NORTHFIELD

CAPITAL CORPORATION

Consolidated Financial Statements

For the Years Ended December 31, 2025 and 2024

Audited

Presented in Canadian Dollars

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Consolidated Financial Statements
For the Years ended December 31, 2025 and 2024

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NOTICE TO SHAREHOLDERS

April 13, 2026

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The accompanying consolidated financial statements of Northfield Capital Corporation ("**Northfield**") were prepared by management in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board. Management acknowledges responsibility for the preparation and presentation of the consolidated financial statements, including responsibility for significant accounting judgements and estimates and the choice of accounting principles and methods that are appropriate to Northfield's circumstances. The material accounting policies of Northfield are summarized in note 2 to these consolidated financial statements.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements and for ensuring that management fulfils its financial reporting responsibilities.

An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management as well as the independent auditors to review the internal controls over the financial reporting process, the consolidated financial statements and the auditor's report. The Audit Committee also reviews Northfield's Management's Discussion and Analysis to ensure that the financial information reported therein is consistent with the information presented in the consolidated financial statements. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements for issuance to the shareholders.

Management recognizes its responsibility for conducting Northfield's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(Signed) "Robert D. Cudney"
Chief Executive Officer

(Signed) "Michael G. Leskovec"
Chief Financial Officer

Independent Auditor's Report

To the Shareholders of Northfield Capital Corporation:

Opinion

We have audited the consolidated financial statements of Northfield Capital Corporation and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2025 and December 31, 2024, and the consolidated statements of operations, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2025 and December 31, 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Fair value of private investments

Key Audit Matter Description

The Company describes its critical accounting estimates, assumptions and judgment in relation to the fair value measurement of certain private investments for which reliable quotations are not readily available in note 3 and note 10 of the consolidated financial statements. As disclosed in note 25 of the consolidated financial statements, the Company has financial assets of $120,028,780, recorded at fair value. Of these, $75,085,480 relates to private investments where fair value is based on unobservable inputs and are classified as Level 3 financial instruments within the fair value hierarchy. Management uses various valuation methodologies with unobservable market inputs in its determination of the fair value of private investments. The valuation methodologies used in estimating the fair value of these private investments vary based on the specific characteristics of the private investments.

The valuation of these investments is inherently subjective due to the absence of quoted market values and lower liquidity. As a result, the procedures related to the valuation methodologies and unobservable market inputs required a high degree of auditor judgment and increased audit effort, including the use of valuation specialists.

The use of different valuation techniques and assumptions could produce significantly different estimates of fair value. Given the subjectivity involved, we considered this area to be a key audit matter.

Audit Response

Our approach to addressing the matter included, but was not restricted to, the following procedures:

- Evaluated the appropriateness of the methodology used in the valuation of the private investments and the mathematical accuracy of the valuation models with the assistance of an internal valuation expert;
- Reviewed relevant internal and external information, including industry information, to assess the reasonability of unobservable market inputs;
- Reviewed relevant share purchase agreements for additional shares purchased in the period in exchange for the Company's own shares and determined the fair value of consideration on closing date;
- Assessed the adequacy of the presentation and disclosures relating to the transaction involving privately held investments in the notes to the consolidated financial statements.

Acquisition of Voyageur Mineral Explorers Corp.

Key Audit Matter Description

The Company describes its critical accounting estimates, assumptions and judgment in relation to the determination of control over an investee and the determination of business combination or assets acquisition in notes 3(b) of the consolidated financial statements. As disclosed in note 7 of the consolidated financial statements, the Company acquired control through additional ownership interest of Voyageur Mineral Explorers Corp. ("Voyageur") on January 2, 2025 ("Acquisition date") for a consideration of $2,872,380 paid with its own shares. After acquisition the Company owned 50.2% of the voting rights of Voyageur. Control exists when an investor is exposed or has rights to variable returns from its involvement with an investee and has the ability to affect those returns through its power over the investee. Judgment was needed to assess whether the Company has control over Voyageur on Acquisition date and subsequently as a result of its right to direct relevant activities and whether the transaction represents a business combination.

Management determined that the additional shares acquired, combined with the Company's related parties voting rights, result in control over Voyageur and that the transaction did not represent a business combination and was accounted for as an asset acquisition.

The judgments involved in determining control and whether the acquisition met the definition of a business, required a high degree of auditor judgment and an increased extent of audit effort. Given the subjectivity involved, we considered this area to be a key audit matter.

Audit Response

Our approach to addressing the matter included, but was not restricted to, the following procedures:

- Obtained and examined the underlying agreements related to the acquisition;
- Evaluated management's assessment on whether the acquisition represents an asset acquisition or a business combination under IFRS 3 *Business Combinations*;
- Evaluated management's control assessment on acquisition and throughout the period;
- Assessed the adequacy of the presentation and disclosures relating to the acquisition in the notes to the consolidated financial statements.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Alberto Federman.

MNP LLP

Toronto, Ontario
April 13, 2026

Chartered Professional Accountants
Licensed Public Accountants

NORTHFIELD CAPITAL CORPORATION
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
Expressed in Canadian Dollars

As at,	**December 31, 2025**	December 31, 2024
ASSETS		
Cash and cash equivalents	**$ 10,897,679**	$ 3,582,235
Marketable securities *(note 5)*	**2,496,640**	4,878,391
Other investments *(notes 6 and 10)*	**106,634,461**	48,375,166
Receivables	**928,204**	918,219
Prepaid expenses and deposits	**1,146,203**	483,690
Inventory *(note 4)*	**1,330,139**	1,363,909
Property and equipment *(note 11)*	**31,135,636**	25,972,222
Right-of-use asset *(note 12)*	**1,811,853**	1,206,701
	$ 156,380,815	$ 86,780,533
LIABILITIES		
Accounts payable and accrued liabilities	**$ 4,372,982**	$ 3,004,587
Credit facilities *(note 15)*	**140,000**	1,328,825
Income taxes payable *(note 24)*	**48,220**	-
Loans payable *(note 13)*	**15,429,404**	8,121,120
Lease liability *(note 14)*	**1,914,256**	1,347,167
Deferred taxes *(note 24)*	**1,435,927**	37,432
	23,340,789	13,839,131
SHAREHOLDERS' EQUITY		
Share capital *(note 16(b))*	**51,576,359**	11,550,827
Share-based payment reserve *(note 16(c))*	**1,203,835**	808,546
Warrant reserve *(note 16(d))*	**3,277,829**	1,330,606
Contributed surplus	**42,831**	42,831
Retained earnings	**80,808,838**	61,003,762
	136,909,692	74,736,572
Non-controlling interest *(note 18)*	**(3,869,666)**	(1,795,170)
	133,040,026	72,941,402
	$ 156,380,815	$ 86,780,533

Investments in associates *(note 10)*
Related party transactions *(note 20)*
Contingencies and commitments *(note 26)*
Subsequent events *(note 27)*

See accompanying notes to consolidated financial statements

On behalf of the Board:

(Signed) "Robert D. Cudney"	*(Signed) "Eric Klein"*
Director	Director

NORTHFIELD CAPITAL CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
Expressed in Canadian Dollars

For the years ended December 31,	**2025**	2024
Net investment income *(note 22(a))*	**$ 31,419,791**	$ 10,223,490
Revenue *(note 22(b))*	**12,475,776**	9,372,294
Cost of sales *(note 4)*	**(9,184,296)**	(7,446,971)
Gross margin from operating subsidiaries	**3,291,480**	1,925,323
	34,711,271	12,148,813
Operating expenses		
Salaries, Director and consulting fees	**5,324,835**	4,059,819
Marketing, promotion and travel	**1,630,304**	1,980,398
Office and general	**1,548,912**	1,372,361
Professional fees	**1,463,879**	1,125,703
Interest expense	**1,019,504**	663,856
Regulatory	**171,924**	138,104
Exploration expenses	**32,369**	-
Commission and transaction costs	**38,779**	33,269
Gain on disposal of property and equipment	**(236,962)**	(65,455)
Amortization	**2,263,117**	1,795,535
Loss on impairment	**1,625,081**	-
Stock based compensation *(note 16(c))*	**429,324**	808,546
	15,311,066	11,912,136
Income (loss) before income taxes	**19,400,205**	236,677
Income tax recovery (provision) *(note 24)*	**(1,763,114)**	3,897
Net income and comprehensive income	**$ 17,637,091**	$ 240,574
Net income (loss) and comprehensive income (loss) attributable to:		
Shareholders	**$ 20,291,936**	$ 2,276,288
Non-controlling interest *(note 18)*	**(2,654,845)**	(2,035,714)
	$ 17,637,091	$ 240,574
Net income per share attributable to shareholders:		
Basic* *(note 17)*	**$ 1.26**	$ 0.19
Fully diluted* *(note 17)*	**$ 1.21**	$ 0.19
Weighted average Class A and Class B Shares outstanding during the period:		
Basic* *(note 17)*	**16,149,124**	11,970,370
Fully diluted* *(note 17)*	**16,751,508**	12,060,915

See accompanying notes to consolidated financial statements

NORTHFIELD CAPITAL CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
Expressed in Canadian Dollars

	Class A Restricted Voting Shares		Class B Multiple Voting Shares		Total share capital	Share-based payment reserve	Warrant reserve	Contributed surplus	Retained earnings	Non-controlling interest	Total shareholders' equity
	Shares	Amount	Shares	Amount							
Balance at December 31, 2023	**11,073,815**	**$ 3,586,983**	**18,600**	**$ 7,680**	**$ 3,594,663**	**$ -**	**$ -**	**$ 42,831**	**$ 58,727,474**	**$ 240,544**	**$ 62,605,512**
Share-based compensation *(note 16(c))*	-	-	-	-	-	808,546	-	-	-	-	808,546
Private placement, net of issue costs .	2,378,250	9,286,770	-	-	9,286,770	-	-	-	-	-	9,286,770
Warrant reserve *(note 16(d))*	-	(1,330,606)	-	-	(1,330,606)	-	1,330,606	-	-	-	-
Net loss and comprehensive loss	-	-	-	-	-	-	-	-	2,276,288	(2,035,714)	240,574
Balance at December 31, 2024	**13,452,065**	**11,543,147**	**18,600**	**7,680**	**11,550,827**	**808,546**	**1,330,606**	**42,831**	**61,003,762**	**(1,795,170)**	**72,941,402**
Share-based compensation *(note 16(c))*	-	-	-	-	-	429,324	-	-	-	-	429,324
Acquisition of Voyageur *(note 7)*	718,095	2,872,380	-	-	2,872,380	-	-	-	-	11,520,618	14,392,998
Deconsolidation of Voyageur *(note 7)*	-	-	-	-	-	(34,035)	-	-	34,035	(11,250,349)	(11,250,349)
Equity movements in Voyageur *(note 7)*	-	-	-	-	-	-	-	-	(71,815)	174,800	102,985
Shares repurchased for cancellation	(32,600)	(183,094)	-	-	(183,094)	-	-	-	-	-	(183,094)
Net income and comprehensive income	-	-	-	-	-	-	-	-	20,291,936	(2,654,845)	17,637,091
Exercise of warrants *(note 16(c))*	54,100	300,239	-	-	300,239	-	(29,739)	-	-	-	270,500
Acquisition of Northfield Aviation *(note 8)*	60,000	313,800	-	-	313,800	-	-	-	(449,080)	135,280	-
Juno share acquisition *(note 16(c))*	3,725,848	24,524,489	-	-	24,524,489	-	-	-	-	-	24,524,489
Private placement, net of issue costs	2,727,272	13,920,826	3,580	22,434	13,943,260	-	201,612	-	-	-	14,144,872
Warrant reserve *(note 16(c))*	-	(1,775,350)	-	-	(1,775,350)	-	1,775,350	-	-	-	-
Issuance of Class B shares *(note 16(b))*	-	-	4,968	29,808	29,808	-	-	-	-	-	29,808
Balance at December 31, 2025	**20,704,780**	**$ 51,516,437**	**27,148**	**$ 59,922**	**$ 51,576,359**	**$ 1,203,835**	**$ 3,277,829**	**$ 42,831**	**$ 80,808,838**	**$ (3,869,666)**	**$ 133,040,026**

See accompanying notes to consolidated financial statements

NORTHFIELD CAPITAL CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
Expressed in Canadian Dollars

For the years ended December 31,	**2025**	2024
Cash provided by (used in)		
Operations		
Net income (loss)	**$ 17,637,091**	$ 240,574
Items not involving cash flows *(note 19(a))*	**(23,617,199)**	(6,014,142)
Net change in other non-cash balances *(note 19(b))*	**(410,938)**	(915,642)
Purchase of marketable securities	**(134,090)**	(848,287)
Proceeds on disposal of marketable securities	**1,032,704**	743,115
Purchase of other investments	**(6,316,510)**	(2,185,154)
Proceeds on disposal of other investments	**7,644,937**	4,345,919
	(4,164,005)	(4,633,617)
Investing		
Purchase of property and equipment, net *(note 11)*	**(9,943,680)**	(2,532,331)
Cash assume on acquisition of the Voyageur *(note 7)*	**669,300**	-
	(9,274,380)	(2,532,331)
Financing		
Proceeds from loans payable *(note 13)*	**8,076,166**	-
Proceeds from equity private placement, net of share issue costs	**13,739,931**	9,286,770
Repayment of loans payable *(note 13)*	**(767,881)**	(2,263,969)
Lease payments *(note 14)*	**(434,035)**	(369,076)
Proceeds received from Class B share issuances *(note 16(b))*	**52,242**	-
Shares repurchased for cancellation *(note 16(b))*	**(183,094)**	-
Proceeds received from warrant exercises *(note 16(b))*	**270,500**	-
	20,753,829	6,653,725
Change in cash and cash equivalents	**7,315,444**	(512,223)
Cash and cash equivalents, beginning of year	**3,582,235**	4,094,458
Cash and cash equivalents, end of year	**$ 10,897,679**	$ 3,582,235

Supplementary cash flow information *(note 19)*

See accompanying notes to consolidated financial statements

1. NATURE OF OPERATIONS

Northfield Capital Corporation ("**Northfield**") is a publicly traded company incorporated under the laws of the Province of Ontario, with investment interests in resource, aviation, manufacturing and technology sectors. Northfield's Class A Restricted Voting Shares are listed on the TSX Venture Exchange under the symbol "NFD.A".

The address of Northfield's registered head office is 141 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 3L5.

2. MATERIAL ACCOUNTING POLICY INFORMATION

(a) Statement of compliance

Northfield's consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"), and interpretations of the International Financial Reporting Interpretations Committee ("**IFRIC**").

These consolidated financial statements as at and for the year ended December 31, 2025 were approved for issue by the Board of Directors on April 13, 2026.

These consolidated financial statements have been prepared on the basis of IFRS® standards that were in effect at December 31, 2025 and these accounting policies have been applied consistently to all periods presented herein.

(b) Principles of consolidation

Subsidiaries are entities over which Northfield has control, where control is defined as the power to govern financial and operating policies. The effect of potential voting rights that are currently exercisable are considered when assessing whether control exists. Subsidiaries are fully consolidated from the date control is transferred to Northfield, and are de-consolidated from the date control ceases.

On January 2, 2025, Northfield obtained control of Voyageur Mineral Explorers Corp. ("**Voyageur**"), a publicly listed Canadian junior resource company with exploration and evaluation assets in Canada, trading under the symbol "VOY" on the Canadian Securities Exchange. Voyageur was incorporated on January 8, 2004 under the Business Corporations Act (Ontario). As a result of this transaction, Northfield's ownership increased from 35.1% to 50.2% in 2025. As of December 31, 2025, Northfield's ownership was diluted down to 8.7% and the Company lost control of Voyageur. Refer to notes 7 and 9.

At December 31, 2025 and 2024, Northfield had 57.6% ownership of Distillery Network Inc. ("**DNI**"), 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 Spirit of York Distillery Inc.

At December 31, 2025 and 2024, Northfield had 56.7% ownership 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. On May 8, 2020, Northfield obtained control of the Grange, increasing its ownership from 49.0% to 56.7%.

On June 18, 2020, Northfield acquired all of the shares of True North Airways Inc. ("**TNA**"), 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 incorporated subsidiaries Spruce Goose Aviation Inc. (wholly-owned) and Northfield Aviation Group Inc., 100% owned and controlled at December 31, 2025 (December 31, 2024 - 91.0%). These subsidiaries are fully consolidated on the date control was obtained by Northfield. On May 26, 2025, Northfield acquired the remaining 9% minority interest in Northfield Aviation Group Inc. - see Note 8.

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. ("**TNH**"), a wholly-owned subsidiary of Northfield Aviation Group Inc., to provide chartered air services from a newly purchased helicopter. On July 4, 2024, Northfield incorporated TNA SOUTH, S.A. DE C.V., ("**TNA South**") a wholly-owned subsidiary of True North Airways Inc., with the intention to provide chartered air services within the country of El Salvador.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(b) Principles of consolidation (continued)

Deconsolidation

When Northfield loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related non-controlling interest and other components of equity on the date it loses control. Any resulting gain or loss is recognized in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost and no significant influence exists.

(c) Basis of presentation

Northfield's consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"). These consolidated financial statements have been prepared in accordance with accounting policies based on the IFRS standards and International Financial Reporting Interpretations Committee ("**IFRIC**") interpretations and have been consistently applied to all the years presented and by all subsidiaries. The principal accounting policies applied in the preparation of these consolidated financial statements are set out below.

These consolidated financial statements have been prepared on a going concern basis, under the historical cost convention, except for valuation of fair value through profit or loss ("**FVTPL**") financial assets and financial liabilities which are shown at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Northfield classifies its expenses by nature.

The consolidated statements of cash flows show the changes in cash and cash equivalents arising during the year from operating activities, investing activities and financing activities.

The consolidated cash flows from operating activities are determined using the indirect method. Net income is therefore adjusted for non-cash items, such as measurement gains or losses, changes in provisions, as well as changes from receivables, prepaid expenses and deposits, accounts payable and accrued liabilities and income taxes receivable and payable. In addition, all income and expenses from cash transactions that are attributable to investing or financing activities are eliminated. The cash flows from investing and financing activities are determined using the direct method. Northfield's assignment to operating, investing and financing category depends on the business model (management approach).

(d) Revenue recognition

Northfield recognizes revenues to the extent that it is probable that the economic benefits will flow to Northfield and revenues can be reliably measured.

Realized gains and losses on the disposal of investments and unrealized gains and losses on securities classified as FVTPL are reflected in the consolidated statements of operations on the settlement date and are calculated on an average cost basis.

For all financial instruments measured at amortized cost, interest income or expense is recorded using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or financial liability. Once the recorded value of a financial asset or a group of similar financial assets has been reduced due to the impairment loss, interest income continues to be recognized using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Other investment income is recognized on the accrual basis and is considered operating income for cash flow purposes.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(d) Revenue recognition (continued)

Dividend income is recognized when Northfield's right to receive the payment is established and is considered cash flow from operations.

Revenues from product sales and aviation services are recognized upon satisfaction of performance obligations, which is when customers obtain control of the goods, and when all service requirements have been satisfied and collection is reasonably assured.

Distillery Revenue Recognition:

Revenue is recognized, net of trade discounts and allowances, when a price is agreed upon, goods are shipped to customers, all significant contractual obligations have been satisfied, and collectability is reasonably assured.

Winery Revenue Recognition:

Revenue from the sale of merchandise and services is recognized when the performance obligation is fulfilled. For sales to consumers through retail stores, winery restaurants and estate wineries, the performance obligation is deemed fulfilled at the point of sale, when the customer tenders payment and takes possession of the product. For sales transactions with provincial liquor boards, licensee retail stores and wine kit retailers, the customer takes control of the goods and Northfield's performance obligation is fulfilled when the product is shipped from Northfield's distribution facilities.

Aviation Revenue Recognition:

Charter services and other contract flying services are provided to a variety of customers for routes that are determined by the customer. Consideration for these services typically is equivalent to a fixed rate for each flight, which is billed and paid for upon completion of the flight. Revenue is recognized as each flight is completed.

Maintenance, repair and overhaul service revenue is recognized over time based on costs incurred.

(e) Foreign currencies

The consolidated financial statements are presented in Canadian dollars, which is the functional currency of Northfield and its subsidiaries. Transactions in currencies other than the functional currency are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the period end exchange rates are recognized in the consolidated statements of operations. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

(f) Cash and cash equivalents

Cash and cash equivalents include cash on hand, balances with brokers, and highly liquid investments with an original maturity at the date of purchase of three months or less.

(g) Financial instruments

(i) Financial assets

Northfield recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through FVTPL, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at FVTPL are expensed in profit or loss when incurred. Northfield derecognizes financial assets when its contractual rights to the cash flows from the financial asset expire.

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income ("**FVOCI**") or FVTPL. Northfield determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(g) Financial instruments (continued)

(i) Financial assets (continued)

Financial assets are classified as follows:

FVTPL

Assets that do not meet the criteria to be measured at amortized cost, or FVOCI, are measured at FVTPL. On initial recognition, Northfield may irrevocably designate a financial asset to be measured at FVTPL in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss.

Amortized Cost

Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss.

FVOCI

Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at FVOCI. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income is reclassified to profit or loss. Northfield does not hold any financial assets measured at FVOCI.

Below is a summary of Northfield's classification and measurements of financial assets:

	Classification	Measurement
Cash and cash equivalents	FVTPL	Fair value
Receivables	Amortized cost	Amortized cost
Marketable securities	FVTPL	Fair value
Other investments	FVTPL	Fair value

Business model assessment

Northfield assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed, and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, Northfield considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit Northfield's claim to cash flows, and any features that modify consideration for the time value of money.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(g) Financial instruments (continued)

(i) Financial assets (continued)

Investment in associates

Associates are entities over which Northfield has significant influence, but not control. Significant influence is generally presumed to exist where Northfield has between 20 percent and 50 percent of the voting rights but can also arise where Northfield holds less than 20 percent of the voting rights, but it has power to be actively involved and influential in policy decisions affecting the entity. Investments in associates are held as part of the Northfield's investment portfolio and carried in the consolidated statements of financial position at fair value even though Northfield may have significant influence over the companies. This treatment is permitted by IAS 28, Investment in Associates, which allows investments held by venture capital or similar organizations to be excluded from its scope where those investments are measured at FVTPL in accordance with IFRS 9, with changes in fair value recognized in the consolidated statements of operations within net change in unrealized gains or losses on investments.

(ii) Financial liabilities

Below is a summary of Northfield's classification and measurements of financial liabilities:

	Classification	Measurement
Unrealized gain (loss) on FVTPL investments	Other	Amortized cost
Loans payable and credit facilities	Other	Amortized cost

Northfield recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, Northfield measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at FVTPL for which transaction costs are immediately recorded in profit or loss.

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest method, other than those required to or designated to be at FVTPL. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Northfield derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

(h) Impairment

(i) Financial assets

Northfield recognizes a loss allowance for the expected credit losses associated with its financial assets, other than financial assets measured at FVTPL. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(i) Impairment (continued)

Northfield applies the simplified approach for trade receivables. Using the simplified approach, Northfield records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime. Northfield assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit-impaired at the reporting date, Northfield continues to recognize a loss allowance equal to lifetime expected credit losses. For financial assets measured at amortized cost, loss allowances for expected credit losses are presented in the statement of financial position as a deduction from the gross carrying amount of the financial asset. Financial assets are written off when Northfield has no reasonable expectations of recovering all or any portion thereof. Should the cash flow assumptions used to determine the original loan loss provision change, the loan loss provision may be reversed. A loan loss provision is reversed only to the extent that the revised carrying value of the loan does not exceed its amortized cost that would have been recorded had no loan loss provision been recognized.

(ii) Non-financial assets

The carrying amounts of Northfield's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. Value in use is defined as the present value of the future cash flows expected to be derived from an asset or cash-generating unit.

An impairment loss is recognized if the carrying amount of an asset exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

(j) Financial instruments recorded at fair value

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - Valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - Valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Publicly traded marketable securities and other investments, including shares, options and warrants are recorded at fair values based on the last quoted close price, within the bid-ask spread, at the consolidated statement of financial position date. For options and warrants which are not traded on a recognized securities exchange and where there are sufficient and reliable observable market inputs, the Black-Scholes model for valuation is used. When Northfield holds debentures that are convertible into the issuer's equity shares at Northfield's option, the equity conversion feature represents an embedded option written by the issuer on its equity shares. Convertible debentures are classified as FVTPL and recorded at fair value.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(j) Financial instruments recorded at fair value (continued)

Privately-held investments have been designated as FVTPL and are recorded in the consolidated statements of financial position at fair value. Fair value is measured using one or more of the valuation indicators described in Note 25. The determination of fair value of Northfield's privately-held investments are subject to certain limitations (refer to note 3).

(k) Inventory

Inventory is valued at the lower of cost and net realizable value. Cost is determined by the first-in, first-out method. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling costs. Inventories are written down to net realizable value when the cost of inventories is not estimated to be recoverable due to obsolescence, damage or declining selling prices. If the carrying value exceeds the net realizable amount, a writedown is recognized. The writedown may be reversed in a subsequent period if the circumstances that caused it no longer exist. Inventory consists primarily of raw materials, work in process, finished goods, and retail merchandise for sale.

(l) Property and equipment

Property and equipment are stated at cost less accumulated amortization and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset.

The carrying amounts of property and equipment (including initial and subsequent capital expenditure) are amortized over the estimated useful lives of the specific assets concerned. Amortization is calculated using the declining balance or straight-line methods at the following rates:

Furniture and fixtures	- 4-30% declining balance
Equipment	- straight-line over term of lease
Leasehold improvements	- straight-line over term of lease
Vines	- straight-line over 20 years
Aircraft frames	- straight-line over 25 years
Aircraft engines	- units of production, over estimated flight hours
Buildings	- 2-10% declining balance

Amortization methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

Gains and losses on disposal of an item of equipment are determined by comparing the proceeds from disposal with the carrying amount of equipment and are recognized in the consolidated statements of operations.

(m) Biological assets

Grapes, which are agricultural produce, and are considered a part of the biological asset, are measured at fair value less costs to sell, with any change therein recognized in profit and loss. Costs to sell are the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income taxes.

(n) Non-controlling interest

Non-controlling interests represent ownership interests in consolidated subsidiaries by parties that are not shareholders of Northfield. They are shown as a component of total equity in the consolidated statements of financial position, and the share of income (loss) attributable to non-controlling interests is shown as a component of net loss in the consolidated statements of operations. Changes in Northfield's ownership that do not result in a loss of control are accounted for as equity transactions.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(o) Per share information

Basic earnings per share is computed by dividing the net earnings available to common shareholders by the weighted average number of Class A Restricted Voting Shares and Class B Multiple Voting Shares outstanding during the reporting period. Diluted earnings per share is computed similar to basic earnings per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

In the years that Northfield reports a net loss, loss per share is not presented on a diluted basis, as the result would be anti-dilutive.

(p) Income taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. Northfield reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

(q) Provisions

A provision is recognized when Northfield has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. A provision for onerous contracts is recognized when the expected benefits to be derived by Northfield from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

Northfield had no material provisions at December 31, 2025 and 2024.

(r) Share capital

Northfield records proceeds from share issuances net of issue costs and any tax effects. Common shares issued for consideration other than cash are valued based on their market value of the shares as of the date of issuance.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(s) Share based payment transactions

Northfield measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted. The fair value of share-based payments in the form of stock options is determined using the Black-Scholes model. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 16(c).

(t) Equity units issued in private placements

Proceeds from unit placements are allocated between shares and warrants issued by calculating the value of the warrants using the Black-Scholes option pricing model. The value of the share component is credited to share capital and the value of the warrant component is credited to reserve for warrants account.

(u) Business combinations and asset acquisitions

Northfield accounts for business combinations using the acquisition method when control is obtained by Northfield. Northfield measures the consideration transferred, assets acquired, and the liabilities assumed in a business combination at their acquisition-date fair values, except for deferred tax assets and liabilities, and leases in which the acquired entity is the lessee. Deferred tax assets or liabilities arising from acquired net assets are measured in accordance with IAS 12 Income Taxes.

Asset acquisitions that do not constitute a business in exchange for equity instruments are measured at fair value. Where the fair value of the assets acquired cannot be reliably measured, measurement is made with reference to the fair value of equity instruments granted. Asset acquisitions are accounted for by identifying the assets acquired and liabilities assumed, recording those assets and liabilities measured at an amount other than cost in accordance with applicable accounting standards and allocating the residual consideration transferred to the relative fair value of those assets and liabilities assumed at the date of the acquisition. No goodwill is recognized in an asset acquisition.

(v) Leases

In accordance with IFRS 16, Leases, liabilities arising from a lease are initially measured at the present value of the lease payments that are not paid at that date discounted using Northfield's incremental borrowing rate. Lease liabilities include the value of the following payments:

- Fixed payments, including in-substance fixed payments, less any lease incentives receivable;
- The exercise price of a purchase option if Northfield is reasonably certain to exercise that option; and
- Penalties for early termination of the lease, if the lease term reflects Northfield exercising an option to terminate the lease.

The lease liability is decreased by cash paid less interest expense incurred. The lease liability is remeasured when there is a change in future lease payments, or if Northfield changes its assessment of whether it will exercise an extension, purchase, or termination option.
Right of use assets are measured at cost and are comprised of the following:

- The amount of the initial measurement of lease liability;
- Lease payments made at or before the commencement date less any lease incentives received;
- Any initial direct costs; and
- An estimate of costs of dismantling and removing the underlying asset, restoring the site on which it is located or the underlying asset, if applicable.

The right-of-use asset is depreciated on a straight-line basis from the commencement date to the end of the lease term. The value of the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain revaluations of the lease liability.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(w) Reportable Segments

Northfield determines its reportable segments based on, among other things, how the chief operating decision makers, the Chief Executive Officer ("**CEO**") and Chief Financial Officer ("**CFO**"), regularly review the operations and performance. They review adjusted net loss and comprehensive loss as the key measure of profit for the purpose of assessing performance of each segment and to make decisions about the allocation of resources, as they believe adjusted net loss and comprehensive loss reflects segment and consolidated profitability.

Northfield makes significant judgements in determining the operating segments. These are components that engage in business activities from which they may earn revenue and incur expenses, for which operating results are regularly reviewed by the chief operating decision makers.

(x) Standards issued but not yet effective

IFRS 9 and IFRS 7

In May 2024, the IASB issued amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments – Disclosures. The amendments clarify the derecognition of financial liabilities and introduces an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system.The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features and the treatment of non-recourse assets and contractually linked instruments (CLIs). Further, the amendments mandate additional disclosures in IFRS 7 for financial instruments with contingent features and equity instruments classified at FVOCI. The amendments are effective for annual periods starting on or after January 1, 2026. Retrospective application is required and early adoption is permitted. Management does not expect any material impact to Northfield's consolidated financial statements upon adoption of these amendments.

IFRS 18

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements to improve reporting of financial performance. The new standards replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and also requires disclosure of management-defined performance measures. It also includes new requirements for the location, aggregation and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements. Retrospective application is required and early adoption is permitted. Northfield is currently assessing system changes, preparing draft disclosures, and planning comparative restatements.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these consolidated financial statements requires management to make certain estimates, judgements and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the 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.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(a) Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the consolidated 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 consolidated 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, judgement 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 judgements 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; refer to note 25;

(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;

(iii) the determination of acquisition date fair values often requires management to make assumptions and estimates about future events. The assumptions and estimates with respect to determining the fair value of royalty interests generally require a high degree of judgement, and include estimates of estimates of projected future production, estimated quantities of mineral reserves and resources, expected future production costs, and discount rates at the closing date. Changes in any of the assumptions or estimates used in determining the fair value of acquired assets and liabilities could impact the amounts assigned to assets and liabilities;

(iv) amortization of property and equipment is dependent upon estimates of useful lives which are determined through exercise of judgement;

(v) grants of warrants and options are measured at fair value on the grant date. Management uses the Black-Scholes method to estimate the fair value of the warrants determined at the grant date. Significant assumptions affecting the valuation of warrants include the term allowed for warrant exercise, a volatility factor relating to Northfield’s historically share price, dividend yield, forfeiture rate and risk-free interest rate.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(b) Critical accounting judgements

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

Northfield assesses whether an acquisition is an asset acquisition or a business combination. Northfield accounts for an acquisition as a business combination if the assets acquired and liabilities assumed constitute a business and Northfield obtains control of the business. When the cost of a business combination exceeds the fair value of the identifiable assets acquired or liabilities assumed, such excess is recognized as goodwill. Transaction related costs are expensed as incurred. The classification of a transaction as a business combination or asset acquisition depends on whether the assets acquired constitute a business in accordance with the criteria set forth in IFRS 3 Business combinations, which can be a complex judgement. The Company bases its judgements on current facts and various other factors that it believes to be reasonable under the circumstances.

If an acquisition does not meet the definition of a business combination, Northfield accounts for the acquisition as an asset acquisition. The January 2, 2025, acquisition of Voyageur Mineral Explorers Corp. was accounted for as an asset acquisition. See Note 7 for details.

Control over Voyageur

Management has made the determination that the Company controlled Voyageur up to December 15, 2025 even though its ownership was diluted to below 50% (approximately 49.7%) as the Company maintained control over the majority of voting rights through additional ownership interest held by related parties to the Company. Accordingly, Voyageur was consolidated within the Company's consolidated financial statements up to December 15, 2025. After December 15, 2025, the Company has assessed that it has lost control as it owns less than 10% of Voyageur (approximately 8.7%), and thus Voyageur was deconsolidated. Refer to Note 9.

4. INVENTORY AND COST OF SALES

	December 31, 2025	December 31, 2024
Raw materials	**$ 254,976**	$ 312,370
Work in process	**769,586**	395,239
Finished goods	**291,183**	634,878
Retail merchandise for sale	**14,394**	21,422
	$ 1,330,139	$ 1,363,909

Cost of sales for the year ended December 31, 2025 of $9,184,296 includes cost of inventory, raw materials and consumables used (December 31, 2024 - $7,446,971). Included in cost of sales and inventory is an amount of $418,287 of amortization of equipment and leaseholds related to the distillery, $34,194 of amortization of equipment related to the winery business, and $1,074,764 of amortization of the aviation business (December 31, 2024 - $391,671, $7,994 and $555,425 respectively).

5. MARKETABLE SECURITIES

	December 31, 2025		December 31, 2024	
	Fair Value	**Cost**	Fair Value	Cost
Marketable securities - FVTPL	**$ 2,496,640**	**$ 3,106,718**	$ 4,878,391	$ 4,219,373

6. OTHER INVESTMENTS

	December 31, 2025		December 31, 2024	
	Fair Value	**Cost**	Fair Value	Cost
Other investments - FVTPL	**$ 106,022,936**	**$ 69,726,025**	$ 48,135,081	$ 35,176,702
Warrants - FVTPL	**611,525**	**-**	240,085	-
	$ 106,634,461	**$ 69,726,025**	$ 48,375,166	$ 35,176,702

7. ACQUISITION OF VOYAGEUR MINERAL EXPLORERS CORP.

On December 24, 2024, Northfield announced that it entered into binding share purchase agreements with five shareholders of Voyageur pursuant to which Northfield agreed to acquire an aggregate of 4,787,301 common shares of Voyageur ("**Voyageur Shares**") in consideration for the issuance to such shareholders of an aggregate of 718,095 Class A restricted voting shares (post share-split) in the capital of Northfield (the "**Northfield Shares**"). Each Voyageur Share was exchanged for 0.149999915 of a Northfield Share (post share-split exchange ratio) and closed on January 2, 2025 resulting in Northfield having acquired ownership and control of an aggregate of an additional 4,787,301 Voyageur Shares. Following the closing date, Northfield owned and controlled an aggregate of 16,189,003 Voyageur Shares, representing 50.2% ownership interest in Voyageur.

As the acquisition of Voyageur does not meet the definition of a business in accordance with IFRS 3 – Business Combinations, Northfield has accounted for the transaction as an asset acquisition, measured under IFRS 2, Share-based Payments. The fair value of the consideration will be allocated to the identifiable assets acquired and liabilities assumed based on their relative fair values at the date of acquisition.

The following table summarizes the fair value of the consideration paid and the fair values of the assets acquired, and liabilities assumed on the closing date:

Purchase Price:	
Fair value of the consideration paid[(1)]	$ 2,872,380
Fair value of non-controlling interest[(2)]	11,520,618
Fair value of previously held equity interest[(3)]	8,740,773
Total consideration	**$ 23,133,771**

[(1)] The fair value of the shares issued to Voyageur shareholders were based on the quoted market price of a Northfield common share on the day they were issued.

[(2)] Northfield used the proportionate interest method in measuring non-controlling interest at the acquisition date.

[(3)] The fair value of the previously held equity interest was revalued at January 2, 2025. On revaluation a $1,682,403 net realized gain was recognized in net investment income in the statements of operations. The fair value of the previously held 11,401,702 Voyageur common shares was based on the quoted market price on the day of the acquisition. The fair value of the previously held warrants was calculated using the Black Scholes option pricing model with the following assumptions:

	January 2, 2025
Expected dividend yield	0%
Expected volatility	81%
Risk-free interest rate	2.93%
Expected Life (years)	0.27
Underlying security price (at time of issue)	$ 0.75

7. ACQUISITION OF VOYAGEUR MINERAL EXPLORERS CORP. (continued)

Fair value of assets and liabilities acquired:		
Cash and cash equivalents	$	669,300
Receivables		3,274
Prepaid expenses		8,819
Investments		1,128,548
Intangible assets - royalty rights		21,330,579
Total assets		23,140,520
Accounts payable and accrued liabilities		6,749
Total liabilities		6,749
Total fair value of assets and liabilities acquired	**$**	**23,133,771**

The fair values of producing and development stage royalties were estimated using discounted cash flow models. Expected future cash flows used to estimate the fair value of these royalties are based on estimates of projected future production, estimated quantities of mineral reserves and resources, expected future production costs, and discount rates at the closing date.

8. ACQUISITION OF NORTHFIELD AVIATION

On May 26, 2025, Northfield completed the acquisition of the remaining 9% minority interest in Northfield Aviation Group Inc. ("**Northfield Aviation**") through its wholly-owned subsidiary, Spruce Goose Aviation Inc. The transaction resulted in Northfield obtaining 100% ownership of Northfield Aviation, which owns and operates the TNA Group of aviation companies.

Northfield acquired 9,357 Class A and 22,303 Class B shares of Northfield Aviation from Iain Hayden, the former minority shareholder, representing the 9% voting interest not previously owned. As consideration, Northfield issued 60,000 Class A restricted voting shares valued at $313,800 based on the closing price of $5.23 per share on the transaction date.

This transaction has been accounted for as an equity transaction in accordance with IFRS 10, as it represents an acquisition of non-controlling interest without a change in control. The carrying amount of the non-controlling interest acquired was $135,280, which included the minority interest's proportionate share of earnings from January 1 to May 26, 2025. The difference between the consideration paid of $313,800 and the carrying amount of the non-controlling interest acquired of $135,280, totaling $449,080, has been recognized directly in retained earnings. No gain or loss was recognized in the consolidated statement of operations as a result of this transaction.

9. DECONSOLIDATION OF VOYAGEUR MINERAL EXPLORERS CORP.

On December 15, 2025, Voyageur and Evolve Strategic Element Royalties Ltd. ("Evolve") closed a definitive agreement dated August 26, 2025, whereby Voyageur acquired all of the issued and outstanding common shares of Evolve by way of a statutory three-cornered amalgamation under the Business Corporations Act (British Columbia) (the "**Acquisition**"). Pursuant to the Acquisition, Voyageur changed its name to "Evolve Royalties Ltd.", consolidated its shares on a 4-for-1 basis, and remained listed on the CSE and continued to carry its existing business activities and began to carry on the business of Evolve.

In connection with the Acquisition, Evolve completed a subscription receipt financing at a price of $0.80 per Evolve subscription receipt, which are automatically exchanged for one (1) common share of Evolve upon satisfaction of the escrow release conditions, including receipt of the conditional approval from the CSE and satisfaction of all conditions to closing of the Acquisition. Upon closing of the Acquisition, all Evolve shares, including the shares issued upon conversion of the subscription receipts, were exchanged for common shares of Voyageur based on the exchange ratio of 1 common share for 0.285 common shares of the resulting issuer on a post-consolidation basis.

As a result of the significant dilution of the Company's interest in Voyageur arising from the issuance of shares to former Evolve shareholders, the Company lost control of Voyageur on December 15, 2025 (the ***"Deconsolidation Date"***). Prior to the Acquisition, the Company held a 49.7% interest in Voyageur, with the remaining 50.3% held by non-controlling interests. As of the Deconsolidation Date, Northfield's interest was diluted to 8.7% and Northfield ceased to consolidate Voyageur. Refer to Note 3 for further details of the judgment in the control assessment.

Northfield recognized its retained interest in Voyageur at fair value on the Deconsolidation Date. The fair value of the retained interest was determined to be $11,360,704, based on the implied value of $2.81 per resulting issuer share derived from the Evolve subscription receipt financing price of $0.80 per Evolve subscription receipt and the exchange ratio of 0.285. The retained interest is classified as a financial asset measured at FVTPL.

The carrying value of Voyageur's net assets deconsolidated and the gain on loss of control as at December 15, 2025 were determined as follows:

Cash and cash equivalents	$	40,228
Investments		1,060,522
Receivables		89,941
Prepaid expenses		24,333
Accounts payable and accrued liabilities		(160,381)
Intangible assets		21,330,579
Total net assets of Voyageur		22,385,222
Non-controlling interest (50.3%)		(11,250,349)
Net assets attributable to the Company		11,134,873
Fair value of retained interest		11,360,704
Gain on loss of control of Voyageur	**$**	**225,831**

Fair value evaluation

The fair value of the retained interest was measured based on the implied equity value established through the Evolve subscription receipt financing, which closed close to the Acquisition. The subscription receipt financing price of $0.80 per Evolve share, combined with the exchange ratio of 0.285 post-consolidation Voyageur shares per Evolve subscription receipt, implied a value of $2.81 per resulting issuer share. Management has concluded that this represents a Level 2 fair value measurement under the IFRS 13 Fair Value Measurement hierarchy, as the valuation is derived from observable market inputs in an arm's length financing transaction completed near the Deconsolidation Date. As at December 31, 2025, the fair value of the shares held in Voyageur were valued at $14,976,678 based on Level 1 inputs under the IFRS 13 Fair Value Measurement hierarchy.

10. INVESTMENT IN ASSOCIATES

As of December 31, 2025, the Company held one of its investments in associates, Juno Corp. ("**Juno**"), at FVTPL in accordance with the venture capital organization (VCO) exemption under IAS 28 Investment in Associates and Joint Ventures. The Juno investment balance is included in Other investments in the consolidated statements of financial position. Juno is 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.

During the year ended December 31, 2024, Northfield participated in a private placement of Juno whereby Northfield invested an aggregate amount of $250,000 in cash and acquired 100,000 common shares of Juno.

On July 10, 2025, Northfield acquired additional interest in Juno through a share-for-share exchange. On that date, Northfield issued 3,725,848 Class A restricted voting shares valued at $24,590,597 ($6.60/share) in exchange for 5,123,044 common shares with an implied value of Juno at $4.80/share, the estimated fair value of Juno on acquisition approximates $4.00/share, with the fair value differential recorded in the net investment income in the statement of operations.

On December 10, 2025, Northfield participated in a private placement of Juno whereby Northfield invested an aggregate amount of $3,500,000 in cash and acquired 875,000 common shares of Juno to avoid the dilution of its ownership interest. All previously held shares in Juno were valued as at December 31, 2025 based on Juno's December financing. The Juno share investment represents a Level 3 investment in the IFRS 13 Fair Value Measurement hierarchy.

The following tables provide summarized financial information for Juno on a 100% basis, and are prepared in accordance with IFRS:

Selected information as at December 31,	**December 31, 2025**	December 31, 2024
Cash and cash equivalents	**$ 35,498,522**	$ 32,076,541
Current assets	**1,068,490**	1,174,742
Non-current assets	**3,505,695**	3,123,412
Total assets	**$ 40,072,707**	$ 36,374,695
Current liabilities	**5,004,060**	4,424,575
Total liabilities	**$ 5,004,060**	$ 4,424,575
Net assets	**$ 35,068,647**	$ 31,950,120

For the year ended December 31,	**December 31, 2025**	December 31, 2024
Other Income - Flow through premium income	**$ 3,195,516**	$ 3,078,563
Total expenses	**17,229,966**	16,063,505
Net loss and comprehensive loss	**$ (14,034,450)**	$ (12,984,942)

11. PROPERTY AND EQUIPMENT

	December 31, 2025				
	Opening Carrying Amount	**Additions**	**Disposals**	**Amortization**	**Closing Carrying Amount**
Aircraft	**$ 12,501,877**	**$ 10,168,443**	**$ (654,985)**	**$ (3,100,415)[1]**	**$ 18,914,920**
Building	**4,851,081**	**1,182,418**	**(97,180)**	**(359,662)**	**5,576,657**
Equipment, furniture and fixtures	**2,720,445**	**369,352**	**(45,127)**	**(670,696)**	**2,373,974**
Land	**2,820,210**	**195,078**	**(350,032)**	**-**	**2,665,256**
Leasehold improvements	**765,622**	**108,921**	**-**	**(592,950)**	**281,593**
Vines	**1,576,934**	**39,803**	**-**	**(293,501)**	**1,323,236**
Construction in progress	**736,053**	**215,918**	**(951,971)**	**-**	**-**
	$ 25,972,222	**$ 12,279,933**	**$ (2,099,295)**	**$ (5,017,224)**	**$ 31,135,636**

[1]Included in this amount is $1,625,081 of impairment loss for one aircraft recorded as loss on impairment in the consolidated statements of operations.

	December 31, 2024				
	Opening Carrying Amount	Additions	Disposals	Amortization	Closing Carrying Amount
Aircraft	$ 13,169,292	$ 281,769	$ -	$ (949,184)	$ 12,501,877
Building	5,078,981	16,708	-	(244,608)	4,851,081
Equipment, furniture and fixtures	2,640,461	706,341	(40,788)	(585,569)	2,720,445
Land	2,001,377	818,833	-	-	2,820,210
Leasehold improvements	1,299,953	5,636	-	(539,967)	765,622
Vines	1,671,432	7,779	-	(102,277)	1,576,934
Construction in progress	-	736,053	-	-	736,053
	$ 25,861,496	$ 2,573,119	$ (40,788)	$ (2,421,605)	$ 25,972,222

12. RIGHT-OF-USE ASSET

	December 31, 2025				
	Opening Carrying Amount	**Additions**	**Disposals**	**Amortization**	**Closing Carrying Amount**
Right-of-use asset - 1[1] - Retail space	**$ 247,419**	**$ -**	**$ -**	**$ (156,264)**	**$ 91,155**
Right-of-use asset - 2[2] - Office space	**$ 187,952**	**$ -**	**$ -**	**$ (125,301)**	**$ 62,651**
Right-of-use asset - 3[3] - Vehicle	**$ 13,403**	**$ -**	**$ -**	**$ (13,403)**	**$ -**
Right-of-use asset - 4 - Vehicle	**$ 2,275**	**$ -**	**$ -**	**$ (2,275)**	**$ -**
Right-of-use asset - 5[5] - Vehicle	**$ 46,914**	**$ -**	**$ -**	**$ (9,378)**	**$ 37,536**
Right-of-use asset - 6[6] - Vehicle	**$ 46,991**	**$ -**	**$ -**	**$ (9,402)**	**$ 37,589**
Right-of-use asset - 7[7] - Vehicle	**$ 21,750**	**$ -**	**$ -**	**$ (5,250)**	**$ 16,500**
Right-of-use asset - 8[8] - Office space	**$ 227,949**	**$ -**	**$ -**	**$ (48,846)**	**$ 179,103**
Right-of-use asset - 9[9]- Property	**$ 388,090**	**$ 9,333**	**$ -**	**$ (6,535)**	**$ 390,888**
Right-of-use asset - 10[10] - Vehicle	**$ 23,958**	**$ -**	**$ -**	**$ (5,456)**	**$ 18,502**
Right-of-use asset - 11[11] - Retail space	**$ -**	**$ 943,529**	**$ -**	**$ (15,096)**	**$ 928,433**
Right-of-use asset - 12[12] - Vehicle	**$ -**	**$ 50,507**	**$ -**	**$ (1,011)**	**$ 49,496**
Right-of-use asset	**$ 1,206,701**	**$ 1,003,369**	**$ -**	**$ (398,217)**	**$ 1,811,853**

12. RIGHT-OF-USE ASSET (continued)

(1)On March 1, 2016, Spirit of York entered into a 10 year lease agreement to lease space in the distillery district that resulted in Northfield recognizing a right-of-use asset and liability. The lease expires July 31, 2026.

(2)On July 1, 2021, Northfield's wholly-owned subsidiary, 2756189 Ontario Inc., entered into a lease extension agreement that resulted in Northfield recognizing a right-of-use asset and liability. The lease expires June 30, 2026.

(3)On June 14, 2021, Northfield entered into a lease agreement for an automobile that resulted in Northfield recognizing a right-of-use asset and liability. On October 31, 2022, Northfield terminated this automobile lease originally entered into and disposed of the right-of-use asset for proceeds, recognizing a loss on disposal. Northfield subsequently entered into a new lease agreement for another automobile October 31, 2022 that resulted in Northfield recognizing a right-of-use-asset and liability. The lease expired on October 22, 2025.

(5)On February 14, 2024, Spirit of York entered into an automobile lease agreements that resulted in Northfield recognizing a right-of-use asset and liability in the amount of $55,510. The lease expires February 14, 2028.

(6)On February 14, 2024, the Grange entered into an automobile lease agreements that resulted in Northfield recognizing a right-of-use asset and liability in the amount of $55,610. The lease expires February 14, 2028.

(7)On April 30, 2024, Spirit of York entered into another auto lease agreement that resulted in Northfield recognizing a right-of-use asset and liability in the amount of $25,250. The lease expires April 30, 2027.

(8)On June 12, 2024, Spirit of York signed an office lease for additional space in the distillery district. The lease was for five years commencing on September 1, 2024 and resulted in recognizing a right-of-use asset and liability in the amount of $244,231.

(9)On October 1, 2024, TNA entered into a 20-year lease agreement with The Huronia Airport Commission ("**Huronia Airport**") 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.

(10)On November 18, 2024, the Grange entered into an auto lease agreement that resulted in Northfield recognizing a right-of-use asset and liability in the amount of $24,868. The lease expires November 18, 2027.

(11)On October 3, 2025, Spirit of York entered into a 10-year lease agreement to lease space in the distillery district that resulted in Northfield recognizing a right-of-use asset and liability in the amount of $943,529.

(12)On November 18, 2025, Spirit of York entered into an auto lease agreement that resulted in Northfield recognizing a right-of-use asset and liability in the amount of $50,507.The lease expires November 18, 2028.

	December 31, 2024				
	Opening Carrying Amount	Additions	Disposals	Amortization	Closing Carrying Amount
Right-of-use asset(1) - Retail space	$ 403,683	$ -	$ -	$ (156,264)	$ 247,419
Right-of-use asset(2) - Office space	$ 313,253	$ -	$ -	$ (125,301)	$ 187,952
Right-of-use asset(3) - Vehicle	$ 29,486	$ -	$ -	$ (16,083)	$ 13,403
Right-of-use asset(4) - Vehicle	$ 15,925	$ -	$ -	$ (13,650)	$ 2,275
Right-of-use asset(5) - Vehicle	$ -	$ 55,510	$ -	$ (8,596)	$ 46,914
Right-of-use asset(6) - Vehicle	$ -	$ 55,610	$ -	$ (8,619)	$ 46,991
Right-of-use asset(7) - Vehicle	$ -	$ 25,250	$ -	$ (3,500)	$ 21,750
Right-of-use asset(8) - Office space	$ -	$ 244,231	$ -	$ (16,282)	$ 227,949
Right-of-use asset(9) Aviation property	$ -	$ 389,714	$ -	$ (1,624)	$ 388,090
Right-of-use asset(10) - Vehicle	$ -	$ 24,868	$ -	$ (910)	$ 23,958
Right-of-use asset	**$ 762,347**	**$ 795,183**	**$ -**	**$ (350,829)**	**$ 1,206,701**

13. LOANS PAYABLE

Selected information as at	**December 31, 2025**	December 31, 2024
Mortgage (Royal Bank of Canada)[1]	**$ 2,878,809**	$ 2,973,191
Bank loan (Canadian Western Bank[5]	**3,317,275**	3,616,026
Aircraft loan agreement (Echo Capital Fund I Inc. - 1999 Eurocopter AS350-B3)[2]	**2,205,248**	-
Other promissory note[4]	**710,832**	891,777
Aircraft loan agreement (Echo Capital Fund I Inc. - 2014 Pilatus PC-12 NG)[7]	**5,631,164**	-
Mortgage[3]	**498,379**	522,775
Equipment financing[6]	**77,351**	107,228
Other loans	**110,346**	10,123
	$ 15,429,404	$ 8,121,120

[1]In April 2022, the Grange obtained a $3,200,000 fixed rate mortgage at 4.10%, from Royal Bank of Canada ("**RBC**"), a Schedule I Canadian Chartered Bank. The mortgage is secured by the Grange's real estate property and a general security agreement as well as a guarantee by Northfield and is repayable in May 2027. The mortgage is repayable in blended monthly payments of principal and interest of $17,792.

[2]On March 14, 2025 the Northfield, along with certain of its subsidiaries, entered into an aircraft loan agreement with Echo Capital Fund I Inc., a private lender in the aviation space, to finance the purchase of aircraft by Spruce Goose Aviation Inc., a wholly-owned subsidiary. The agreement provides for a loan of up to US$5.195 million with a five-year term. Interest is based on a variable floating rate equal to the annual interest rate posted by Laurentian Bank of Canada plus 300 basis points, calculated and compounded monthly. The proceeds were used to purchase high performance helicopters, including a 1999 Eurocopter AS350-B3 for US$1.595 million (CAD $2.314 million), with the remaining amount available for additional aircraft purchases prior to June 30, 2025. The loan is secured against certain aircraft and contains customary terms and covenants. The agreement requires the Company to maintain a Loan-to-Value ratio equal to or less than 60% annually. Fixed monthly repayments in the amount of $28,022 per month are based on an amortization period of 5 years and consist of principal and interest at a rate of prime plus 3% per annum (currently in effect) over the 5-year term, with the balance due on March 3, 2030. At December 31, 2025, Northfield was in compliance with the loan convenants.

[3]The mortgage is payable to RBC for the purchase of a property located in Wellington, Ontario. This fixed rate term loan in the amount of $591,000 is repayable in blended monthly payments of $3,525, including interest, based on a 240 month amortization. The loan has a 60 month term and all outstanding principal and interest is payable in full at the end of the term. The loan bears interest at 3.50% per annum. The mortgage was obtained on December 16, 2021 and interest accrued at December 31, 2025 was $nil (December 31, 2024 - $nil).

[4]The promissory note is payable to Northfield's CEO, Mr. Robert Cudney, for a loan to purchase an aircraft. Interest is payable monthly at a fixed rate of 7.5% per annum. Principal is repayable at maturity on April 19, 2026, which was extended from its maturity date of April 19, 2025. During the year ended December 31, 2025, Northfield paid an amount of $247,337 towards the principal (December 31, 2024 - $114,772). Interest accrued at December 31, 2025 was $66,392 (December 31, 2024 - $6,548).

[5]On August 18 2023, Northfield received the first tranche of proceeds, $2.97 million, under a secured loan with Canadian Western Bank, a Schedule I Canadian Chartered Bank. The term of the loan is 4 years, bears interest at a fixed annual rate of 7.25% and is secured by an aircraft in Northfield's fleet. Fixed monthly repayments are based on an amortization period of 10 years and will consist of monthly principal and interest payments in the amount of $34,879 over the 4-year term. The second tranche of proceeds of $1.00 million was received on December 12, 2023. Fixed monthly repayments on the second tranche are based on an amortization period of 10 years and will consist of monthly principal and interest payments in the amount of $11,743 over the 4-year term at the same interest rate.

13. LOANS PAYABLE (continued)

(6)The loan is payable to CNH Industrial Capital for the financing of two tractors for the Grange. Interest is payable monthly at a fixed rate of 1.99% per annum. The loan is repayable in blended monthly payments of principal and interest of $2,645 with a maturity date of June 1, 2028. Interest accrued at December 31, 2025 was $nil (December 31, 2024 - $nil).

(7)On July 7, 2025, Northfield amended its Aircraft Loan Agreement with Echo Capital Fund I Inc., increasing the facility from US$5.195 million to US$5.795 million. On July 8, 2025, Northfield acquired a 2014 Pilatus PC-12 NG aircraft through Spruce Goose Aviation Inc. for US$4.2 million (CAD $5.8 million) funded by drawing the remaining undrawn balance of the facility including the US$600,000 increase. The amended facility maintains the original terms described in Note 13. The acquired aircraft was pledged as additional security under the amended agreement. Fixed monthly repayments in the amount of $69,878 per month are based on an amortization period of 5 years and consist of principal and interest of prime plus 3% per annum over the 5-year term, with the balance due on July 15, 2030.

14. LEASE LIABILITY

The acquisition of DNI resulted in Northfield recognizing a right-of-use asset and lease liability on December 31, 2019. The right-of-use asset and lease liability were measured at the present value of the remaining lease payments at the acquisition date, using DNI's incremental borrowing rate of 12.3%. Northfield entered into a new lease agreement for an automobile October 31, 2022 that resulted in Northfield recognizing a right-of-use asset and liability. On July 1, 2021, Northfield's wholly-owned subsidiary, 2756189 Ontario Inc., entered into a lease extension agreement for office space that resulted in Northfield recognizing a right-of-use asset and liability, which Northfield measured at the present value of the remaining lease payments at the acquisition date, using Northfield's incremental borrowing rate of 3.70%.

On February 13, 2024, Northfield's wholly-owned subsidiaries, the Grange and Spirit of York, each entered into a lease agreement for an automobile that resulted in Northfield recognizing a right-of-use asset and liability which Northfield measured at the present value of the remaining lease payments at the acquisition date, using an incremental borrowing rate of 9.99%. On April 30, 2024, Spirit of York entered into a lease agreement for an automobile that resulted in Northfield recognizing a right-of-use asset and liability which Northfield measured at the present value of the remaining lease payments at the acquisition date, using an incremental borrowing rate of 9.99%. On September 1, 2024, Spirit of York entered into a five year lease agreement for additional space in the existing building located on Mill Street, which resulted in Northfield recognizing a right-of-use asset and liability. The right-of-use asset and lease liability were measured at the present value of the remaining lease payments at the acquisition date, using Spirit of York's incremental borrowing rate of 12.3%. On October 1, 2024, TNA entered into a 20 year lease with Huronia Airport to rent space for a commercial hangar, resulting in Northfield recognizing a right-of-use asset and liability. The right-of-use asset and lease liability were measured at the present value of the remaining lease payments at the acquisition date, using TNA's incremental borrowing rate of 5.49%.

On October 3, 2025, Spirit of York entered into a 10-year lease agreement for a retail space that resulted in Northfield recognizing a right-of-use asset and liability, which Northfield measured at the present value of the remaining lease payments at the acquisition date, using Spirit of York's incremental borrowing rate of 12.3%. On November 18, 2025, Spirit of York entered into a lease agreement for an automobile that resulted in Northfield recognizing a right-of-use asset and liability which Northfield measured at the present value of the remaining lease payments at the acquisition date, using an incremental borrowing rate of 7.25%. At December 31, 2025, the lease liability was $1,914,256 (December 31, 2024 - $1,347,167).

At December 31, 2025, undiscounted annual lease payments of the lease liabilities were as follows:

2026	$	464,917
2027		301,605
2028		301,116
2029		269,348
2030		191,926
Thereafter		2,177,916
Total lease payments		3,706,828
Less: interest		(1,792,572)
Present value of lease liabilities	$	1,914,256

15. CREDIT FACILITIES

Northfield has a bank line of credit available to a maximum of $1,000,000. At December 31, 2025, $nil was drawn (December 31, 2024 - $nil) and is included in credit facilities on the consolidated statements of financial position. Interest is calculated at the bank's prime rate of interest plus 0.5%. The effective rate at December 31, 2025 was 4.95% (December 31, 2024 - 6.45%). The Grange has a line of credit available to a maximum of $175,000. At December 31, 2025 $140,000 was drawn (December 31, 2024 - $158,000). Interest is calculated at the bank's prime rate of interest plus 1.00%. The effective rate at December 31, 2025 was 5.45% (December 31, 2024 - 6.95%). 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 outlined in note 13) are subject to certain financial covenants including maintaining a minimum market value of its investments and maintaining a minimum lending value of $2.7 million. At December 31, 2025 Northfield was in compliance with the conditions of the security agreements.

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 December 31, 2025, Northfield had outstanding margin loans of $nil (December 31, 2024 - $1,170,825).

16. SHARE CAPITAL

(a) Authorized Capital

Unlimited number of:

Class A Shares - Restricted Voting

Class B Shares - Multiple Voting - 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**		**Amount**
Balance - December 31, 2023	11,073,815	$	3,586,983
Class A shares issued - July 18 2024	1,841,750		7,367,000
Value of warrants	-		(1,012,847)
Share issue costs	-		(158,500)
Class A shares issued - December 2, 2024	536,500		2,146,000
Share issue costs	-		(67,730)
Value of warrants	-		(317,759)
Balance - December 31, 2024	13,452,065	$	11,543,147
Class A shares issued - Voyageur share acquisition *(note 7)*	718,095		2,872,380
Class A shares issued - Northfield Aviation share acquisition *(note 8)*	60,000		313,800
Class A shares issued from exercise of warrants	54,100		300,239
Class A shares repurchased for cancellation	(32,600)		(183,094)
Class A shares issued - Juno share acquisition *(note 10)*	3,725,848		24,590,597
Share issue costs	-		(66,108)
Class A shares issued - Northfield financing Dec'25	2,727,272		14,999,996
Share issue costs, net of tax - Northfield financing Dec'25	-		(877,558)
Value of warrants	-		(1,775,350)
Broker Warrants	-		(201,612)
Balance - December 31, 2025	20,704,780	$	51,516,437

16. SHARE CAPITAL (continued)

(b) Issued (continued)

Class B Shares	Number of shares		Amount
Balance - December 31, 2023 and 2024	18,600	$	7,680
Class B shares issued - July 2025	4,968		29,808
Class B shares issued - December 2025	3,580		22,434
Balance - December 31, 2025	27,148	$	59,922
Total Class A and Class B Shares	**20,731,928**	**$**	**51,576,359**

Treasury Shares

At December 31, 2025, Northfield held 32,600 Class A Shares (December 31, 2024 - nil) as treasury shares pending cancellation and were repurchased under the normal course issuer bid.

Share-Split

On February 11, 2025, Northfield completed a forward share split (the "**Share Split**") of the Class A restricted voting shares of the Corporation (the "**Class A Shares**") and Class B multiple voting shares of the Corporation (the "**Class B Shares**"), in each case on the basis of five (5) new shares of the applicable class for each one (1) share of the applicable class currently issued outstanding, with a record date of February 6, 2025 and a payment date of February 11, 2025. All share and per share amounts presented in these financial statements have been retrospectively adjusted to reflect the share split.

Brokered financing

On December 11, 2025 announced the closing of its previously announced brokered financing (the "Offering") of 2,727,272 units of the Company (the "Units") at a price of $5.50 per Unit for aggregate gross proceeds of $14,999,996. Each Unit consists of one class A restricted voting share of the Company (a "Share" or "Class A Share") and one Share purchase warrant (a "Warrant"). Each Warrant entitles the holder thereof to purchase one additional Share at an exercise price of $7.50 per Share at any time from February 9, 2026 until December 10, 2028, subject to adjustment in certain events.

Class B share issue

In connection with the Juno share acquisition, on July 10, 2025, Northfield issued 4,968 Class B multiple voting shares to Mr. Robert Cudney, President and CEO, for proceeds of $29,808 ($6.00 per share). The transaction was conducted in accordance with TSX Venture Exchange policies for related party transactions. Refer to Note 10.

In connection with the closing of the Offering, Northfield has also issued to Mr. Robert Cudney an aggregate of 3,580 additional Class B multiple voting shares of the Company at an issue price of $6.40 per share (in respect of 1,192 Class B Shares) and an issue price of $6.20 per share (in respect of 2,388 Class B Shares), for gross proceeds of $22,434).

Equity Private Placement

On July 18, 2024 Northfield completed a non-brokered private placement by issuing 368,350 units ("**Units**") (1,841,750 Units post share-split) at a price of $20.00 per Unit ($4.00 per unit post share-split) for aggregate gross proceeds of $7,367,000 (the "**Offering**"). 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 ($5.00 per Share post share-split) 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 $10.00 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.

16. SHARE CAPITAL (continued)

(b) Issued (continued)

On December 2, 2024 Northfield completed a non-brokered private placement by issuing 107,300 units ("**Units**") (536,500 Units post share-split) at a price of $20.00 per Unit ($4.00 per unit post share-split) for aggregate gross proceeds of $2,146,000 (the "**Offering**"). 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 ($5.00 per Share post share-split) until December 2, 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 $10.00 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.

(c) Share-based payment reserve

Balance - December 31, 2023	$	-
Stock-based compensation		808,546
Balance - December 31, 2024	$	808,546
Stock-based compensation		429,324
Deconsolidation of Voyageur		(34,035)
Balance - December 31, 2025	**$**	**1,203,835**

Equity Incentive Plan

The shareholders of Northfield have approved an omnibus equity incentive plan (the "**Equity Incentive Plan**"). The Equity Incentive Plan is a "rolling evergreen" plan and provides that the number of common shares of Northfield available for issuance from treasury under the Equity Incentive Plan or any other security based compensation arrangement, subject to adjustments, shall not exceed 10% of the issued and outstanding common shares of Northfield at the time of grant. Any increase in the issued and outstanding common shares of Northfield will result in an increase in the available number of common shares issuable under the Equity Incentive Plan. Any issuance of common shares from treasury pursuant to the settlement of stock options or share units granted pursuant to the Equity Incentive Plan shall automatically replenish the number of common shares issuable under the Equity Incentive Plan. When each option or share unit is exercised or settled (as applicable), cancelled or terminated, a common share shall automatically be made available for the grant of a stock option/share unit under the Equity Incentive Plan.

Stock Options

The Equity Incentive Plan provides for the issuance of stock options to acquire common shares to employees, directors, officers, consultants, and management of Northfield. The period within which stock options may be exercised and the number of stock options which may be exercised in any such period are determined by the Board of Directors at the time of grant of such stock options, however, that the maximum term of any stock option awarded under the Equity Incentive Plan is ten (10) years. The exercise price per common shares under a stock option is determined by the Board of Directors, but in any event, shall not be lower than the "market price" of the common shares on the date of grant of the stock option.

On May 31, 2024 Northfield announced that it granted a total of 1,000,000 stock options (post share-split) to purchase Class A restricted voting shares to certain directors, officers and consultants at an exercise price of $4.30 per Share (post share-split), expiring on May 31, 2029. The Options vest in three tranches with one-third having vested upon the approval of the Equity Incentive Plan at the annual general and special meeting of shareholders held on June 27, 2024, one-third vesting on May 31, 2025 and the final one-third vesting on May 31, 2026.

	Number of options		**Weighted average exercise price**
Balance - December 31, 2024 and December 31, 2025	**1,000,000**	**$**	**4.30**

16. SHARE CAPITAL (continued)

(c) Share based payment reserve (continued)

A summary of Northfield's outstanding stock options at December 31, 2025 is presented below:

Grant date	Options outstanding	Options exercisable	Exercise price	Weighted average remaining life (years)
May 31, 2024	1,000,000	666,666	$4.30	3.42

Option pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Volatility is based on the historical volatility of Northfield. Changes in the underlying assumptions can materially affect the fair value estimates. No options were granted during the year ended December 31, 2025.

During the year ended December 31, 2024, the following stock options were issued and valued using the Black-Scholes option pricing model parameters listed below (in each case with no dividends and a nil forfeiture rate):

			Black-Scholes option pricing parameters				
Expiry date	Number of options	Exercise price	Grant date stock price	Risk-free interest rate	Expected life (years)	Volatility factor	Estimated Grant e Fair value/Op
May 31, 2029	1,000,000	$4.30	$4.30	3.67%	5.0	25.8%	$1.29

Deferred Share Units and Restricted Share Units

The Equity Incentive Plan provides for the issuance of share units to employees, directors, officers and consultants of Northfield. Share units are units created by means of an entry on the books of Northfield representing the right to receive one common share (subject to adjustments) issued from treasury per share unit. The number of share units granted and any applicable vesting conditions are determined in the discretion of the Board of Directors (or a committee thereof) on the date of grant. In granting share units, the Board of Directors (or a committee thereof) may include other terms, conditions, and/or vesting criteria which are not inconsistent with the Equity Incentive Plan. Share units are settled by way of issuance of common shares from treasury as soon as practicable following the maturity date in accordance with the Equity Incentive Plan.

The grant date fair value of the share units equals the fair market value of the corresponding shares at the grant date. The fair value of these equity-settled awards is recognized as compensation expense with a corresponding increase in equity. The total amount expensed is recognized over the vesting period, which is the period over which all the specified vesting conditions should be satisfied.

During the years ended December 31, 2025 and December 31, 2024, no deferred share units or restricted share units were granted. As at December 31, 2025 no deferred share units or restricted share units are outstanding (December 31, 2024 - none).

(d) Warrant reserve

	Number of Warrants	Allocated value
Balance - December 31, 2023	-	$ -
Issuance of warrants - July 18, 2024	1,841,750	1,012,847
Issuance of warrants - December 2, 2024	536,500	317,759
Balance - December 31, 2024	2,378,250	$ 1,330,606
Exercise of warrants - May 2025	(32,100)	(17,646)
Exercise of warrants - June 2025	(12,000)	(6,596)
Exercise of warrants - October 2025	(10,000)	(5,497)
Issuance of warrants - December 11, 2025[(a)]	2,727,272	1,775,350
Issuance of broker warrants - December 11, 2025	120,000	201,612
Balance - December 31, 2025	**5,171,422**	**$ 3,277,829**

16. SHARE CAPITAL (continued)

(d) Warrant reserve (continued)

During the year ended December 31, 2025, 54,100 warrants with an exercise price of $5.00 per warrant were exercised (year ended December 31, 2024 - nil).

[(a)]The fair value of the warrants is estimated at $1,775,350 using the Black Scholes pricing model. The weighted average grant date fair value issued during the quarter was $0.72 per warrant, which was estimated using the Black-Scholes option pricing model with the folowing parameters listed below.

Unit Warrants	December 11, 2025
Expected dividend yield	0%
Expected volatility	39.44%
Risk-free interest rate	3.00%
Expected Life (years)	3.0
Underlying security price (at time of issue)	$ 4.78

A summary of Northfield's outstanding warrants at December 31, 2025 is presented below:

Issue date	Number of warrants	Exercise price	Weighted average remaining life (years)
July 18, 2024	1,787,650	$5.00	1.23
December 2, 2024	536,500	$5.00	0.41
December 11, 2025	2,727,272	$7.50	1.55
December 11, 2025	120,000	$5.50	0.07
	5,171,422	6.33	3.26

17. NET INCOME PER SHARE

Net income per share has been calculated using the weighted average number of shares outstanding during the years ended December 31, 2025 and 2024.

For the years ended December 31	**2025**	2024
Net income for the period attributable to shareholders	**$ 20,291,936**	$ 2,276,288
Weighted average number of shares outstanding - basic	**16,149,124**	11,970,370
Effect of dilutive securities	**602,384**	90,545
Weighted average number of shares outstanding - diluted	**16,751,508**	12,060,915
Basic earnings per share attributable to shareholders	**$ 1.26**	$ 0.19
Diluted earnings per share attributable to shareholders	**$ 1.21**	$ 0.19

18. NON-CONTROLLING INTEREST

	DNI	TNA Group	Grange	Voyageur	Total
Carrying amount, December 31, 2024	$ (1,788,567)	$ (67,012)	$ 60,410	$ -	$ (1,795,170)
Additions of non-controlling interest on acquisition date *(notes 7 and 8)*	-	135,280	-	11,520,618	11,655,898
Equity movements	-	-	-	174,800	174,800
Net loss attributable to non-controlling interest	(1,497,120)	(68,268)	(644,388)	(445,069)	(2,654,845)
Deconsolidation on loss of control	-	-	-	(11,250,349)	(11,250,349)
Carrying amount, December 31, 2025	$ (3,285,687)	$ -	$ (583,978)	$ -	$ (3,869,666)

18. NON-CONTROLLING INTEREST (continued)

Summarized financial information of the subsidiaries are presented below, on a 100% basis:

	DNI		Northfield Aviation Group		Grange	
	December 31, 2025	December 31, 2024	**December 31, 2025**	December 31, 2024	**December 31, 2025**	December 31, 2024
Non-controlling interest	**42.4%**	42.4%	**0.0%**	8%	**43.3%**	43.3%
Current assets	**$ 670,652**	$ 865,562	**$ -**	$ 1,100,382	**$ 979,006**	$ 971,646
Non-current assets	**$ 1,922,530**	$ 2,039,736	**$ -**	$ 6,543,081	**$ 6,437,657**	$ 6,781,105
Total assets	**$ 2,593,182**	$ 2,905,298	**$ -**	$ 7,643,463	**$ 7,416,663**	$ 7,752,751
Current financial liabilities	**$ 1,490,124**	$ 721,203	**$ -**	$ 1,090,577	**$ 759,278**	$ 620,761
Non-current liabilities	**$ 8,852,321**	$ 6,402,413	**$ -**	$ 7,296,054	**$ 8,007,171**	$ 6,992,360
Total Liabilities	**$ 10,342,444**	$ 7,123,617	**$ -**	$ 8,386,631	**$ 8,766,449**	$ 7,613,121
Net assets	**$ (7,749,263)**	$ (4,218,318)	**$ -**	$ (743,168)	**$ (1,349,786)**	$ 139,630
Accumulated non-controlling interests	**$ (3,285,687)**	$ (1,788,567)	**$ -**	$ (67,013)	**$ (583,978)**	$ 60,410

Non-controlling interest includes minority interest in DNI, the Grange and Voyageur.

	DNI		Northfield Aviation Group		Grange		Voyageur	
For the year ended December 31,	**2025**	2024	**2025**	2024	**2025**	2024	**2025**	2024
Revenue / Net investment income	**$ 2,622,085**	$ 2,413,456	**$ 8,955,971**	$ 6,049,519	**$ 2,094,963**	$ 1,355,974	**$ 141,943**	$ -
Cost of sales	**$ (2,037,583)**	$ (1,931,404)	**$ (6,878,968)**	$ (5,916,839)	**$ (1,614,907)**	$ (1,175,833)	**$ -**	$ -
Net Revenue	**$ 584,502**	$ 482,052	**$ 2,077,003**	$ 132,680	**$ 480,056**	$ 180,141	**$ 141,943**	$ -
Expenses	**$ 4,115,447**	$ 3,685,139	**$ 2,835,356**	$ 1,329,192	**$ 1,969,472**	$ 1,506,224	**$ 1,027,512**	$ -
Net loss and comprehensive loss	**$ (3,530,944)**	$ (3,203,087)	**$ (758,353)**	$ (1,196,512)	**$ (1,489,415)**	$ (1,326,083)	**$ (885,569)**	$ -
Net loss attributable to non-controlling interest	**$ (1,497,120)**	$ (1,358,109)	**$ (68,268)**	$ (103,882)	**$ (644,388)**	$ (573,723)	**$ (445,069)**	$ -

19. STATEMENT OF CASH FLOWS

(a) Items not involving cash flows:

For the years ended December 31	**2025**	2024
Income tax provision (recovery)	**$ 1,714,894**	$ (3,897)
Amortization	**3,790,363**	2,772,436
Accrued interest	**19,149**	-
Loss (gain) on sale of marketable securities	**214,041**	2,019,322
Loss (gain) on sale of other investments	**(8,589,776)**	7,897,477
Unrealized loss (gain) on FVTPL investments	**(22,357,482)**	(19,442,571)
Impairment loss	**1,625,081**	-
Gain on loss of control of Voyageur	**(225,831)**	-
Loss (gain) on disposal of property and equipment	**(236,962)**	(65,455)
Stock based compensation	**429,324**	808,546
	$ (23,617,199)	$ (6,014,142)

19. STATEMENT OF CASH FLOWS (continued)

(b) Net change in other non-cash balances:

For the years ended December 31	2025	2024
Receivables	**$ (9,985)**	$ (623,521)
Prepaid expenses and deposits	**(662,513)**	137,864
Inventory	**33,770**	(336,209)
Accounts payable and accrued liabilities	**1,368,395**	1,028,924
Credit facilities	**(1,188,825)**	(1,122,700)
Income taxes payable	**48,220**	-
	$ (410,938)	$ (915,642)

(c) Supplemental cash flow information

For the years ended December 31	2025	2024
Interest income received	**$ 64,966**	$ 370,068
Interest paid	**$ 880,984**	$ 604,376

20. RELATED PARTY TRANSACTIONS

Director and Executive Management Compensation

Executive management's compensation consisted of cash compensation of $980,000 for the year ended December 31, 2025 (December 31, 2024 - $920,000) and stock based compensation of $227,291 for the year ended December 31, 2025 (December 31, 2024 - $464,915). Directors compensation consisted of cash compensation of $132,000 for the year ended December 31, 2025 (December 31, 2024 - $132,000) and stock based compensation of $118,587 for the year ended December 31, 2025 (December 31, 2024 - $242,564). The aggregate value of transactions and outstanding balances relating to executive management and entities over which they have control or significant influence were as follows:

Office held	Transaction	*Note*	Transaction value for the years ended December 31, 2025	2024
President & CEO	Consulting fees	(1)	**$ 420,000**	$ 420,000
	Other compensation	(1)	**$ 210,000**	$ 180,000
	Stock based compensation	(1)	**$ 128,469**	$ 262,778
CFO	Consulting fees	(2)	**$ 200,000**	$ 200,000
	Other compensation	(2)	**$ 150,000**	$ 120,000
	Stock based compensation	(2)	**$ 98,822**	$ 202,137
Director	Consulting fees	(3)	**$ 85,000**	$ 80,000

(1) During the year ended December 31, 2025, Northfield incurred consulting fees of $420,000 (December 31, 2024 - $420,000) to Cudney Stables Inc., a company controlled by Robert Cudney, the President and CEO of Northfield. Northfield also paid other compensation in the amount of $210,000 to Cudney Stables Inc. (December 31, 2024 - $180,000). At December 31, 2025, the balance owed for consulting fees was $210,000 (December 31, 2024 - $nil). In May 2024, Northfield granted 325,000 stock options to Robert Cudney at an exercise price of $4.30 per share, expiring on May 31, 2029. The stock based compensation received was $128,469 for the year ended December 31, 2025 (December 31, 2024 - $262,778).

On April 19, 2023 Northfield issued a promissory note in the amount of $1.0 million payable to Northfield's CEO, Mr. Robert Cudney, for a loan to purchase an aircraft. Interest is payable monthly at a fixed rate of 7.5% per annum. Principal is repayable at maturity on April 19, 2026. During the year ended December 31, 2025, Northfield repaid an amount of $247,337 towards the principal (December 31, 2024 - $114,772). Interest accrued at December 31, 2025 was $66,392 (December 31, 2024 - $6,548). At December 31, 2025, the loan balance owing was $710,832 (December 31, 2024 - $891,777)

20. RELATED PARTY TRANSACTIONS (continued)

(2) During the year ended December 31, 2025, Northfield incurred consulting fees of $200,000 (December 31, 2024 - $200,000) to 2245448 Ontario Inc., a company controlled by Michael Leskovec, the CFO of Northfield. Northfield also paid other compensation in the amount of $150,000 to 2245448 Ontario Inc. (December 31, 2024 - $120,000). At December 31, 2025, the balance owed for consulting fees was $150,000 (December 31, 2024 - $nil). In May 2024, Northfield granted 250,000 stock options to Michael Leskovec at an exercise price of $4.30 per share, expiring on May 31, 2029. The stock based compensation received was $98,822 for the year ended December 31, 2025 (December 31, 2024 - $202,137).

(3) During the year ended December 31, 2025, Northfield incurred consulting fees of $85,000 (December 31, 2024 - $80,000) to Natel Strategies International Inc, a company controlled by Ernie Eves, a Director of Northfield. At December 31, 2025, the balance owed for consulting fees was $25,000 (December 31, 2024 - $nil).

Juno Corp.

Northfield holds an investment in Juno Corp. a privately held battery and electric metal explorer with extensive 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. Both Juno and Northfield share a common director.

On July 10, 2025, as described in Note 10, Northfield acquired 5,123,044 common shares of Juno. The acquisition included 1,798,044 common shares acquired from Northfield's CEO, meeting the definition of a related party as constituting key management personnel in accordance with IAS 24 Related Party Disclosures ("IAS 24"). The remaining common shares in Juno were acquired from independent parties that, while not meeting the related party definition under IAS 24, are shareholders of Northfield. Juno is a related party of Northfield under IAS 24 as Northfield has the ability to exercise significant influence over Juno.

The exchange ratio agreed between all parties as included in the share purchase agreement with each Juno shareholder was calculated based on the deemed value of $5.10 per Northfield share and $3.71 per Juno share. As of the closing date of the acquisition, the price of Northfield's quoted shares, representing a Level 1 input in the IFRS 13 Fair Value Measurement hierarchy, was $6.60 per share implying a value of $4.80 per share of Juno, estimated fair value on acquisition was $4.00 per share.

As of December 31, 2025, Northfield held a 24% ownership of Juno (December 31, 2024 - 17%).

During the year ended December 31, 2025, Juno paid $120,000 in rent expense to 2756189 Ontario Inc. (December 31, 2024 - $100,170). These transactions have been recorded at the amounts established and agreed to by the related parties.

TNA's revenues included an amount of $765,535 for the year ended December 31, 2025 for aviation services provided to Juno, which represents 16% of TNA revenues for the period (December 31, 2024 - $1,202,027; 29% of revenues for the period). These transactions have been recorded at the amounts established and agreed to by the related parties.

Evolve Royalties Ltd. (previously Voyageur Mineral Explorers Corp.)

In January 2020, Northfield invested in Evolve Royalties Ltd.(previously, 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 year ended December 31, 2024, Northfield purchased 727,000 common shares in the open market for total proceeds of $338,844. On December 24, 2024, Northfield announced that it entered into binding share purchase agreements with five shareholders of Voyageur pursuant to which Northfield agreed to acquire an aggregate of 4,787,301 common shares of Voyageur, which closed on January 2, 2025 (Refer to Note 7). As of December 31, 2025, Northfield held a 8.7% ownership of Voyageur (December 31, 2024 - 35.3%).

20. RELATED PARTY TRANSACTIONS (continued)

Rocky Shore Gold Ltd. (previously 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 2025, Northfield invested in 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 valued at $757,560 in exchange for 5,350,000 Rocky Shore shares. On October 31, 2024 Northfield participated in a private placement of Hemlo whereby Northfield invested an aggregate amount of $128,000 in cash and acquired 2,560,000 units, each comprised of one common share and one warrants exercisable for one common share of Hemlo. In addition, during the year ended December 31, 2024, Northfield purchased 600,000 common shares in the open market for total proceeds of $52,567. During the year ended December 31, 2025, Northfield purchased 1,949,000 common shares in the open market for total proceeds of $287,332. As of December 31, 2025, Northfield held a 16.7% ownership of Rocky Shore (December 31, 2024 - 21.7%).

During the year ended December 31, 2025, Rocky Shore paid $38,400 in rent expense to 2756189 Ontario Inc. (December 31, 2024 - $37,170). These transactions have been recorded at the amounts established and agreed to by the related parties. Both Rocky Shore and Northfield share a common Director. Also, the CFO of Northfield is a Director of Rocky Shore.

21. CAPITAL MANAGEMENT

Northfield includes the following in its capital:

As at,	**December 31, 2025**	December 31, 2024
Shareholders' equity comprised of		
Share capital	**$ 51,576,359**	$ 11,550,827
Contributed surplus	**42,831**	42,831
Retained earnings	**80,808,838**	61,003,762
Share-based payment reserve	**1,203,835**	808,546
Warrant reserve	**3,277,829**	1,330,606
	$ 136,909,692	$ 74,736,572

There were no changes to Northfield's capital management objectives during the period. Northfield's objectives when managing capital are:

(a) to ensure that Northfield maintains the level of capital necessary to meet the requirements of its brokers and bank;

(b) to allow Northfield to respond to changes in economic and/or marketplace conditions by maintaining Northfield's ability to purchase new investments;

(c) to give shareholders sustained growth in shareholder value by increasing shareholders' equity; and

(d) to maintain a flexible capital structure which optimizes the cost of capital at acceptable levels of risk.

There were no changes to the way Northfield manages its capital structure during the period. Northfield manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk of its underlying assets. Northfield has the ability to maintain or adjust its capital level to enable it to meet its objectives by:

(a) realizing proceeds from the disposition of its investments;

21. CAPITAL MANAGEMENT (continued)

(b) utilizing leverage in the form of margin (due to brokers), Northfield's bank credit line (credit facilities), long-term debt from financial lenders and financial guarantees;

(c) raising capital through equity financings;

(d) purchasing Northfield's own shares for cancellation pursuant to its normal course issuer bid; and

(e) executing share-for-share transactions to increase its interest in strategic investments, maintaining cash flow.

22. REVENUE

(a) Net investment income

For the year ended December 31,	**2025**	2024
Gain (loss) on sale of other investments	**$ 8,589,776**	$ (7,897,477)
Investment and other income	**460,743**	697,718
Gain (loss) on sale of marketable securities	**(214,041)**	(2,019,322)
Change in unrealized gain (loss) on FVTPL investments	**22,357,482**	19,442,571
Gain on loss of control	**225,831**	-
	$ 31,419,791	$ 10,223,490

(b) Revenue

For the year ended December 31,	**2025**	2024
Revenue from aviation services	**$ 7,775,153**	$ 5,602,864
Revenue from product sales, distillery	**2,605,660**	2,413,456
Revenue from product sales, winery	**2,094,963**	1,355,974
	$ 12,475,776	$ 9,372,294

23. REPORTABLE SEGMENTS

Northfield's reportable segments at December 31, 2025 and 2024 consisted of:

Investments: Investment activities primarily include holding interests in resource, manufacturing and technology sectors.

Aviation Services: Provides chartered air, flight training and aircraft maintenance services across Canada and cross-border to the US.

Winery: Vineyard and winery located in Prince Edward County, manufacturing and selling wine.

Distillery: Spirit distilling at Spirit of York distillery located in Toronto's distillery district.

Mineral Exploration: Voyageur, a Canadian junior mineral exploration company with a specific focus on mineral properties in Northwest Manitoba and Northeast Saskatchewan. Refer to Note 7.

23. REPORTABLE SEGMENTS (continued)

A number of operating companies, by the nature of their businesses, individually serve major customers that account for a large portion of their revenues. During the years ended December 31, 2025, one customer comprised 18% of Northfield's consolidated revenues (December 31, 2024 - two customers in TNA comprised 13% and 12% of Northfield's consolidated revenues).

Industry Segments for the year ended December 31, 2025:

	Investments	Aviation Services	Distillery	Winery	Other	Mineral Exploration	Consolidated Total
Gain on sale of marketable securities	($214,041)	-	-	-	-	-	**(214,041)**
Gain on sale of other investments	8,574,628	-	-	-	-	15,148	**8,589,776**
Interest and other income	(34,128)	3,962	5,751	-	266,900	218,258	**460,743**
Unrealized loss on investments	22,448,945	-	-	-	-	(91,463)	**22,357,482**
Gain (loss) on loss of control	225,831	-	-	-	-	-	**225,831**
Revenue	(10,674)	7,775,153	2,616,334	2,094,963	-	-	**12,475,776**
Cost of Sales		(5,531,806)	(2,037,583)	(1,614,907)	-	-	**(9,184,296)**
Salaries, Director and consulting fees	(1,674,250)	(1,350,582)	(1,208,796)	(661,803)	-	(429,404)	**(5,324,835)**
Stock based compensation	(395,289)	-			-	(34,035)	**(429,324)**
Office and general	(140,112)	(429,003)	(540,428)	(233,363)	(150,442)	(55,564)	**(1,548,912)**
Operating expenses	(819,186)	(681,422)	(1,535,868)	(567,119)	(7,692)	(508,510)	**(4,119,797)**
Loss on impairment		(1,625,081)	-	-	-	-	**(1,625,081)**
Amortization	(62,396)	(718,092)	(830,354)	(507,186)	(145,089)	-	**(2,263,117)**
Loss before income taxes	**27,899,328**	**(2,556,871)**	**(3,530,944)**	**(1,489,415)**	**(36,323)**	**(885,570)**	19,400,205
Income tax (provision) recovery	(1,713,100)	(50,014)	-	-	-	-	**(1,763,114)**
Net loss and comprehensive loss	**26,186,228**	**($2,606,885)**	**($3,530,944)**	**($1,489,415)**	**($36,323)**	**($885,570)**	17,637,091
Net loss and comprehensive loss attributable to:							
Shareholders	$26,186,228	($2,538,617)	($2,033,824)	($845,027)	($36,323)	($440,501)	**20,291,936**
Non-controlling interest	-	(68,268)	(1,497,120)	(644,388)	-	(445,069)	**(2,654,845)**
	$26,186,228	**($2,606,885)**	**($3,530,944)**	**($1,489,415)**	**($36,323)**	**($885,570)**	17,637,091

	Investments	Aviation Services	Distillery	Winery	Other	Mineral Exploration	Consolidated Total
Property and equipment additions	$1,000	$11,942,140	$137,398	$199,395	$0	$0	**$12,279,933**
Total Assets	120,621,386	25,581,729	2,593,182	7,416,663	167,855	-	**$156,380,815**
Total Liabilities	2,787,603	13,819,331	2,887,628	3,766,135	80,092	-	**$23,340,789**

Industry Segments for the year ended December 31, 2024:

	Investments	Aviation Services	Distillery	Winery	Other	Consolidated Total
Loss on sale of marketable securities	($2,019,322)	-	-	-	-	**($2,019,322)**
Loss on sale of other investments	(7,897,477)	-	-	-	-	**(7,897,477)**
Interest and other income	517,936	2,257	-	(4,546)	182,071	**697,718**
Unrealized gain on investments	19,442,571	-	-	-	-	**19,442,571**
Revenue	-	5,602,864	2,413,456	1,355,974	-	**9,372,294**
Cost of Sales	-	(4,339,734)	(1,931,404)	(1,175,833)	-	**(7,446,971)**
Salaries, Director and consulting fees	(1,458,406)	(1,094,076)	(997,007)	(510,330)	-	**(4,059,819)**
Stock based compensation	(808,546)	-	-	-	-	**(808,546)**
Office and general	(87,391)	(240,233)	(673,288)	(224,583)	(146,866)	**(1,372,361)**
Operating expenses	(1,175,067)	(871,517)	(1,269,739)	(547,044)	(12,508)	**(3,875,875)**
Amortization	(70,696)	(610,975)	(745,105)	(219,721)	(149,038)	**(1,795,535)**
Loss before income taxes	**6,443,602**	**(1,551,414)**	**(3,203,087)**	**(1,326,083)**	**(126,341)**	236,677
Income tax (provision) recovery	-	3,897	-	-	-	**3,897**
Net loss and comprehensive loss	**6,443,602**	**($1,547,517)**	**($3,203,087)**	**($1,326,083)**	**($126,341)**	240,574
Net loss and comprehensive loss attributable to:						
Shareholders	$6,443,602	($1,443,635)	($1,844,978)	($752,360)	($126,341)	**$2,276,288**
Non-controlling interest	-	(103,882)	(1,358,109)	(573,723)	-	**(2,035,714)**
	$6,443,602	**($1,547,517)**	**($3,203,087)**	**($1,326,083)**	**($126,341)**	240,574

	Investments	Aviation Services	Distillery	Winery	Other	Consolidated Total
Property and equipment additions	$6,800	$1,935,811	$315,693	$304,815	$10,000	**$2,573,119**
Total Assets	57,543,887	18,292,524	2,905,298	7,732,203	306,621	**86,780,533**
Total Liabilities	2,218,349	6,170,223	1,406,062	3,839,727	204,771	**13,839,132**

24. INCOME TAXES

The provision for income taxes differs from the result that would have been obtained by applying the combined federal and provincial statutory Canadian income tax rates of 26.5% (2024 - 26.5%) to the income (loss) before income taxes. The difference results from the following items:

For the years ended December 31,	**2025**	2024
Loss before income taxes	**$ 19,400,205**	$ 236,677
Expected income tax recovery at statutory rates	**5,141,054**	62,719
Increase (decrease) resulting from:		
Permanent items	**202,328**	318,748
Unrealized book gain	**(3,615,729)**	(2,576,138)
Realized book gain	**(456,422)**	1,313,976
Change in tax benefits not recognized	**441,564**	819,640
Effects of other permanent differences	**50,319**	57,158
Tax rate changes and other adjustments	**-**	-
	$ 1,763,114	$ (3,897)

The details of the provision for income taxes are as follows:

For the years ended December 31,	**2025**	2024
Current tax provision (recovery)	**$ 48,220**	$ -
Deferred tax provision (recovery)	**1,714,894**	(3,897)
	$ 1,763,114	$ (3,897)

The following table summarizes the components of deferred tax as at December 31, 2025 and 2024:

As at December 31,	**2025**	2024
Net capital loss carry-forward	**$ 3,331,031**	$ 2,603,567
Capital lease obligation	**482,028**	315,966
Capital loss	**778,085**	-
Marketable securities	**82,576**	(85,042)
Property and equipment	**(583,383)**	(703,828)
Other investments	**(5,643,044)**	(1,848,320)
Financing fees	**253,119**	-
Right of use asset	**(480,140)**	(319,775)
Other	**343,801**	-
Net deferred tax liabilities	**$ (1,435,927)**	$ (37,432)

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and Northfield has the legal right and intent to offset.

Movement in net deferred tax liabilities:

As at December 31,	**2025**	2024
Balance at the beginning of the year	**$ (37,432)**	$ (41,329)
Recognized in profit/loss	**(1,714,894)**	3,897
Recognized in equity	**316,399**	-
Balance at the end of the year	**$ (1,435,927)**	$ (37,432)

24. INCOME TAXES (continued)

Unrecognized temporary differences:

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

As at December 31,	**2025**	2024
Non-capital loss carry forward	**$ 26,820,331**	$ 23,144,256
Capital loss	**-**	9,301,887
Property, plant and equipment	**7,543,742**	4,542,459
Farm losses carried forward	**2,195,932**	2,195,932
Capital lease	**95,281**	154,365
Charitable donations	**8,750**	798,877
Fair value of guarantee	**-**	411,727
	$ 36,664,036	$ 40,549,503

The Canadian non-capital loss carry forwards expire as noted in the table below. The remaining deductible temporary differences may be carried forward indefinitely. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

Northfield's Canadian non-capital income tax losses expire as follows:

2032	$ 369,981
2033	331,897
2034	284,168
2035	661,495
2036	603,327
2037	1,337,775
2038	2,248,921
2039	4,618,079
2040	581,150
2041	1,723,880
2042	3,203,619
2043	2,668,495
2044	3,994,037
2045	4,193,507
	$ 26,820,331

25. 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 quarter.

25. FINANCIAL INSTRUMENTS (continued)

(a) 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.

From time to time Northfield uses financial leverage or margin when purchasing investments. Trading on margin allows Northfield to borrow part of the purchase price of the investments (using marginable investments as collateral), rather than pay for them in full. Buying on margin allows Northfield to increase its portfolio size by increasing the number and amount of investment through leverage. However, if the market moves against Northfield's positions and Northfield's investments decline in value, Northfield may be required to provide additional funds to its brokers, which could be substantial. Given the nature of Northfield's business, Northfield may not have sufficient cash on hand to meet margin calls and may be required to liquidate investments prematurely and/or at a loss, in order to generate funds needed to satisfy Northfield's obligations. Furthermore, if Northfield is unable to provide the necessary funds within the time required, Northfield's marginable investments may still be liquidated at a loss by its brokers to meet the obligations (and Northfield may still be required to make up any additional shortfall in funds thereafter).

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 $1,175,000 of which $140,000 was drawn at December 31, 2025 (December 31, 2024 - $158,000).

As at December 31, 2025, based on typical margin requirements Northfield had available margin of approximately $9,193,056 from its brokers (December 31, 2024 - $2,439,196), of which Northfield was using $nil (December 31, 2024 - $1,170,825). Northfield manages this risk by not over extending the use of margin. As at December 31, 2025, a 10% decrease in the closing price of Northfield's investments with all other variables held constant would reduce the available margin to $8,273,750 (December 31, 2024 - $2,152,842).

(b) Other price 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 the 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.

25. FINANCIAL INSTRUMENTS (continued)

(b) Other price risk (continued)

The following table shows the estimated sensitivity of Northfield's after-tax net comprehensive income for the years ended December 31, 2025 resulting from a change in market price of Northfield's investments with all other variables held constant as at December 31, 2025:

Percentage of change in closing prices	Change in comprehensive income (net of tax) from % increase in closing price	Change in comprehensive income (net of tax) from % decrease in closing price
Investments FVTPL		
5%	$ 4,733,562	$ (4,733,562)
10%	$ 9,467,123	$ (9,467,123)

(c) Interest rate risk

Interest rate risk is the impact that changes in interest rates could have on Northfield's earning and liabilities. As at December 31, 2025, 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 December 31, 2025 the amount outstanding was $140,000 (December 31, 2024 - $158,000). 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 December 31, 2025 are redeemable upon demand.

(d) 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. As such, as at December 31, 2025, Northfield had $928,204 in financial assets that may be subject to credit risk defaults (December 31, 2024 - $918,219).

(e) 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 year ended December 31, 2025 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 $135,000 (December 31, 2024 - $273,000).

25. FINANCIAL INSTRUMENTS (continued)

(f) Concentration risk

Two investments comprises 70% and 14% of the other investments balance at December 31, 2025 (December 31, 2024 - two investments comprised 65% and 14%). One investment comprises 100% of the marketable securities balance at December 31, 2025 (December 31, 2024 - one investment comprised 94%). One customer in TNA and TNH comprised 18% of Northfield's consolidated revenues (December 31, 2024 - two customers in TNA comprised 13% and 12%). Two customers in TNA comprised 16% and 12% of the receivable balance at December 31, 2025 (December 31, 2024 - one customer comprised 17% of the receivable balance).

(g) Fair value

Northfield has determined the fair value of its financial instruments as follows:

(i) The carrying values of receivables and accounts payable and accrued liabilities and credit facilities approximate their fair values due to the short-term nature of these instruments. Loans payable also approximate fair value given their recent issuance.

(ii) Investments are carried at amounts in accordance with Northfield's accounting policies. The fair value of securities that do not have a quoted market price in an active market (private company investments) cannot be reliably measured due to the significant variability in the range of reasonable fair values for these instruments and the inability to assign probabilities to a range of fair value estimates. The market for these financial instruments is a private equity market. The entity intends to dispose of these financial instruments by way of transfer of ownership, if possible.

(h) Fair value hierarchy

Northfield adopted the accounting standards associated with financial instruments resulting in a three-tier categorization as a framework for disclosing fair value based upon inputs used to value Northfield's investments.

The hierarchy is summarized as:

Level 1 – public company investments and cash.

Level 2 – warrants for which are not traded on a recognized securities exchange and where there are sufficient and reliable observable market inputs, the Black-Scholes model for valuation is used.

Level 3 – private company investments.

As at	**December 31, 2025**	December 31, 2024
Level 1	**$ 44,331,775**	$ 24,567,899
Level 2	**611,525**	240,065
Level 3	**75,085,480**	32,027,828
	$ 120,028,780	$ 56,835,792

During the year ended December 31, 2025, $50,000 of investments were transferred from Level 3 to Level 1 (December 31, 2024 - $914,060). Transfers in and out of Level 3 are due to changes in the observability of market data.

25. FINANCIAL INSTRUMENTS (continued)

(h) Fair value hierarchy (continued)

During the year ended December 31, 2025, the reconciliation of investments measured at fair value using unobservable inputs (Level 3) is presented as follows:

Balance - December 31, 2023	$ 25,904,190
Purchases	752,500
Transfers out of Level 3 to Level 1	(914,060)
Change in realized gains	105,060
Change in unrealized gains	6,180,138
Balance - December 31, 2024	$ 32,027,828
Purchases[1]	28,140,611
Transfers out of Level 3 to Level 1	(50,000)
Change in unrealized gains	14,967,041
Balance - December 31, 2025	**$ 75,085,480**

[1]Purchases include the acquisition of additional common shares in Juno, refer to Note 10.

The following table presents the fair value, categorized by key valuation techniques and the unobservable inputs used within Level 3 as at:

	December 31, 2025		December 31, 2024	
Valuation Technique	**Fair Value**	**Unobservable inputs**	**Fair Value**	**Unobservable inputs**
Recent financings	**$ 75,085,480**	**Transaction price or last capital raise**	$ 31,879,078	Transaction price or last capital raise
Public company comparables	**-**	**Enterprise Value**	148,750	Enterprise Value
Other Investments[1]	**$ 75,085,480**	**$ -**	$ 32,027,828	$ -

[1]For these Level 3 investments, the inputs used can be highly judgemental. A +/- 25% change on the unobservable input of these investments would have resulted in a corresponding +/- $18.8 million at December 31, 2025 (December 31, 2024: +/- $8.0 million) change to the total fair value of the investments.

(i) Categories of financial instruments

The carrying amounts of each of Northfield's categories of financial instruments are as follows:

As at	**December 31, 2025**	December 31, 2024
FVTPL	**$ 120,028,780**	$ 56,835,792
Amortized cost	**$ 928,204**	$ 918,219
Financial liabilities	**$ 19,942,386**	$ 12,454,533

26. CONTINGENCIES AND 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 is committed to and contingently liable for annual rental payments for premises and other loans payable as follows:

2026	$ 3,888,114
2027	7,533,593
2028	1,818,936
2029	1,789,356
2030	5,946,536
2031 & thereafter	2,668,838
	$ 23,645,373

27. SUBSEQUENT EVENTS

On April 6, 2026, Northfield issued an aggregate of 8,263 Class B multiple voting shares to Mr. Robert Cudney at a price of $5.20 per Class B Share for aggregate gross proceeds of $42,968. The issuance was undertaken in order for Mr. Cudney to maintain his pro rata voting interest in respect of the Class B Shares following the completion of the Juno Corp. share acquisition described in below. Following the completion of this transaction, Northfield had 35,411 Class B multiple voting shares issued and outstanding.

On April 2, 2026, Northfield completed the acquisition of an aggregate of 8,664,675 common shares of Juno from five shareholders in consideration for the issuance of an aggregate of 6,301,580 Class A restricted voting shares at a deemed issue price of $5.50 per Class A Share. Each Juno common share was exchanged for 0.727272727 of a Class A Share. As a result of this transaction, Northfield's ownership interest in Juno increased from approximately 23.7% to approximately 34.7%. Following the completion of this transaction, Northfield had 27,006,360 Class A restricted voting shares issued and outstanding.

On February 24, 2026, Northfield announced its intention to effect a normal course issuer bid through the facilities of the TSX. Northfield may, during the 12-month period commencing February 27, 2026 and ending February 26, 2027, purchase on the TSX Venture Exchange up to 1,035,239 Class A restricted voting shares in total, representing approximately 5% of the 20,704,780 Class A restricted voting shares currently issued and outstanding. The price which Northfield will pay for any such shares will be the market price at the time of acquisition. The actual number of Class A restricted voting shares which may be purchased and the timing of any such purchases will be determined by Northfield.

On January 19 2026, the Company purchased a new 208 Caravan aircraft for US $2,060,000.

28. RECLASSIFICATION OF COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current period's presentation. Such reclassifications did not affect net income (loss), comprehensive income (loss) or shareholders' equity.