

## NORTHFIELD CAPITAL CORPORATION

141 Adelaide Street West, Suite 301  
Toronto, ON M5H 3L5

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that an Annual and Special Meeting of Shareholders (the “**Meeting**”) of Northfield Capital Corporation (the “**Corporation**”) will be held at 141 Adelaide Street West, Suite 301, Toronto, Ontario, Canada, on Wednesday, July 9<sup>th</sup>, 2025, at 11:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2024, together with the report of the auditors thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to reappoint MNP LLP, Chartered Accountants, as auditors of the Corporation and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution, the text of which is set forth in the accompanying management information circular dated June 6, 2025 (the “**Circular**”), to re-approve the Corporation’s Omnibus Equity Incentive Plan (the “**Incentive Plan**”), as more particularly described in the Circular;
5. to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution of the disinterested shareholders of the Corporation (in accordance with the rules and policies of the TSX Venture Exchange), the text of which is set forth in the accompanying Circular, authorizing and approving the completion of the Juno Share Acquisition, as more particularly described in the Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

This notice is accompanied by a management information circular of the Corporation dated as of June 6, 2025 (the “**Circular**”), a form of proxy, supplemental mailing list request form and the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2024, together with the report of the auditors thereon.

An “**ordinary resolution**” is a resolution passed by a majority of the votes cast by shareholders who voted in respect of that resolution.

The board of directors of the Corporation has by resolution fixed the close of business on May 16, 2025 as the record date, being the date for the determination of the registered holders of shares entitled to notice of and to vote at the Meeting and any adjournment(s) or postponement(s) thereof.

**Shareholders who are unable to attend the Meeting in person are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting. Shareholders may also vote online by visiting <http://www.voteproxyonline.com> and entering the 12 digit control number found at the bottom of the enclosed proxy form.** A shareholder wishing to be represented by proxy at the Meeting or any adjournment or postponement thereof must deposit their duly completed and executed form of proxy with the Corporation’s registrar and transfer agent, TSX Trust Company, Proxy Department by fax at 416-595-9593, by mail or by hand to 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1, not later than 48 hours (excluding Saturdays, Sundays, and holidays) before the time the Meeting or adjournment(s) or postponement(s) thereof at which the proxy is to be used. Late proxies may be accepted or rejected by the Chair of the Meeting at their discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

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

DATED at Toronto, Ontario as of the 6th day of June, 2025.

**BY ORDER OF THE BOARD OF DIRECTORS**

*“Robert Cudney”*

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**ROBERT CUDNEY**

President, Chief Executive Officer and Director