair value as of the balance sheet dates. Market prices are subject to fluctuation and, consequently, the amount realized on the subsequent sale of an investment may significantly differ from the quoted market value. Fluctuations in the market price of a security may result from perceived changes in the underlying economic characteristics of the investee, the relative price of alternative investments and general market conditions. Furthermore, amounts realized from the sale of a particular security may be affected by the relative quantity of the security being sold.

OVERALL PERFORMANCE

- Northfield's net asset value at September 30, 2024 was $71.3 million ($30.78 per basic and diluted share) compared to $62.6 million ($28.16 per basic and diluted share) at December 31, 2023.
- Net income and comprehensive income attributable to shareholders of $2.3 million ($1.01 per basic and diluted loss per share) for the nine months ended September 30, 2024, compared to net loss and comprehensive loss of $3.6 million ($1.63 per basic and diluted share) for the nine months ended September 30, 2023.
- Realized losses on the disposal of marketable securities of $0.2 million (-30% return on investment ("**ROI**")) were recognized in net income for the nine months ended September 30, 2024, as compared to realized gains of $0.3 million (12% ROI) for the nine months ended September 30, 2023.
- Realized losses on the disposal of other investments of $6.1 million (-64% ROI) were recognized in net income for the nine months ended September 30, 2024, as compared to realized loss of $0.03 million (1% ROI) for the nine months ended September 30, 2023.
- Recognized in net income are unrealized gains (mark to market adjustments) on fair value through profit and loss ("**FVTPL**") of $14.1 million for the nine months ended September 30, 2024 as compared to unrealized gains of $0.5 million for the nine months ended September 30, 2023.
- At September 30 2024, Northfield held:
    - $56.6 million in cash, cash equivalents, marketable securities and other investments, net of credit facilities, as compared to $47.4 million at December 31, 2023, a $9.2 million increase;
    - $5.0 million (or 8.8%) in cash and cash equivalents, net of credit facilities, as compared to $1.6 million (or 3.5%) at December 31, 2023, a $3.4 million increase; and
    - $51.7 million in investments (not including cash and cash equivalents) as compared to $45.7 million at December 31, 2023, a $6.0 million increase.

Northfield continues to hold investments in the resources (critical minerals and precious metals), aviation, manufacturing and technology sectors. Northfield's financial performance has been, and is expected to continue to be, closely linked to the overall market performance and demand for and prices of the key resource sectors and commodities in which Northfield invests, including gold and other precious metals, copper and other base metals, and oil and natural gas. Northfield's liquidity and operating results may be adversely affected if Northfield's access to the capital markets is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to Northfield, or if the value of Northfield's investments declines, resulting in losses upon disposition.

Summary of Investment Portfolio

The following information regarding the portfolio is historical as at the dates indicated and may change due to the ongoing investment activities of Northfield, in addition to fluctuations in the fair values of investments. The fair value of investments has been measured in accordance with Northfield's accounting policy and the amounts at which Northfield's investments could be disposed of currently may differ from their carrying values for a variety of reasons discussed in "Risk Factors" below.

The portfolio consists of investments, cash and cash equivalents. The fair value of individual positions as a percentage of portfolio assets is used by management to monitor concentration, exposure and other factors.

As at September 30, 2024, the portfolio consists of the following:

Portfolio assets by investment type	Number of positions	Cost $000's	Total fair value $000's	Percentage of portfolio
Equity - Public	15	34,785	19,528	34%
Equity - Private	13	8,194	32,004	57%
Warrant - Public	12	-	120	0%
Call Option - Public	2	-	-	0%
Equity investments	42	42,979	51,652	91%
Cash and cash equivalents, net of bank indebtedness			4,984	9%
Total portfolio			56,636	100%

As at December 31, 2023, the portfolio consists of the following:

Portfolio assets by investment type	Number of positions	Cost $000's	Total fair value $000's	Percentage of portfolio
Equity - Public	17	42,888	19,559	41%
Equity - Private	6	8,343	25,904	55%
Warrant - Public	9	-	229	1%
Call Option - Public	2	157	44	0%
Equity investments	34	51,388	45,736	97%
Cash and cash equivalents, net of bank indebtedness			1,643	3%
Total portfolio			47,379	100%

At September 30, 2024, equity investments represented 91% of the portfolio. Northfield held 28 equity investments (15 public and 13 private). This compares to 23 equity investments representing 96% of portfolio assets as of December 31, 2023 (17 public and 6 private). At September 30, 2024, cash and cash equivalents, net of credit facilities represented 9% of the portfolio (December 31, 2023 – 3%). As such, Northfield is well capitalized and has the ability to make meaningful new equity investments as opportunities present themselves.

Investments by Industry

The following table summarizes the carrying value and cost of Northfield's investments, both public and private, aggregated by industry as at September 30, 2024 and December 31, 2023:

Portfolio investments by industry ($000's)	% of Northfield Portfolio	As at September 30, 2024			% of Northfield Portfolio	As at December 31, 2023		
		Fair value	**Cost**	**Difference**		Fair value	Cost	Difference
Critical Minerals	**61%**	**31,260**	**6,844**	**24,416**	55%	25,156	6,869	18,287
Gold	**19%**	**9,933**	**23,480**	**(13,547)**	21%	9,390	31,462	(22,072)
Transportation	**9%**	**4,546**	**5,730**	**(1,184)**	12%	5,321	5,977	(656)
Royalty	**10%**	**4,973**	**3,587**	**1,386**	11%	4,928	3,418	1,510
Holding Company	**1%**	**373**	**1,855**	**(1,482)**	1%	407	2,023	(1,616)
Technology	**0%**	**157**	**482**	**(325)**	0%	174	714	(540)
Oil & Gas	**0%**	**120**	**200**	**(80)**	0%	146	225	(79)
Tin	**0%**	**200**	**200**	**-**	0%	200	200	-
Copper	**0%**	**77**	**101**	**(24)**				
Cannabis	**0%**	**13**	**500**	**(487)**	0%	13	500	(487)
Total portfolio investments	**100%**	**51,652**	**42,979**	**8,673**	100%	45,735	51,388	(5,653)

Investments by Geography

The following table summarizes the locations of Northfield's investments, both public and private, according to their headquarters as at September 30, 2024 and December 31, 2023:

Headquarters of investee	As at September 30, 2024		As at December 31, 2023	
	Number of investments	**Fair value $000's**	Number of investments	Fair value $000's
Canada	**40**	**51,652**	32	45,691
United States	**2**	**0**	2	44
Total	**42**	**51,652**	**34**	**45,735**

At September 30, 2024, 2 of Northfield's 42 investees were located outside of Canada. These investments represented 0% of the fair value of the portfolio. This compares to 2 of 34 investees representing 0.09% of the fair value of the portfolio as at December 31, 2023. Northfield does not have significant exposure to investments denominated in currencies other than the Canadian dollar. Management does not set restrictions on allocations by geography and does not conduct any hedging activities.

Investments by Size

The following table summarizes the size of Northfield's investments according to their market capitalizations in Canadian dollars as at September 30, 2024 and December 31, 2023:

Investments by issuer size (market cap)	As at September 30, 2024		As at December 31, 2023	
	Number of investments	Fair value $000's	Number of investments	Fair value $000's
Under $350 million	**27**	**19,648**	26	19,787
$350 million to $1 billion	**0**	**0**	0	0
Over $1 billion	**2**	**0**	2	44
Private investments (unallocated)	**13**	**32,004**	6	25,904
Total	**42**	**51,652**	34	45,735

At September 30, 2024, 27 of Northfield's 42 investments were in investees with market capitalizations of less than $350 million. These investments represented 38% of the portfolio. This compares to 26 of 34 investments representing 43% of the portfolio as at December 31, 2023. When considering the size of public issuers in which to invest, management does not set restrictions or target allocations for the portfolio, instead focusing on total potential returns and appropriateness of such investments in the context of Northfield's overall portfolio. Smaller investees may be subject to significant price fluctuations and positions in smaller issuers may be difficult to build or exit due to lack of liquidity.

RESULTS OF OPERATIONS

Operations	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Net Investment income (loss)	$1.1	($4.3)	$8.3	$0.4
Revenue	3.1	2.6	6.6	5.3
Cost of goods sold	(1.7)	(1.7)	(4.7)	(3.6)
Gross margin	1.4	0.9	1.9	1.7
Sub-total	2.5	(3.4)	10.2	2.1
Operating expenses	3.6	2.7	9.1	6.8
Income (loss) before income taxes	(1.1)	(6.1)	1.1	(4.7)
Income tax recovery (provision)	1.2	0.7	(0.2)	0.1
Net income (loss) and comprehensive income (loss) for the period	$0.1	($5.4)	$0.9	($4.6)
Attributable to minority interest	(0.5)	(0.3)	(1.5)	(1.0)
Attributable to shareholders	$0.6	($5.1)	$2.4	($3.6)
Net income (loss) per share [(1)(2)]	***$0.26***	***($2.31)***	***$1.01***	***($1.63)***

(1) Net income (loss) per share represents both a basic and diluted per share calculation.

(2) Net income (loss) per share – basic and diluted is calculated as net income (loss) divided by basic and diluted weighted average shares outstanding (September 30, 2024– 2,317,964, December 31, 2023–2,220,360).

Three Months Ended September 30, 2024

Northfield's cash and cash equivalents increased to $6.6 million at September 30, 2024 from $4.1 million at December 31, 2023. The increase in cash and cash equivalents of $2.5 million was primarily attributable to:

- cash outflow from investing activities of $1.3 million, which was primarily attributable to the purchase of property plant and equipment of $1.3 million; and
- cash outflow from operations of $2.6 million, which was primarily comprised of a net gain of $0.9 million adjusted for items not involving cash flows of a decrease in cash flows of $5.2 million and net change in

other non-cash balances of $0.4 million. Proceeds from disposal of other investments of $3.4 million and marketable securities of $0.5 million, offset by the purchase of other investments of $1.5 million and marketable securities of $0.3 million.

- $6.4 million of cash inflow for financing activities mainly from share issuance.

Overall, the market value of Northfield's investments (excluding cash and cash equivalents) increased to $51.7 million at September 30, 2024 from $45.7 million at December 31, 2023. Approximately 80% of Northfield's investments (excluding cash and cash equivalents) included investments in companies carrying on business primarily in the resource sector as at September 30, 2024, including 19% invested in the gold sector. In previous years, Northfield has benefited from increases to commodity prices and successful results of its investee companies. Northfield intends to continue investing in marketable securities of companies operating in this sector.

Northfield's net asset value at September 30, 2024 was $71.3 million (or $30.78 per basic and diluted share) compared to $62.6 million (or $28.16 per basic and diluted share) at December 31, 2023. The increase in net asset value was primarily a result of net income and comprehensive income attributable to shareholders for the nine months ended September 30, 2024 of $0.6 million (or $0.26 per basic and diluted share) and share issuance of $7.8 million.

Net income and comprehensive income attributable to shareholders increased by $5.7 million to $0.6 million (or $0.26 income per basic and diluted share) for the three months ended September 30, 2024 compared to a net loss and comprehensive loss of $5.1 million (or $2.31 loss per basic and diluted share) for the comparative period last year. The change in net loss and comprehensive loss primarily resulted from an increase of $5.4 million in net investment income. This increase was primarily attributable to an increase in unrealized gain on FVTPL investments of $1.9 million for the three months ended September 30, 2024 compared to the prior year and increase in realized loss of $5.1 million for the three months ended September 30, 2024 compared to the same period in the prior year.

The following tables summarize the primary changes of the $7.0 million in net investment income, which include realized and unrealized gains and losses by investment type for the following periods:

	Three months ended September 30, 2024 (in 000's)					
Investments	Realized gain	Realized loss	**Net realized gain (loss)**	Unrealized gain	Unrealized loss	**Net change in unrealized gain (loss)**
Marketable Securities						
Public	-$ 0	$ (40)	**(40)**	$ 203	$ (651)	**$ (448)**
Other Investments						
Public	435	(1,335)	**(900)**	2,554	(18)	**2,536**
Private	-	-	**-**	-	(150)	**(150)**
Warrants	-	-	**-**	2	(32)	**(30)**
Total[(1)]	$ 435	$ (1,375)	**$ (940)**	$ 2,759	$ (851)	**$ 1,908**

(1) Total may not add due to rounding.

	Three months ended September 30, 2023 (in 000's)					
Investments	Realized gain	Realized loss	**Net realized gain (loss)**	Unrealized gain	Unrealized loss	**Net change in unrealized gain (loss)**
Marketable Securities						
Public	$ 136	$ -	**$ 136**	$ 26	$ (218)	**$ (192)**
Other Investments						-
Public	479	(12)	**467**	-	(4,525)	**(4,525)**
Private	-	-	**-**	-	(479)	**(479)**
Warrants	-	-	**-**	141	(15)	**126**
Total[(1)]	$ 615	$ (12)	**$ 603**	$ 167	$ (5,237)	**$ (5,070)**

(1) Total may not add due to rounding.

Marketable Securities

The net realized loss on public marketable securities decreased to $0.04 million for the three months ended September 30, 2024 from realized gains of $0.1 million for the three months ended September 30, 2023. Realized loss of $0.04 million for the three months ended September 30, 2024 were primarily attributable to realized loss of Vicinity Motor ($0.04 million).

The net change in unrealized losses on public marketable securities increased to $0.4 million for the three months ended September 30, 2024 from unrealized losses of $0.2 million for the three months ended September 30, 2023. Unrealized losses of $0.4 million for the three months ended September 30, 2024 were primarily made up from Vicinity Motor ($0.4 million).

Other Investments

The net realized losses on public other investments decreased to $0.9 million for the three months ended September 30, 2024 from realized gains of $0.5 million for the three months ended September 30, 2023. Realized losses of $0.9 million for the three months ended September 30, 2024 were from STLLR Gold Inc. (formerly Nighthawk Gold Corp.) ($4.2 million) and Rhyolite Resources ($0.1 million), this was offset by realized gains from G2 Goldfields ($0.3 million).

The unrealized gains on public other investments increased to $2.5 million for the three months ended September 30, 2024 from an unrealized loss of $4.5 million for the three months ended September 30, 2023. Unrealized gains of $2.5 million for the three months ended September 30, 2024 were primarily made up from STLLR Gold Inc. ($1.2 million), Hemlo Explorers Inc.($0.7 million) and G2 Goldfields ($0.5 million).

There was no realized gain on private other investments for the three months ended September 30, 2024 or the three months ended September 30, 2023.

The unrealized loss on private other investments decreased to $0.2 million for the three months ended September 30, 2024 from an unrealized losses of $0.5 million for the three months ended September 30, 2023. Unrealized loss of $0.2 million for the three months ended September 30, 2024 was solely from Rocky Shore Metals Ltd.(0.2 million).

Operating expenses were $3.6 million for the three months ended September 30, 2024 compared to $2.7 million in prior year which are broken down as follows:

Administrative Expenses

For the three months ended September 30,	2024	2023
Salaries, Director and consulting fees	**$1.1**	$1.2
Amortization	**0.7**	0.6
Office & professional	**0.6**	0.7
Promotion & travel	**0.8**	0.1
Interest expense	**0.2**	0.1
Stock based compensation	**0.2**	-
	3.6	$2.7

Nine Months Ended September 30, 2024

Northfield's cash and cash equivalents increased to $6.6 million at September 30, 2024 from $4.1 million at December 31, 2023. The increase in cash and cash equivalents of $2.5 million was primarily attributable to:

- cash outflow from investing activities of $1.3 million, which was primarily attributable to the purchase of property plant and equipment of $1.3 million; and
- cash outflow from operations of $2.6 million, which was primarily comprised of a net gain of $0.9 million adjusted for items not involving cash flows of a decrease in cash flows of $5.2 million and net change in other non-cash balances of $0.4 million. Proceeds from disposal of other investments of $3.4 million and marketable securities of $0.5 million, offset by the purchase of other investments of $1.5 million and marketable securities of $0.3 million.
- $6.4 million of cash inflow for financing activities mainly from share issuance.

Overall, the market value of Northfield's investments (excluding cash and cash equivalents) increased to $51.7 million at September 30, 2024 from $45.7 million at December 31, 2023. Approximately 80% of Northfield's investments (excluding cash and cash equivalents) included investments in companies carrying on business primarily in the resource sector as at September 30, 2024, including 19% invested in the gold sector. In previous years, Northfield has benefited from increases to commodity prices and successful results of its investee companies. Northfield intends to continue investing in marketable securities of companies operating in this sector.

Northfield's net asset value at September 30, 2024 was $71.3 million (or $30.78 per basic and diluted share) compared to $62.6 million (or $28.16 per basic and diluted share) at December 31, 2023. The increase in net asset value was primarily a result of net income and comprehensive income attributable to shareholders for the nine months ended September 30, 2024 of $0.6 million (or $0.26 per basic and diluted share) and share issuance of $7.8 million.

Net income and comprehensive income attributable to shareholders increased by $6.0 million to an income of $2.4 million (or $1.01 gain per basic and diluted share) for the nine months ended September 30, 2024 compared to a net loss and comprehensive loss of $3.6 million (or $1.63 loss per basic and diluted share) for the comparative period last year. The change in net income and comprehensive income primarily resulted from an increase of $8.7 million in net investment income. This increase was primarily attributable to an increase in unrealized gain on FVTPL investments of $14.6 million for the nine months ended September 30, 2024 compared to the same period in the prior year. This was offset by an increase in loss on sale of other investments of $6.1 million for the nine months ended September 30, 2024 compared to the same period in the prior year.

The following tables summarize the primary changes of the $8.7 million increase in net investment income, which include realized and unrealized gains and losses by investment type for the following periods:

	Nine months ended September 30, 2024 *(in 000's)*					
Investments	Realized gain	Realized loss	**Net realized gain (loss)**	Unrealized gain	Unrealized loss	**Net change in unrealized gain (loss)**
Marketable Securities						
Public	$ 39	$ (268)	**$ (229)**	$ 115	$ (731)	**$ (617)**
Other Investments						
Public	821	(6,878)	**(6,057)**	8,657	(56)	**8,601**
Private	-	-	-	6,250	-	**6,250**
Warrants	-	-	-	33	(142)	**(109)**
Total[(1)]	$ 860	$ (7,146)	**$ (6,286)**	$ 15,055	$ (930)	**$ 14,125**

(1) Total may not add due to rounding.

Investments	Nine months ended September 30, 2023 (in 000's) Realized gain		Realized loss		Net realized gain (loss)		Unrealized gain		Unrealized loss		Net change in unrealized gain (loss)
Marketable Securities											
Public	$	787	$	(476)	**$**	**311**	$	452	$	(633)	**$** **(181)**
Other Investments											
Public		1,470		(1,442)		**28**		1,435		(1,115)	**320**
Private		-		-		-		-		(627)	**(627)**
Warrants		-		-		-		294		(339)	**(45)**
Total[(1)]	$	2,257	$	(1,918)	**$**	**339**	$	2,181	$	(2,714)	**$** **(533)**

(1) Total may not add due to rounding.

Marketable Securities

The net realized losses on public marketable securities decreased by $0.5 million to $0.2 million for the nine months ended September 30, 2024 compared to realized gains of $0.23 million for the same period in 2023. Realized losses of $0.2 million for the nine months ended September 30, 2024 were primarily attributable to realized losses from Vicinity Motor ($0.2 million).

The unrealized losses on public marketable securities increased by $0.4 million to $0.6 million for the nine months ended September 30, 2024 from an unrealized loss of $0.2 million for the same period in 2023. Unrealized losses from marketable securities of $0.6 million for the nine months ended September 30, 2024 were primarily made up of unrealized losses from Vicinity Motor ($0.5 million).

Other Investments

The net realized losses on public other investments increased by $6.0 million to $6.0million for the nine months ended September 30, 2024 from realized gains of $0.03 million for the same period in 2023. Realized losses of $6.0 million for the nine months ended September 30, 2024 were primarily attributable to STLLR Gold Inc. ($6.6 million), Rhyolite Resources Ltd ($0.1 million) and 79North Inc ($0.1 million). These realized losses were offset by realized gains of $0.8 million primarily from G2 Goldfields ($0.7 million) and Rocky Shore Metal ($0.1 million).

The unrealized gains on public other investments for the nine months ended September 30, 2024 were $8.6 million, an increase of $8.3 million from net unrealized gains of $0.3 million for the same period in the same period in the prior year. Net unrealized gains of $8.6 million for the nine months ended September 30, 2024 were primarily made up of unrealized gains from STLLR Gold Inc. ($5.9 million), G2 Goldfields ($1.9 million) and Hemlo Explorers Inc. ($0.4 million).

There were unrealized gains on private other investments for the nine months ended September 30, 2024 of $6.3 million solely from Juno Corp. ($6.3 million).

Operating expenses were $5.0 million for the nine months ended September 30, 2024 compared to $4.1 million in prior year which are broken down as follows:

Administrative Expenses

For the nine months ended September 30,	2024	2023
Salaries, Director and consulting fees	**$3.1**	$3.0
Amortization	**1.7**	1.6
Office & professional	**1.6**	1.6
Promotion & travel	**1.5**	0.3
Interest expense	**0.5**	0.2
Stock based compensation	**0.6**	-
Regulatory & commission	**0.1**	0.1
	$9.1	$6.8

Reportable Segments

The table below summarizes the operational results by segment for the nine months ended September 30, 2024:

Industry Segments for the nine months ended September 30, 2024:

	Investments	Aviation Services	Distillery	Winery	Other	Consolidated Total
Loss on sale of marketable securities	($228,921)	$0	$0	$0	$0	**($228,921)**
Loss on sale of other investments	(6,056,878)	-	-	-	-	**(6,056,878)**
Interest and other income	373,125	1,690	-	-	132,796	**507,611**
Unrealized gain on investments	14,125,463	-	-	-	-	**14,125,463**
Revenue		4,320,598	1,341,292	912,199	-	**6,574,089**
Cost of Sales		(2,705,019)	(1,094,582)	(890,170)	-	**(4,689,771)**
Salaries, Director and consulting fees	(1,046,655)	(972,514)	(702,029)	(393,394)	-	**(3,114,592)**
Stock based compensation	(646,837)	-	-	-	-	**(646,837)**
Office and general	(295,440)	(122,004)	(461,579)	(167,724)	(72,427)	**(1,119,174)**
Operating expenses	(764,352)	(448,619)	(908,602)	(426,696)	(10,179)	**(2,558,448)**
Amortization	(53,022)	(836,026)	(501,910)	(161,599)	(111,445)	**(1,664,002)**
Loss before income taxes	**5,406,483**	**(761,894)**	**(2,327,410)**	**(1,127,384)**	**(61,255)**	**1,128,540**
Income tax (provision) recovery	(245,125)	-	-	-	-	**(245,125)**
Net loss and comprehensive loss	**5,161,358**	**($761,894)**	**($2,327,410)**	**($1,127,384)**	**($61,255)**	**883,415**
Net loss and comprehensive loss attributable to:						
Shareholders	$5,161,358	($776,078)	($1,340,588)	($639,627)	($61,255)	**$2,343,810**
Non-controlling interest	-	14,184	(986,822)	(487,757)	-	**(1,460,395)**
	$5,161,358	**($761,894)**	**($2,327,410)**	**($1,127,384)**	**($61,255)**	**883,415**

	Investments	Aviation Services	Distillery	Winery	Other	Consolidated Total
Property and equipment additions	$0	$821,550	$288,298	$239,580	$10,000	**$1,359,428**
Total Assets	58,361,938	17,552,527	3,371,479	7,390,267	349,452	**87,025,663**
Total Liabilities	3,652,869	5,919,226	2,066,304	3,794,858	248,142	**15,681,399**

The table below summarizes the operational results by segment for the nine months ended September 30, 2023:

Industry Segments for the nine months ended September 30, 2023:

	Investments	Aviation Services	Distillrey	Winery	Other	Consolidated Total
Gain on sale of marketable securities	$311,607	$0	$0	$0	$0	**$311,607**
Gain on sale of other investments	27,995	-	-	-	-	**27,995**
Interest and other income	344,109	3,155	-	37	209,746	**557,047**
Unrealized loss on investments	(533,364)	-	-	-	-	**(533,364)**
Revenue	-	3,609,822	837,003	840,330	-	**5,287,155**
Cost of Sales	-	(2,466,597)	(307,732)	(801,254)	-	**(3,575,583)**
Salaries, Director and consulting fees	(967,291)	(929,438)	(607,241)	(449,691)	(1,520)	**(2,955,181)**
Office and general	(265,890)	(218,626)	(336,367)	(160,088)	(107,744)	**(1,088,715)**
Operating expenses	(533,707)	(348,077)	(144,985)	(133,676)	(14,368)	**(1,174,813)**
Amortization	(57,812)	(516,200)	(727,478)	(155,242)	(113,257)	**(1,569,989)**
Loss before income taxes	**(1,674,353)**	**(865,961)**	**(1,286,800)**	**(859,584)**	**(27,143)**	**(4,713,841)**
Income tax (provision) recovery	132,797	270	-	-	8,822	**141,889**
Net loss and comprehensive loss	**($1,541,556)**	**($865,691)**	**($1,286,800)**	**($859,584)**	**($18,321)**	**($4,571,952)**
Net loss and comprehensive loss attributable to:						
Shareholders	($1,541,556)	($830,620)	($741,197)	($487,688)	($18,321)	**($3,619,382)**
Non-controlling interest	-	(35,071)	(545,603)	(371,896)	-	**(952,570)**
	($1,541,556)	**($865,691)**	**($1,286,800)**	**($859,584)**	**($18,321)**	**($4,571,952)**

	Investments	Distillery	Aviation Services	Winery	Other	Consolidated Total
Property and equipment additions	$2,796	$7,198,718	$531,611	$227,726	$13,378	**$7,974,229**
Total Assets	52,476,838	16,385,632	3,339,000	7,053,968	512,520	**79,767,958**
Total Liabilities	$2,668,611	$5,865,089	$905,554	$3,740,955	$435,114	**$13,615,323**

Aviation Business

Revenues from aviation services for the nine months ended September 30, 2024 were $4.3 million compared to $3.6 million for the nine months ended September 30, 2023. The increase in revenue year over year is mainly due to increased demand of charter flights.

Cost of sales for the nine months ended September 30, 2024 were $2.7 million (or 63% of revenue) compared to $2.5 million (or 68% of revenue) for the same period in prior year. The cost of sales % remained consistent year over year.

There was no new aircraft purchase during the nine months ended September 30, 2024.

Salaries and consulting fees remained consistent during the nine months ended September 30, 2024 compared to the same period in prior year.

Office and general expenses decreased by $0.1 million during the nine months ended September 30, 2024 compared to the same period in prior year as certain expenses were reclassified to cost of sales.

Operating expenses increased by $0.1 million during the nine months ended September 30, 2024 compared to the same period in prior year.

Amortization expense increased by $0.3 million during the nine months ended September 30, 2024 compared to the same period in prior year due to a new aircraft purchase in Q4 in prior year. In addition, all aircrafts flew more frequently during the nine months ended September 30, 2024 compared to the same period in prior year, this also contributed to higher amortization expense.

SUMMARY OF QUARTERLY RESULTS

Selected financial information for each of the last eight completed quarters are set forth below, in millions:

SELECTED QUARTERLY INFORMATION	Dec 31, 2023	Mar 31, 2024	Jun 30, 2024	Sep 30, 2024
Net Investment income (losses)	($1.4)	($0.1)	$7.3	$1.1
Revenue	1.5	1.4	2.0	3.1
Cost of sales	(2.1)	(1.3)	(1.7)	(1.7)
Gross Margin	(0.6)	0.1	0.3	1.4
Sub-total	(2.0)	(0.0)	7.6	2.5
Expenses	1.8	2.2	2.8	3.6
Income (loss) before income taxes	(3.8)	(2.2)	4.8	(1.1)
Income tax recovery (provision)	(0.4)	(0.0)	(1.4)	1.2
Net income (loss) and comprehensive income (loss)	(4.2)	(2.2)	3.4	0.1
Non-controlling interest in net income (loss)	(0.5)	(0.4)	(0.5)	(0.5)
Net income (loss) and comprehensive income (loss) attributable to shareholders	**(3.7)**	**(1.8)**	**3.9**	**0.6**
Net income (loss) per share [(1)]	***($1.38)***	***($0.80)***	**$1.80**	**$0.26**

	Dec 31, 2022	Mar 31, 2023	Jun 30, 2023	Sep 30, 2023
Net Investment income (losses)	$1.6	$3.2	$1.4	($4.3)
Revenue	1.1	1.0	1.7	2.6
Cost of sales	(1.6)	(0.7)	(1.1)	(1.7)
Gross Margin	(0.5)	0.3	0.6	0.9
Sub-total	1.1	3.5	2.0	(3.4)
Expenses	2.1	1.9	2.2	2.7
Income (loss) before income taxes	(1.0)	1.6	(0.2)	(6.1)
Income tax recovery (provision)	(1.6)	0.0	(0.5)	0.7
Net income (loss) and comprehensive income (loss)	(2.6)	1.6	(0.7)	(5.4)
Non-controlling interest in net loss	(0.3)	(0.3)	(0.3)	(0.3)
Net income (loss) attributable to shareholders	**(2.3)**	**1.9**	**(0.4)**	**(5.1)**
Net income (loss) per share (1)	***($1.01)***	**$0.88**	***($0.21)***	***($2.31)***

(1) Net income (loss) per share and comprehensive income per share represent both a basic and diluted per share calculation.

The major variances in revenues and net income (loss) are mainly a result of a goodwill and inventory write downs, fluctuations in unrealized gains or losses on Northfield's investments classified as FVTPL as well as write-downs on investments classified as available for sale. The major variances in other comprehensive income are mainly a result of fluctuations in unrealized gains on Northfield's investments classified as available for sale.

FINANCIAL CONDITION

	September 30, 2024	December 31, 2023	Variance
Cash and cash equivalents	$6.6	$4.1	$2.5
Receivables & deposits	$1.4	$0.9	$0.5
Inventory	$1.1	$1.0	$0.1
Marketable securities			
Market value	$4.5	$5.4	($0.9)
Cost	$5.7	$6.1	($0.4)
Unrealized gain (loss) (net of tax) (1)	($1.0)	($0.7)	($0.3)
Other investments			
Market value	$47.1	$40.4	$6.7
Cost	$37.2	$45.3	($8.1)
Unrealized gain (loss) (net of tax) (1)	$8.6	($4.1)	$12.7
Accounts payable, accruals, income taxes payable	$3.0	$2.0	$1.0
Credit facilities	$1.6	$2.5	($0.9)
Long term debt	$9.8	$10.4	($0.6)
Lease liability	$1.0	$0.9	$0.1

(1) Unrealized gains (net of tax) is a measure of the difference in market value of investments over cost. Northfield calculates the term by market value of investments less cost, less any tax effect [tax effect = (market value – cost) x ½ x income tax rate]. A tax rate of 26.5% (2023 – 26.5%) is used for marketable securities and other investments. It is not a defined term under IFRS and is, therefore, unlikely to be compared to similar measures presented by other companies. Management believes this non-IFRS term is useful to investors as it provides another measure by which investors may determine the market value of Northfield's assets.

At the nine months ended September 30, 2024, Northfield's cash and cash equivalents position was $6.6 million, an increase of $2.5 million from December 31, 2023. The increase in cash and cash equivalents was primarily attributable to cash inflow of $6.4 million from financing activities. This was offset by cash outflow from investing activities of $1.3 million and cash outflow from operating activities of $2.7 million.

Northfield's net asset value at September 30, 2024 was $71.3 million (or $30.78 per basic and diluted share) compared to $62.6 million (or $28.16 per basic and diluted share) at December 31, 2023. The increase in net asset value was primarily a result of net income and comprehensive income attributable to shareholders for the nine months ended September 30, 2024 of $2.3 million (or $1.01 per basic and diluted share) and share issuance of $7.8 million. The decrease in net asset value per share was primarily a result Northfield's financing in Q3 2024 which resulted in the issuance of 368,350 additional Class A shares.

LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2024, Northfield had working capital of $56.2 million, which increased from $47.4 million at December 31, 2023 primarily due to an increase in cash of $2.5 million, an increase in receivables and deposits of $0.5 million and an increase in other investments of $6.7 million, offset by a decrease in marketable securities of $0.9 million and an increase payables of $1.0 million. On average, Northfield anticipates working capital requirements of approximately $1.0 million per quarter to cover operating expenses for Northfield and its consolidated subsidiaries on a go-forward basis. See also "Credit Facilities" below.

Northfield frequently invests in small market capitalization (or junior) companies. Due to the somewhat limited size of the public float of such companies and/or any substantial decline in the price of the securities thereof, which can persist for a significant period of time, the liquidity of such securities could be impaired from time to time.

CREDIT FACILITIES

Northfield has a bank line of credit available to a maximum of $1.0 million. At September 30, 2024, $nil million was drawn (December 31, 2023 - $0.8 million) and is included in Credit facilities on the condensed interim statements of financial position. Interest is calculated at the bank's prime rate of interest plus 0.5%. The effective rate at September 30, 2023 was 6.95% (December 31, 2023 - 7.70%). The Grange has a line of credit available to a maximum of $0.2 million. At September 30, 2024, $0.2 million was drawn (December 31, 2023 - $0.2 million). Interest is calculated at the bank's prime rate of interest plus 1%. The effective rate at September 30, 2024 was 7.45% (December 31, 2023 – 8.20%). The line of credit is secured by a first ranking security interest in Northfield's investment portfolio. In addition, the line of credit (along with the Mortgage for the Grange) are subject to certain financial covenants.

From time- to-time Northfield may maintain overdraft positions, in margin accounts with various brokers, that are secured by certain marketable securities. The maximum amount available is dependent on the securities held in the account. Interest is calculated at the brokers' prime rate of interest plus 1.50% to 2.00%. At September 30, 2024, Northfield had outstanding margin loans of $1.4 million (December 31, 2023 - $1.5 million).

RELATED PARTY TRANSACTIONS

During the nine months ended September 30, 2024, Northfield incurred consulting fees of $315,000 (September 30, 2023 -$315,000) to Cudney Stables Inc, a company controlled by Robert Cudney, the President and CEO of Northfield. At September 30, 2024, the balance owed for consulting fees was $nil (December 31, 2023 - $nil).

During the nine months ended September 30, 2024, Northfield incurred consulting fees of $150,000 (September 30, 2023 - $150,000) to 2245448 Ontario Inc., a company controlled by Michael Leskovec, the CFO of Northfield. At September 30, 2024, the balance owed for consulting fees was $nil (December 31, 2023 - $nil).

During the nine months ended September 30, 2024, Northfield incurred consulting fees of $50,000 (September 30, 2023 - $50,000) to Natel Strategies International Inc, a company controlled by Ernie Eves, a Director of Northfield. At September 30, 2024, the balance owed for consulting fees was $nil (December 31, 2023 - $nil).

Juno Corp.

Northfield holds an investment in Juno Corp. ("**Juno**") a privately held battery and electric metal explorer with vast mineral claim holdings in the metal rich Ring of Fire, located in northwestern Ontario, Canada. Juno is considered to be a related party as Northfield is able to exercise significant influence over Juno. The CEO and CFO of Northfield also form part of key management personnel at Juno as they also hold the CEO and CFO positions at

Juno. Additionally, the CEO of Northfield also sits on the Board of Directors at Juno.

Beginning in 2019 and continuing through 2023, Northfield invested in common shares of Juno. During the year ended December 31, 2022, Northfield participated in private placement financings, whereby Northfield acquired 500,000 common shares of Juno at a price of $2.00 per common share for aggregate processed of $1,000,000. During the year ended December 31, 2023, Northfield sold 425,000 common shares of Juno for $850,000 to an arm's length third party. During the year ended December 31, 2023, Northfield also purchased 20,000 common shares of Juno at a share price of $2.00 per common share. As of September 30, 2024, Northfield held a 18.1% ownership of Juno (December 31, 2023 - 20.1%).

During the nine months ended September 30, 2024, Juno paid $70,170 in rent expense to 2756189 Ontario Inc. (September 30, 2023 - $60,255). These transactions have been recorded at the amounts established and agreed to by the related parties.

TNA Group revenues included an amount of $894,506 for the nine months ended September 30, 2024, for aviation services provided to Juno, which represents 29% of TNA revenues for the period (September 30, 2023 - $785,216; 28% of revenues for the period). These transactions have been recorded at the amounts established and agreed to by the related parties.

Voyageur Mineral Explorers Corp.

In January 2020, Northfield invested in Voyageur Mineral Explorers Corp. ("**Voyageur**"), a Canadian junior mineral exploration company with a specific focus on mineral properties in Northwest Manitoba and Northeast Saskatchewan, Canada. Common directors held by Northfield and Voyageur include Northfield's CEO who is also a Director at Voyageur. Voyageur is considered to be a related party as Northfield is able to exercise significant influence over Voyageur.

During the nine months ended September 30, 2024, Voyageur paid $25,110 in rent expense to 2756189 Ontario Inc. (September 30, 2023 - $25,965). These transactions have been recorded at the amounts established and agreed to by the related parties. On January 20, 2022, Voyageur received $740,000 from Northfield from the exercise of 1,250,000 warrants with an exercise price of $0.40 per warrant. During the year ended December 31, 2023, Northfield also purchased 643,500 common shares in the open market for total proceeds of $295,807. During the nine months ended September 30, 2024, Northfield purchased 376,000 common shares in the open market for total proceeds of $170,658. As of September 30, 2024, Northfield held a 34.2% ownership of Voyageur (December 31, 2023 – 33.1%).

Hemlo Explorers Inc.

Northfield holds an investment in Hemlo Explorers Inc. ("**Hemlo**"), a junior natural resource exploration and development company with a number of mineral properties located in Canada. Hemlo is considered to be a related party as Northfield is able to exercise significant influence over Hemlo.

Beginning in 2018 and continuing through 2023, Northfield invested in common shares of Hemlo. During the year ended December 31, 2022, Northfield acquired 2,000,000 common shares at a price of $0.05 per common share for aggregate processed of $100,000. During the year ended December 31, 2023, Northfield participated in a private placement with Hemlo whereby Northfield acquired 2,666,667 common shares for a total cost of $200,000, as well as 2,666,667 warrants to acquire additional common shares of Hemlo.

On September 5, 2024 Hemlo announced the completion of the purchase of Rocky Shore Metals Ltd. (“**Rocky Shore**”) on September 4, 2024 pursuant to which Hemlo acquired all of the issued and outstanding common shares of Rocky Shore (“**Rocky Shore Shares**”) in exchange for the issuance of an aggregate of 49,999,704 common shares (“**Hemlo Shares**”) in the capital of the Company (the “**Transaction**”). Under the terms of the Transaction, each Rocky Shore Share received 2.832 Hemlo Shares. Hemlo now has 100,724,624 Hemlo Shares outstanding. As a result of the Transaction, Northfield acquired 15,151,200 commons shares of Hemlo for proceeds of $757,560. As of September 30, 2024, Northfield held a 27.7% ownership of Hemlo (December 31, 2023 - 25.1%).

During the nine months ended September 30, 2024, Hemlo paid $27,570 in rent expense to 2756189 Ontario Inc. (September 30, 2023 - $26,955). These transactions have been recorded at the amounts established and agreed to by the related parties. Both Hemlo and Northfield share a common Director. Also, the CFO of Northfield also holds a Director role on Hemlo.

These transactions were in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

SIGNIFICANT ACCOUNTING POLICIES

Northfield's unaudited condensed interim consolidated financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("**IASB**"). These unaudited condensed interim consolidated financial statements have been prepared in accordance with accounting policies based on the IFRS standards and International Financial Reporting Interpretations Committee ("**IFRIC**") interpretations that were in effect at December 31, 2023 and have been consistently applied to all the years presented in these consolidated financial statements.

Changes in Accounting Policies

There was no new standards adopted by during the nine months ended September 30, 2024.

Critical Accounting Estimates and Judgments

The preparation of the unaudited condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. The unaudited condensed interim consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the unaudited condensed interim consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

(i) fair value of financial assets and financial liabilities on the statements of financial position that cannot be derived from active markets, are determined using a variety of techniques. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values. For options and warrants which are not traded on a recognized securities exchange, an option pricing model is used where judgments include consideration of model inputs such as volatility, estimated life and discount rates. Privately held investments are initially recorded at the transaction price being the fair value at the time of acquisition. Thereafter, the fair value is adjusted using various valuation techniques such as subsequent equity financing or share performance of comparable public companies;

(ii) deferred taxes recognized in respect of tax losses to the extent that it is probable that taxable profit will be available against which losses can be utilized. Estimates are used to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits, together with future tax planning strategies; and

(iii) depreciation of property and equipment and determination of indefinite lives of intangible assets are dependent upon estimates of useful lives which are determined through exercise of judgment.

(iv) when Northfield enters into leases as lessee and where the interest rate implicit in a lease cannot be readily determined, Northfield determines its incremental borrowing rate in order to measure its lease liability. The incremental borrowing rate is the rate of interest that a lessee would have to pay to borrow over a similar term, and with similar security, the funds necessary to obtain an asset of a similar value to the right-to-use asset in a similar economic environment. In determining its incremental borrowing rate, Northfield considers the term of the lease, the nature of the leased asset, and its level of indebtedness with reference to market risk-free interest rates.

Critical accounting judgments

The determination of categories of financial assets and financial liabilities has been identified as an ounting policy choice which involves judgments or assessments made by management.

OUTSTANDING SHARE DATA

Share Capital

(a) Authorized
An unlimited number of:
Class A Shares – Restricted Voting
Class B Shares – Multiple Voting Shares, having 500 votes per share, convertible into one Class A Share; ownership is restricted to Robert Cudney, the President, CEO, and a Director of Northfield

200,000 Preference Shares, voting

(b) Issued

Class A Shares	Number of Shares	Consideration
Dec. 31, 2023	2,214,763	$3,586,983
Equity private placement, net of share issue costs	368,350	$7,208,500
Sep. 30, 2024 and Nov 26, 2024	2,583,113	$9,782,634

On July 18, 2024 Northfield completed a non-brokered private placement by issuing 368,350 units ("**Units**") at a price of $20.00 per Unit for aggregate gross proceeds of $7,367,000. Each Unit consisted of one class A restricted voting share (a "**Share**") and one share purchase warrant (a "**Warrant**"). Each Warrant entitled the holder thereof to purchase one Share at a price of $25.00 per Share until July 18, 2029, subject to an acceleration clause whereby, after the expiration of the statutory hold period, if the Shares trade at a volume weighted average price of $50.00 or more for 20 consecutive trading days, Northfield has the right to accelerate the exercise period to a period ending at least 30 days from the date that notice of such acceleration is provided to the holders of the Warrants.

Class B Multiple Voting Shares	Number of Shares	Consideration
Dec. 31, 2023, Sep. 30, 2024 and Nov. 26, 2024	3,720	$7,680

(c) Options

Options	Number of Options	Weighted average exercise price
Dec. 31, 2023	None	None
Sep. 30, 2024 and Nov. 26, 2024	200,000	$21.50

(d) Warrants

Warrant reserve	Number of Warrants	Allocated Value
Dec. 31, 2023	None	None
Warrants issued on equity private placement	368,350	$1,012,849
Sep. 30, 2024 and Nov. 26, 2024	368,350	$1,012,849

Normal Course Issuer Bid

Pursuant to a notice of intention to make an issuer bid dated January 23, 2023, Northfield commenced a normal course issuer bid to purchase up to 110,738 Class A restricted voting shares in total, representing approximately 5% of the Class A restricted voting shares as of the date thereof (the "**2023 Bid**"). Purchases pursuant to the 2023 Bid could occur on the TSX-V between January 23, 2023 and January 22, 2024 at prices not exceeding the market price of the Class A Shares at the time of acquisition. No Class A shares were acquired under the 2023 Bid.

OTHER INFORMATION

Contractual Commitments

In the normal course of operations, certain contingencies may arise relating to legal actions undertaken against Northfield. In the opinion of management, the outcome of such potential legal actions will not have a material adverse effect on Northfield's results of operations, liquidity or its financial position.

Northfield and its consolidated subsidiaries are committed to and contingently liable for annual rental payments for premises as disclosed in note 20 to its unaudited condensed interim consolidated financial statements for the nine months ended September 30, 2024.

Subsequent Event

On October 1, 2024, TNA entered into a 20-year lease agreement with The Huronia Airport Commission for the lease of 44,000 square feet of land located in the Township of Tiny. This lease is intended for the construction of an airport hangar. The lease term will conclude on September 30, 2044, with TNA retaining the option to extend the lease for two additional terms of 20 years each, under the same terms and conditions as specified in the executed lease agreement. Under the terms of the lease, TNA is obligated to make annual rental payments of $22,124.

Off-Balance Sheet Arrangements

Northfield does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of Northfield.

Disclosure Control and Procedures

Northfield’s executive management has evaluated the effectiveness of the design and operation of Northfield's disclosure controls and procedures as of September 30, 2024. Based on this evaluation, they have concluded that Northfield's disclosure controls and procedures are effective to ensure that information required to be disclosed in reports filed or submitted by Northfield under Canadian securities legislation is reported within the time periods specified in those rules.

Internal Control over Financial Reporting

Northfield’s executive management is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of the CFO, Northfield’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the unaudited consolidated financial statements for external purposes in accordance with generally accepted accounting principles. There has been no change in Northfield’s internal controls over financial reporting during the nine months ended September 30, 2024 that has materially affected, or is reasonably likely to materially affect, Northfield’s internal control over financial reporting.

Limitations of Controls and Procedures

Northfield’s executive management believes that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within Northfield have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

FINANCIAL INSTRUMENTS

The investment operations of Northfield's business involve the purchase and sale of securities and, accordingly, the majority of Northfield's assets are currently comprised of financial instruments. The use of financial instruments can expose Northfield to several risks, including liquidity, other price and interest risks. A discussion of Northfield's use of financial instruments and their associated risks is provided below. There has been no change to Northfield's risk management policies or processes during the year.

Liquidity Risk

Liquidity risk is the risk that Northfield will have insufficient cash or other resources to meet its financial obligations as they come due. Northfield's liquidity and operating results may be adversely affected if Northfield's access to the capital markets is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to Northfield, or if the value of Northfield's investments declines, resulting in losses upon disposition. Northfield generates cash flow primarily from its financing activities and proceeds from the disposition of its investments, in addition to interest and dividend income earned on its investments. Northfield has sufficient marketable securities which are freely tradable and relatively liquid to fund its obligations as they become due under normal operating conditions.

Northfield has at times borrowed funds from other sources to meet its obligations, but there can be no assurances that such funds will be available in the future, or available on reasonable terms, and the absence of available funding and/or the sale of Northfield's investments in order to meet margin calls could have a materially adverse impact on Northfield's operating results. Northfield has a revolving facility in the amount of $1,000,000 of which $nil was drawn at September 30, 2024 (December 31, 2023 - $922,000).

As of September 30, 2024, based on typical margin requirements Northfield had available margin of approximately $2,204,418 million from its brokers (December 31, 2023 - $2,180,315), of which Northfield was using $1,400,361 million (December 31, 2023 - $1,529,525). Northfield manages this risk by not over-extending the use of margin. As at September 30, 2024, a 10% decrease in the closing price of Northfield's investments with all other variables held constant would reduce the available margin to $1,7324,702 (December 31, 2023 - $1,954,428).

Market Risk

Market risk is the risk that the fair value of, or future cash flows from Northfield's financial instruments will significantly fluctuate because of changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign exchange rates, equity and commodity prices. Northfield is exposed to other price risk, a component of market risk, in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices.

The following table shows the estimated sensitivity of Northfield's after-tax net comprehensive income for the nine months ended September 30, 2024 resulting from a change in closing price of Northfield's investments with all other variables held constant:

Percentage of Change in Closing Prices	Change in Income (Net of Tax) From % Increase in Closing Price	Change in Income (Net of Tax) From % Decrease in Closing Price
Investments FVTPL		
5%	$2.5 million	($2.5) million
10%	$5.2 million	($5.2) million

Interest Rate Risk

Interest rate risk is the impact that changes in interest rates could have on Northfield's earnings and liabilities. As at September 30, 2024, Northfield had access to credit facilities comprised of due to brokers and credit facilities (collectively "interest risk liabilities"), which bore interest at rates fluctuating with the prime rate or overnight lending rate. From time-to-time Northfield uses these facilities, and at September 30, 2024 the amount outstanding was $nil (December 31, 2023 - $922,000). The interest-bearing liabilities can be repaid by Northfield at any time without notice or penalty, which provides Northfield with some ability to manage and mitigate its interest risk.

Northfield invests in fixed income securities and high interest savings accounts that are subject to interest rate price risk resulting from changes in fair value from market fluctuations in interest rates. To minimize this risk, all fixed income securities and high interest savings accounts held by Northfield as at September 30, 2024 are redeemable upon demand.

Credit Risk

Credit risk is the risk of financial loss to Northfield if a counter party to a financial instrument fails to meet its payment obligations. Northfield is exposed to credit risk with respect to its cash and cash equivalents and receivables.

Northfield's credit risk is primarily attributable to cash and cash equivalents and receivables. Management believes that the credit risk concentration with respect to cash and cash equivalents is remote as it maintains accounts with highly rated financial institutions and brokerage firms.

Currency Risk

Currency risk is the risk that the fair value of, or future cash flows from Northfield's financial instruments will fluctuate because of changes in foreign exchange rates. Some of Northfield's investments are denominated in foreign currencies and are therefore exposed to foreign exchange fluctuations. Northfield believes it is not significantly exposed to currency risk as these investments comprise approximately 10% of Northfield's total investments. Consequently, fluctuations of the United States dollar in relation to Canadian dollar impact the fair value of financial assets and operating results. Financial assets subject to currency translation risk primarily include United States dollar denominated cash and marketable securities.

For the nine months ended September 30, 2024, management estimates that if the United States dollar had strengthened or weakened by 10% against the Canadian dollar, assuming all other variables remained constant, net income for the period would have increased or decreased by approximately $155,000 (December 31, 2023 - $190,000).

Concentration Risk

One investment comprises 97% of the other investments balance at September 30, 2024 (December 31, 2023 – 62%, 14% and 12%). Two investments comprise 67% and 11% of the marketable securities balance at September 30, 2024 (December 31, 2023 - 81% and 18%).

RISK FACTORS

Northfield’s financial condition, results of operations and business are subject to certain risks which may negatively affect Northfield. Certain of these risks are described below. Additional risks not currently known to us, or that we currently believe to be immaterial, may also affect and negatively impact our business.

Portfolio Exposure

Given the nature of Northfield’s activities, the results of operations and financial condition are dependent upon the market value of the securities that comprise Northfield’s portfolio. Market value can be reflective of the actual or anticipated operating results of our portfolio companies and/or the general market conditions that affect the sectors in which Northfield invests. Northfield’s investment activities are currently concentrated primarily in the natural resource industry, with a current focus on base metals, precious metals, and oil and gas sectors. There are various factors that could affect these sectors which could have a negative impact on Northfield’s portfolio companies and thereby have an adverse effect on our business. Additionally, Northfield’s investments are mostly in small-cap businesses which Northfield believes exhibit potential for growth and sustainable cash flows. However, these companies may not ever mature or generate the returns Northfield expects or may require a number of years to do so. Junior exploration and other start-up ventures may never achieve commercial success or commercial discoveries and production. This may create an irregular pattern in Northfield’s revenues (if any). Macro factors such as fluctuations in commodity prices and global political and economic conditions could have an adverse effect on one or more sectors to which Northfield is exposed, thereby negatively impacting one or more of the portfolio companies concurrently. Company specific risks, such as the risks associated with mining operations generally, could have an adverse effect on one or more of Northfield’s portfolio companies at any point in time. Company specific and industry specific risks which affect Northfield’s portfolio investments may have a materially adverse impact on its operating results.

Cash Flows / Revenue

Northfield generates revenue and cash flows primarily from Northfield’s financing activities and proceeds from the disposition of Northfield’s investments, in addition to interest and dividend income earned on Northfield’s investments. The availability of these sources of income and the amounts generated from these sources are dependent upon various factors, operating results may be adversely affected if access to the capital markets is hindered, whether as a result of a downturn in the market conditions generally or to matters specific to Northfield, or if the value of Northfield’s investments decline, resulting in capital losses for Northfield upon disposition.

Conflicts of Interest

Certain of the Directors and Officers of Northfield are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such Directors and Officers of Northfield may become subject to conflicts of interest. The Canadian Business Corporations Act ("CBCA") provides that in the event that a Director has an interest in a contract or proposed contract or agreement, the Director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under the CBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the CBCA.

Reliance on Key Individuals

Northfield is dependent upon the efforts, skill and business contacts of key individuals of management, for among other things, the information and deal flow they generate during the normal course of their activities and the synergies which exist amongst their various fields of expertise and knowledge. Accordingly, Northfield's continued success will depend upon the continued service of these individuals who are not obligated to remain employed with Northfield. The loss of the services of any of these individuals could have a material adverse effect on Northfield's revenues, net earnings and cash flows and could harm Northfield's ability to maintain or grow existing assets and raise additional funds in the future.

USE OF NON-IFRS MEASURES

This MD&A contains references to "net asset value" ("**NAV**"), "NAV per share (basic and diluted)" and "return on investment" ("**ROI**"), which are non-IFRS measures. NAV is calculated as total assets less total liabilities. NAV per share basic is calculated as total assets less total liabilities divided by the weighted average number of shares of Northfield outstanding for the period. NAV per share diluted is calculated as total assets less total liabilities divided by the weighted average number of shares of Northfield outstanding, calculated based upon the assumption that all outstanding options and warrants of Northfield, if any, have been exercised. The basic and diluted weighted average number of shares outstanding for the nine months ended September 30, 2024 was 2,317,964 (year ended December 31, 2023 was 2,220,360). ROI is a performance measure used to evaluate the efficiency of an investment or compare the efficiency of a number of different investments. ROI tries to directly measure the amount of return on a particular investment, relative to the investment's cost. It is calculated as the realized gain divided by the cost of an investment. The terms NAV per share or ROI do not have any standardized meaning according to IFRS and therefore may not be comparable to similar measures presented by other companies. Northfield has calculated NAV, NAV per share (basic and diluted) and ROI consistently over its past fiscal years and believes that the measure provides information useful to Northfield's shareholders in understanding its performance facilitates the comparison of the quarterly and year end results of Northfield's ongoing operations and provides a meaningful measure to evaluate Northfield's business relative to that of its peers. Furthermore, Northfield believes the calculation of NAV per share (basic and diluted) provides a comparison between the market value of Northfield's assets and the trading price of the Class A Shares that is useful to investors. Management uses this non-IFRS calculation when determining whether to repurchase Class A Shares under its normal course issuer bid.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain information contained in this MD&A constitutes forward-looking information, which is information regarding possible events, conditions or results of operations of Northfield that is based upon assumptions about future economic conditions and courses of action, and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward- looking information contained in this MD&A includes, without limitation, our expectations regarding anticipated investment activities and results and financing activities, changes in accounting policies and other factors on our operating results, and the performance of global capital markets and interest rates.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. Northfield believes the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct, and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to: risks relating to investment performance and our ability to generate taxable income from operations, market fluctuations, fluctuations in prices of commodities underlying our interests and equity investments, the strength of the Canadian, U.S. and other economies, foreign exchange fluctuations, political and economic conditions in the countries in which the interests of Northfield's portfolio investments are located, and other risks included elsewhere in this MD&A and under the headings "Financial Instruments" and "Risk Factors".

Readers are cautioned that the foregoing lists of factors are not exhaustive. Although Northfield has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. The forward-looking information contained in this MD&A is provided as of the date hereof and Northfield undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward- looking information contained in this MD&A is expressly qualified by this cautionary statement.