NORTHFIELD INC.

**MATERIAL CHANGE REPORT PURSUANT TO
SUBSECTION 75(2) OF THE SECURITES ACT (ONTARIO)
SUBSECTION 118(1) OF THE SECURITIES ACT (ALBERTA)**

Item 1 – Reporting Issuer

Northfield Inc. (the "Company")
Suite 1950
155 University Avenue
Toronto, Ontario
M5H 3B7

Item 2 – Date of Material Change

The material change described herein occurred on February 23, 2001.

Item 3 – Press Release

A press release describing the material change was released in Toronto through Canada NewsWire Ltd. on February 23, 2001.

Item 4 – Summary of Material Change

The Company announced that its reverse take-over with Spantel Communications Inc. will not proceed.

Item 5 – Full Description of Material Change

The Company and Spantel Communications Inc. announced that the proposed reverse take-over of the Company by Spantel, previously announced on August 24, 2000, will not proceed.

During the course of preparing for the proposed transaction, Spantel and its advisors determined that the current status of Spantel is such that a listing on The Toronto Stock Exchange would be premature, since it is unlikely that Spantel would be able to meet the conditions of a share exchange agreement and the minimum listing requirements of the TSE.

Item 6 – Reliance on Subsection 75(3) of the Securities Act (Ontario) or Subsection 118(2) of the Securities Act (Alberta)

Not applicable.

Item 7 – Omitted Information

No significant facts have been omitted.

Item 8 – Senior Officer

Jorge Estepa
Suite 1950
155 University Avenue
Toronto, Ontario
M5H 3B7
Telephone: (416) 360-8006 or (800) 360-8006.

Item 9 – Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Toronto this 26th day of February, 2001.

NORTHFIELD INC.

(signed) Jorge Estepa
Secretary