



NORTHFIELD

CAPITAL CORPORATION

Condensed Interim Consolidated Financial Statements
For the Six Months ended June 30, 2025

Unaudited

Presented in Canadian Dollars



Condensed Interim Consolidated Financial Statements
For the Three Months ended June 30, 2025

Unaudited

NOTICE TO SHAREHOLDERS

August 27, 2025

MANAGEMENT'S RESPONSIBILITY FOR THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited condensed interim consolidated financial statements of Northfield Capital Corporation, ("**Northfield**") have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim consolidated financial statements. Where necessary, management has made informed judgements and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the unaudited condensed interim consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34, Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

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.

Management has established processes, which are in place to provide it sufficient knowledge to support management representations that it has exercised reasonable diligence that (a) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the unaudited condensed interim consolidated financial statements and (b) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of Northfield, as of the date of and for the period presented by the unaudited condensed interim consolidated financial statements. The Board of Directors is responsible for reviewing and approving the unaudited condensed interim consolidated financial statements together with other financial information of Northfield and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim consolidated financial statements together with other financial information of Northfield. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim consolidated financial statements together with other financial information of Northfield 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

AUDITOR INVOLVEMENT

The condensed interim consolidated financial statements as at and for the three and six months ended June 30, 2025 and 2024 have not been reviewed by Northfield's auditors.



NORTHFIELD
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CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Expressed in Canadian Dollars

Unaudited

As at,	June 30, 2025	December 31, 2024
ASSETS		
Cash and cash equivalents	\$ 3,973,517	\$ 3,582,235
Marketable securities (note 5)	3,025,822	4,878,391
Other investments (note 6)	41,202,605	48,375,166
Receivables	1,158,776	918,219
Prepaid expenses and deposits	655,802	483,690
Inventory (note 4)	1,324,150	1,363,909
Property and equipment (note 9)	27,936,013	25,972,222
Right-of-use-asset (note 10)	1,013,188	1,206,701
Intangible assets (note 7)	21,330,579	-
	\$ 101,620,452	\$ 86,780,533
LIABILITIES		
Accounts payable and accrued liabilities	\$ 3,282,380	\$ 3,004,587
Credit facilities (note 13)	2,145,945	1,328,825
Loans payable (note 11)	10,205,612	8,121,120
Lease liability (note 12)	1,136,474	1,347,167
Deferred taxes	24,432	37,432
	16,794,843	13,839,131
SHAREHOLDERS' EQUITY		
Share capital (note 14(b))	14,901,340	11,550,827
Share-based payment reserve (note 14(c))	1,518,753	808,546
Warrant reserve (note 14(d))	1,306,364	1,330,606
Contributed surplus	42,831	42,831
Retained earnings	58,439,142	61,003,762
	76,208,430	74,736,572
Non-controlling interest (note 16)	8,617,179	(1,795,170)
	84,825,609	72,941,402
	\$ 101,620,452	\$ 86,780,533

Related party transactions (note 18)

Contingencies and commitments (note 23)

Subsequent events (note 24)

See accompanying notes to condensed interim consolidated financial statements

On behalf of the Board:

(Signed) "Eric Klein"

Director

(Signed) "Morris J. Prychidny"

Director



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CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS

Expressed in Canadian Dollars

Unaudited

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Net investment income (note 20(a))	\$ (1,716,844)	\$ 7,293,250	\$ 1,753,961	\$ 7,235,061
Revenue (note 20(b))	3,268,476	2,111,543	4,616,117	3,583,263
Cost of sales (note 4)	(2,188,113)	(1,693,708)	(3,457,062)	(3,053,862)
Gross margin from operating subsidiaries	1,080,363	417,835	1,159,055	529,401
	(636,481)	7,711,085	2,913,016	7,764,462
Operating expenses				
Salaries, Director and consulting fees	1,104,920	1,050,701	2,151,721	1,994,453
Marketing, promotion and travel	298,921	503,554	752,324	702,933
Office and general	357,647	279,471	721,904	688,663
Professional fees	367,580	272,754	597,750	319,813
Interest expense	138,164	201,601	365,370	342,134
Regulatory	24,472	12,486	91,012	43,688
Exploration expenses	4,000	-	18,051	-
Commission and transaction costs	9,274	8,118	17,322	15,157
Gain on disposal of property and equipment	(156,569)	(52,175)	(157,219)	(52,175)
Amortization	729,949	533,784	1,152,409	989,431
Stock based compensation (note 14(c))	559,542	485,128	710,207	485,128
	3,437,900	3,295,422	6,420,851	5,529,225
Income (loss) before income taxes	(4,074,381)	4,415,663	(3,507,835)	2,235,237
Income tax recovery (provision)	-	(1,427,673)	13,000	(1,417,767)
Net income (loss) and comprehensive income (loss)	\$ (4,074,381)	\$ 2,987,990	\$ (3,494,835)	\$ 817,470
Net income (loss) and comprehensive income (loss) attributable to:				
Shareholders	\$ (3,162,699)	\$ 3,515,058	\$ (1,972,922)	\$ 1,740,636
Non-controlling interest (note 16)	(911,682)	(527,068)	(1,521,913)	(923,166)
	\$ (4,074,381)	\$ 2,987,990	\$ (3,494,835)	\$ 817,470
Net income (loss) per share attributable to shareholders:				
Basic* (note 15)	\$ (0.22)	\$ 0.32	\$ (0.14)	\$ 0.16
Fully diluted* (note 15)	\$ (0.22)	\$ 0.32	\$ (0.14)	\$ 0.16
Weighted average Class A and Class B Shares outstanding during the period:				
Basic* (note 15)	14,198,338	11,092,415	14,176,282	11,092,415
Fully diluted* (note 15)	14,529,299	11,092,415	14,507,243	11,092,415

See accompanying notes to condensed interim consolidated financial statements

*Current and comparative figures have been adjusted to give effect to share split (see note 14(b))



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CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Expressed in Canadian Dollars

Unaudited

	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 14(c))	-	-	-	-	-	485,128	-	-	-	-	485,128
Net loss and comprehensive loss	-	-	-	-	-	-	-	-	1,740,636	(923,166)	817,470
Balance at June 30, 2024	11,073,815	3,586,983	18,600	7,680	3,594,663	485,128	-	42,831	60,468,110	(682,622)	63,908,110
Share-based compensation (note 14(c))	-	-	-	-	-	323,418	-	-	-	-	323,418
Private placement, net of issue costs	2,378,250	9,286,770	-	-	9,286,770	-	-	-	-	-	9,286,770
Warrant reserve (note 14(d))	-	(1,330,606)	-	-	(1,330,606)	-	1,330,606	-	-	-	-
Net loss and comprehensive loss	-	-	-	-	-	-	-	-	535,652	(1,112,548)	(576,896)
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 14(c))	-	-	-	-	-	710,207	-	-	-	-	710,207
Acquisition of Voyageur (note 7)	718,095	2,872,300	-	-	2,872,300	-	-	-	-	11,520,618	14,392,918
Shares repurchased for cancellation	(13,600)	(80,329)	-	-	(80,329)	-	-	-	-	-	(80,329)
Net income and comprehensive income	-	-	-	-	-	-	-	-	(1,972,922)	(1,521,913)	(3,494,835)
Issuance of Class A shares(note 14(c))	44,100	244,742	-	-	244,742	-	(24,242)	-	-	-	220,500
Equity movements Voyageur(note 14(c))	-	-	-	-	-	-	-	-	(142,618)	278,364	135,746
Acquisition of Northfield Aviation(note 8)	60,000	313,800	-	-	313,800	-	-	-	(449,080)	135,280	-
Balance at June 30, 2025	14,260,660	\$ 14,893,660	18,600	\$ 7,680	\$ 14,901,340	\$ 1,518,753	\$ 1,306,364	\$ 42,831	\$ 58,439,142	\$ 8,617,179	\$ 84,825,609

See accompanying notes to condensed interim consolidated financial statements



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CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
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For the six months ended June 30,	2025	2024
Cash provided by (used in)		
Operations		
Net income (loss)	\$ (3,494,835)	\$ 817,470
Items not involving cash flows (note 17(a))	697,002	(3,837,704)
Net change in other non-cash balances (note 17(b))	722,003	906,401
Purchase of marketable securities	(134,090)	-
Proceeds on disposal of marketable securities	316,392	516,746
Purchase of other investments	(578,129)	(578,932)
Proceeds on disposal of other investments	3,443,523	1,974,668
	971,866	(201,351)
Investing		
Purchase of property and equipment, net (note 9)	(3,229,710)	(461,461)
Acquisition of the Voyageur (note 7)	669,300	-
	(2,560,410)	(461,461)
Financing		
Proceeds from third party equipment financier (note 11)	2,314,186	-
Repayment of loans payable (note 11)	(263,093)	(201,170)
Lease payments (note 12)	(210,693)	(199,572)
Shares repurchased for cancellation (note 14(b))	(81,074)	-
Proceeds received from warrant exercises (note 14(b))	220,500	-
	1,979,826	(400,742)
Change in cash and cash equivalents	391,282	(1,063,554)
Cash and cash equivalents, beginning of period	3,582,235	4,094,458
Cash and cash equivalents, end of period	\$ 3,973,517	\$ 3,030,904

Supplementary cash flow information (note 17)

See accompanying notes to condensed interim consolidated financial statements



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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Expressed in Canadian Dollars

For the six months ended June 30, 2025 and 2024

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 unaudited condensed interim 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 unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("**IAS 34**") as issued by the IASB. Accordingly, they do not include all of the information required for full annual consolidated financial statements as required by IFRS. These unaudited condensed interim consolidated financial statements should be read in conjunction with Northfield's audited annual consolidated financial statements for the year ended December 31, 2024.

The condensed interim consolidated financial statements for the six months ended June 30, 2025 were approved for issue by the Board of Directors on August 27, 2025.

These condensed interim consolidated financial statements have been prepared on the basis of IFRS® standards that were in effect at June 30, 2025 and these accounting policies have been applied consistently to all periods presented herein. These financial statements have been prepared on a going concern basis, which assumes Northfield will continue operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

(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 June 30, 2025, Northfield's had 49.7% ownership.

At June 30, 2025, Northfield had 57.6% ownership of Distillery Network Inc. ("**DNI**") (December 31, 2023 - 57.6%), a private company incorporated under the laws of the Province of Ontario, which is currently in the growth and development stage of spirit distilling in Toronto, Ontario. Northfield acquired control of DNI on December 31, 2019. DNI owns 100% of Spirit of York Distillery Inc.

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



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2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(b) Principles of consolidation (continued)

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 June 30, 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., 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., a wholly-owned subsidiary of True North Airways Inc., with the intention to provide chartered air services within the country of El Salvador.

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.

(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 22;
- (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;



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3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(a) Critical accounting estimates (continued)

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

(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.

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. (Note 7) was accounted for as an asset acquisition.



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4. INVENTORY AND COST OF SALES

	June 30, 2025	December 31, 2024
Raw materials	\$ 321,307	\$ 312,370
Work in process	481,186	395,239
Finished goods	510,556	634,878
Retail merchandise for sale	11,101	21,422
	\$ 1,324,150	\$ 1,363,909

Cost of sales for the six months ended June 30, 2025 of \$3,457,062 includes cost of inventory, raw materials and consumables used (June 30, 2024 - \$3,053,862). Included in cost of sales and inventory is an amount of \$119,310 and \$7,859, respectively of amortization of equipment and leaseholds related to the distillery and winery business, and \$409,382 of amortization of the aviation business (June 30, 2024 - \$179,929, \$6,128 respectively and \$nil respectively).

5. MARKETABLE SECURITIES

	June 30, 2025		December 31, 2024	
	Fair Value	Cost	Fair Value	Cost
Marketable securities - FVTPL	\$ 3,025,822	\$ 4,013,771	\$ 4,878,391	\$ 4,219,373

(1) Fair Value Through Profit or Loss ("FVTPL")

6. OTHER INVESTMENTS

	June 30, 2025		December 31, 2024	
	Fair Value	Cost	Fair Value	Cost
Other investments - FVTPL	\$ 41,087,576	\$ 32,018,448	\$ 48,135,081	\$ 35,176,702
Warrants - FVTPL	115,029	-	240,085	-
	\$ 41,202,605	\$ 32,018,448	\$ 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 16,865,103 Voyageur Shares representing approximately 50.2% of the issued and outstanding Voyageur Shares.

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.



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

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 \$4,931,040 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

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
Net assets acquired	23,133,771
Total value of assets 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.



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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 \$178,520, 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. PROPERTY AND EQUIPMENT

June 30, 2025					
	Opening Carrying Amount	Additions	Disposals	Amortization	Closing Carrying Amount
Aircraft	\$ 12,501,877	\$ 3,407,690	\$ (72,193)	\$ (667,616)	\$ 15,169,758
Building	4,851,081	977,021	(87,456)	(154,300)	5,586,346
Equipment, furniture and fixtures	2,720,445	153,114	-	(346,247)	2,527,312
Land	2,820,210	118,836	(350,032)	-	2,589,014
Leasehold improvements	765,622	-	-	(267,500)	498,122
Vines	1,576,934	39,803	-	(51,276)	1,565,461
Construction in progress	736,053	215,918	(951,971)	-	-
	\$ 25,972,222	\$ 4,912,382	\$ (1,461,652)	\$ (1,486,939)	\$ 27,936,013

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



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10. RIGHT-OF-USE ASSET

	June 30, 2025				
	Opening Carrying Amount	Additions	Disposals	Amortization	Closing Carrying Amount
Right-of-use asset - 1 ⁽¹⁾ - Retail space	\$ 247,419	\$ -	\$ -	\$ (78,132)	\$ 169,287
Right-of-use asset - 2 ⁽²⁾ - Office space	\$ 187,952	\$ -	\$ -	\$ (62,651)	\$ 125,301
Right-of-use asset - 3 ⁽³⁾ - Vehicle	\$ 13,403	\$ -	\$ -	\$ (8,041)	\$ 5,362
Right-of-use asset - 4 ⁽⁴⁾ - Vehicle	\$ 2,275	\$ -	\$ -	\$ (2,275)	\$ -
Right-of-use asset - 5 ⁽⁵⁾ - Vehicle	\$ 46,914	\$ -	\$ -	\$ (4,689)	\$ 42,225
Right-of-use asset - 6 ⁽⁶⁾ - Vehicle	\$ 46,991	\$ -	\$ -	\$ (4,701)	\$ 42,290
Right-of-use asset - 7 ⁽⁷⁾ - Vehicle	\$ 21,750	\$ -	\$ -	\$ (2,625)	\$ 19,125
Right-of-use asset - 8 ⁽⁸⁾ - Office space	\$ 227,949	\$ -	\$ -	\$ (24,423)	\$ 203,526
Right-of-use asset - 9 ⁽⁹⁾ - Property	\$ 388,090	\$ -	\$ -	\$ (3,248)	\$ 384,842
Right-of-use asset - 10 ⁽¹⁰⁾ - Vehicle	\$ 23,958	\$ -	\$ -	\$ (2,728)	\$ 21,230
Right-of-use asset ⁽¹⁾	\$ 1,206,701	\$ -	\$ -	\$ (193,513)	\$ 1,013,188

⁽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.

⁽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.

⁽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.

⁽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.

⁽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.

⁽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.



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10. RIGHT-OF-USE ASSET (continued)

	December 31, 2024				
	Opening Carrying Amount	Additions	Disposals	Amortization	Closing Carrying Amount
Right-of-use asset	\$ 762,347	\$ 795,183	\$ -	\$ (350,829)	\$ 1,206,701

11. LOANS PAYABLE

Selected information as at	June 30, 2024	December 31, 2024
Mortgage ⁽¹⁾	\$ 2,926,479	\$ 2,973,191
Bank loan ⁽⁵⁾	3,464,749	3,616,026
Aircraft loan agreement ⁽²⁾	2,276,374	-
Other promissory note ⁽⁴⁾	924,700	891,777
Mortgage ⁽³⁾	510,659	522,775
Equipment financing ⁽⁶⁾	92,051	107,228
Other loans	10,600	10,123
	\$ 10,205,612	\$ 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 highperformance 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.

⁽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 June 30, 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. In November 2024, Northfield repaid an amount of \$114,772 towards the principal. Interest accrued at June 30, 2025 was \$32,923 (December 31, 2024 - \$6,548).



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11. LOANS PAYABLE (continued)

(5) On August 18th 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 an 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 4 years and will consist of principal and interest 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 principal and interest in the amount of \$11,743 over the 10-year term.

(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 June 30, 2025 was \$nil (December 31, 2024 - \$nil).

12. 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%. 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 which Northfield measured at the present value of the remaining lease payments at the acquisition date, using an incremental borrowing rate of 5.99%. 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. 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 hanger, 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%. At June 30, 2025, the lease liability was \$1,136,474 (December 31, 2024 - \$1,347,167).



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12. LEASE LIABILITY (continued)

At June 30, 2025, maturities of the lease liabilities were as follows:

2025	\$	267,463
2026		342,517
2027		135,896
2028		131,478
2029		70,764
Thereafter		1,211,344
Total lease payments		2,159,462
Less: interest		(1,022,988)
Present value of lease liabilities	\$	1,136,474

13. CREDIT FACILITIES

Northfield has a bank line of credit available to a maximum of \$1,000,000. At June 30, 2025, \$986,000 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 June 30, 2025 was 5.45% (December 31, 2024 - 6.45%). The Grange has a line of credit available to a maximum of \$175,000. At June 30, 2025 \$125,000 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 June 30, 2025 was 5.95% (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 11) 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 June 30, 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 June 30, 2025, Northfield had outstanding margin loans of \$1,034,945 (December 31, 2024 - \$1,170,825).

14. 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



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14. SHARE CAPITAL (continued)

(b) Issued

	Number of shares	Amount
Class A Shares		
Balance - December 31, 2024	13,452,065	\$ 11,543,147
Class A shares issued - Voyageur share acquisition (<i>note 7</i>)	718,095	2,872,300
Class A shares issued - Northfield Aviation share acquisition (<i>note 8</i>)	60,000	313,800
Class A shares issued from exercise of warrants	44,100	244,742
Class A shares repurchased for cancellation	(13,600)	(80,329)
Balance - June 30, 2025	14,260,660	\$ 14,893,660
Class B Shares	Number of shares	Amount
Balance - December 31, 2024 and June 30, 2025	18,600	\$ 7,680
Total Class A and Class B Shares	14,279,260	\$ 14,901,340

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 current and comparative references to common shares, weighted average number of common shares, net income and loss per share, stock options and warrants have been retroactively adjusted to reflect the 5-for-1 share split effective February 11, 2025.

(c) Share-based payment reserve

Balance - December 31, 2024	\$ 808,546
Stock-based compensation	710,207
Balance - June 30, 2025	\$ 1,518,753

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 Company 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.



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14. SHARE CAPITAL (continued)

(c) Share based payment reserve (continued)

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 June 30, 2025	1,000,000	\$ 4.30

A summary of Northfield's outstanding stock options at June 30, 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	3.9

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 six months ended June 30, 2025.

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 Company 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.



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14. SHARE CAPITAL (continued)

(c) Share based payment reserve (continued)

During the six months ended June 30, 2025 and June 30, 2024, no deferred share units or restricted share units were granted. As at June 30, 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, 2024 and June 30, 2025	2,334,150	\$ 1,306,364

A summary of Northfield's outstanding warrants at June 30, 2025 is presented below:

Issue date	Number of warrants	Exercise price	Weighted average remaining life (years)
July 18, 2024	1,797,650	\$5.00	4.1
December 2, 2024	536,500	\$5.00	4.4
	2,334,150	\$5.00	4.1

15. EARNINGS (LOSS) PER SHARE

Earnings (loss) per share have been calculated using the weighted average number of shares outstanding during the six months ended June 30, 2025 and 2024.

For the six months ended June 30,	2025	2024
Earnings (loss) for the period attributable to shareholders	\$ (1,972,922)	\$ 1,740,636
Weighted average number of shares outstanding - basic	14,176,282	11,092,415
Effect of dilutive securities	330,961	-
Weighted average number of shares outstanding - diluted	14,507,243	11,092,415
Basic earnings (loss) per share	\$ (0.14)	\$ 0.16
Diluted earnings (loss) per share	\$ (0.14)	\$ 0.16

Fully diluted weighted average common shares outstanding during the six months ended June 30, 2025 is not reflective of the outstanding stock options and warrants as their exercise would be anti-dilutive in the loss per share calculation.

16. NON-CONTROLLING INTEREST

	DNI	TNA Group	Grange	Voyageur	Total
Carrying amount, December 31, 2024	\$ (1,788,567)	\$ (67,013)	\$ 60,410	\$ -	\$ (1,795,170)
Additions of non-controlling interest on acquisition date (note 8)	-	135,280	-	11,520,618	11,655,898
Equity movements	-	-	-	278,364	278,364
Net loss attributable to non-controlling interest	(782,948)	(68,267)	(291,555)	(379,143)	(1,521,913)
Carrying amount, June 30, 2025	\$ (2,571,515)	\$ -	\$ (231,145)	\$ 11,419,839	\$ 8,617,179



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16. NON-CONTROLLING INTEREST (continued)

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

	DNI		Northfield Aviation Group		Grange		Voyageur	
	June 30, 2025	Dec 31, 2024	June 30, 2025	December 31, 2024	June 30, 2025	Dec 31, 2024	June 30, 2025	Dec 31, 2024
Non-controlling interest	42.4%	42.4%	9.0%	8%	43.3%	43.3%	49.8%	N/A
Current assets	\$ 755,555	\$ 865,562	\$ 1,759,304	\$ 1,100,382	\$ 921,038	\$ 971,646	\$ 1,600,443	\$ -
Non-current assets	\$ 1,471,542	\$ 2,039,736	\$ 6,179,420	\$ 6,543,081	\$ 6,697,118	\$ 6,781,105	\$ 21,330,579	\$ -
Total assets	\$ 2,227,097	\$ 2,905,298	\$ 7,938,723	\$ 7,643,463	\$ 7,618,156	\$ 7,752,751	\$ 22,931,022	\$ -
Current financial liabilities	\$ 789,826	\$ 721,203	\$ 1,529,213	\$ 1,090,577	\$ 646,813	\$ 620,761	\$ 13,498	\$ -
Non-current liabilities	\$ 7,502,164	\$ 6,402,413	\$ 7,862,016	\$ 7,296,054	\$ 7,505,602	\$ 6,992,360	\$ -	\$ -
Total Liabilities	\$ 8,291,990	\$ 7,123,617	\$ 9,391,229	\$ 8,386,631	\$ 8,152,415	\$ 7,613,121	\$ 13,498	\$ -
Net assets	\$ (6,064,893)	\$ (4,218,318)	\$ (1,452,506)	\$ (743,168)	\$ (534,259)	\$ 139,630	\$ 22,917,523	\$ -
Accumulated non-controlling interests	\$ (2,571,515)	\$ (1,788,567)	\$ -	\$ (67,013)	\$ (231,145)	\$ 60,410	\$ 11,419,839	\$ -

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

	DNI		Northfield Aviation Group		Grange		Voyageur	
	2025	2024	2025	2024	2025	2024	2025	2024
For the six months ended June 30,								
Revenue	\$ 822,876	\$ 749,039	\$ 3,252,485	\$ 2,671,225	\$ 704,352	\$ 416,874	\$ (194,529)	\$ -
Cost of sales	\$ (737,894)	\$ (766,972)	\$ (2,606,742)	\$ (2,111,036)	\$ (529,253)	\$ (403,737)	\$ -	\$ -
Net Revenue	\$ 84,982	\$ (17,933)	\$ 645,742	\$ 560,189	\$ 175,098	\$ 13,137	\$ (194,529)	\$ -
Expenses	\$ 1,729,969	\$ 1,502,457	\$ 1,083,657	\$ 944,432	\$ 848,987	\$ 585,762	\$ 566,341	\$ -
Net loss and comprehensive loss	\$ (1,644,987)	\$ (1,520,390)	\$ (437,915)	\$ (384,243)	\$ (673,888)	\$ (572,625)	\$ (760,870)	\$ -
interest	\$ (782,948)	\$ (644,645)	\$ (68,267)	\$ (30,777)	\$ (291,555)	\$ (247,744)	\$ (379,143)	\$ -

17. STATEMENT OF CASH FLOWS

(a) Items not involving cash flows:

For the six months ended June 30	2025	2024
Income tax provision (recovery)	\$ (13,000)	\$ 1,417,767
Amortization	1,681,101	1,196,234
Loss (gain) on sale of marketable securities	23,300	188,908
Loss (gain) on sale of other investments	(7,490,764)	5,140,775
Unrealized loss (gain) on FVTPL investments	5,943,377	(12,214,341)
Loss (gain) on disposal of property and equipment	(157,219)	(52,175)
Stock based compensation	710,207	485,128
	\$ 697,002	\$ (3,837,704)



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17. STATEMENT OF CASH FLOWS (continued)

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

For the six months ended June 30	2025	2024
Receivables	\$ (240,557)	\$ (546,616)
Prepaid expenses and deposits	(172,112)	(34,170)
Inventory	39,759	(50,103)
Accounts payable and accrued liabilities	277,793	2,016,306
Credit facilities	817,120	(479,016)
	\$ 722,003	\$ 906,401

(c) Supplemental cash flow information

For the six months ended June 30	2025	2024
Interest income received	\$ 349,234	\$ 168,061
Interest paid	\$ 506,943	\$ 149,297

18. RELATED PARTY TRANSACTIONS

Director and Executive Management Compensation

Executive management's compensation consisted of cash compensation of \$310,000 for the six months ended June 30, 2025 (June 30, 2024 - \$310,000) and stock based compensation of \$123,977 for the six months ended June 30, 2025 (June 30, 2024 - \$nil). Directors compensation consisted of cash compensation of \$66,000 for the six months ended June 30, 2025 (June 30, 2024 - \$66,000) and stock based compensation of \$64,684 for the six months ended June 30, 2025 (June 30, 2024 - \$129,367). 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 six months ended June 30	
			2025	2024
President & CEO	Consulting fees	(1)	\$ 210,000	\$ 210,000
	Stock based compensation	(1)	\$ 70,074	\$ -
CFO	Consulting fees	(2)	\$ 100,000	\$ 100,000
	Stock based compensation	(2)	\$ 53,903	\$ -
Director	Consulting fees	(3)	\$ 30,000	\$ 30,000

(1) During the six months ended June 30, 2025, Northfield incurred consulting fees of \$210,000 (June 30, 2024 - \$210,000) to Cudney Stables Inc., a company controlled by Robert Cudney, the President and CEO of Northfield. At June 30, 2025, the balance owed for consulting fees was \$nil (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 \$70,074 for the six months ended June 30, 2025 (June 30, 2024 - \$140,148).

(2) During the six months ended June 30, 2025, Northfield incurred consulting fees of \$100,000 (June 30, 2024 - \$100,000) to 2245448 Ontario Inc., a company controlled by Michael Leskovec, the CFO of Northfield. At June 30, 2025, the balance owed for consulting fees was \$nil (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 \$53,903 for the six months ended June 30, 2025 (June 30, 2024 - \$107,806).

(3) During the six months ended June 30, 2025, Northfield incurred consulting fees of \$30,000 (June 30, 2024 - \$30,000) to Natel Strategies International Inc, a company controlled by Ernie Eves, a Director of Northfield. At June 30, 2025, the balance owed for consulting fees was \$nil (December 31, 2023 - \$nil).



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18. RELATED PARTY TRANSACTIONS (continued)

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.

Beginning in 2019 and continuing through 2023, Northfield invested in common shares of Juno. During the year ended December 31, 2023, Northfield sold 425,000 common shares of Juno for \$850,000 to an arm's length third party. During the year ended December 31, 2023, Northfield also purchased 20,000 common shares of Juno at a share price of \$2.00 per common share. During the year ended December 31, 2023, 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.

As of June 30, 2025, Northfield held a 17% ownership of Juno (December 31, 2024 - 17%).

Subsequent to period end on July 10, 2025, Northfield completed share purchase agreements to acquire 5,123,044 common shares of Juno Corp. from five shareholders in exchange for 3,725,848 Class A restricted voting shares of Northfield. The transaction thereby increased Northfield's ownership interest in Juno from 17% to 24%. See Note 24 for details regarding the completion of this transaction.

During the six months ended June 30, 2025, Juno paid \$60,000 in rent expense to 2756189 Ontario Inc. (June 30, 2024 - \$40,170). These transactions have been recorded at the amounts established and agreed to by the related parties.

TNA's revenues included an amount of \$438,385 for the six months ended June 30, 2025 for aviation services provided to Juno, which represents 25% of TNA revenues for the period (June 30, 2024 - \$673,367; 35% of revenues for the period). These transactions have been recorded at the amounts established and agreed to by the related parties.

Voyageur Mineral Explorers Corp.

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

During the six months ended June 30, 2025, Voyageur paid \$15,600 in rent expense to 2756189 Ontario Inc. (June 30, 2024 - \$17,310). These transactions have been recorded at the amounts established and agreed to by the related parties. During the year ended December 31, 2023, Northfield also purchased 643,500 common shares in the open market for total proceeds of \$295,807. During the 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 June 30, 2025, Northfield held a 50.17% ownership of Voyageur (December 31, 2024 - 35.3%).

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.



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18. RELATED PARTY TRANSACTIONS (continued)

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

On September 5, 2024 Hemlo announced the completion of the purchase of Rocky Shore Metals Ltd. ("**Rocky Shore**") on September 4, 2024 pursuant to which Hemlo acquired all of the issued and outstanding common shares of Rocky Shore ("**Rocky Shore Shares**") in exchange for the issuance of an aggregate of 49,999,704 common shares ("**Hemlo Shares**") in the capital of the company (the "**Transaction**"). Under the terms of the Transaction, each Rocky Shore Share received 2.832 Hemlo Shares. Hemlo now has 100,724,624 Hemlo Shares outstanding. As a result of the Transaction, Northfield acquired 15,151,200 commons shares of Hemlo 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 six months ended June 30, 2025, Northfield purchased 171,000 common shares in the open market for total proceeds of \$11,215. As of June 30, 2025, Northfield held a 22.0% ownership of Hemlo (December 31, 2024 - 21.7%).

During the six months ended June 30, 2025, Rocky Shore paid \$12,800 in rent expense to 2756189 Ontario Inc. (June 30, 2024 - \$17,970). 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.

19. CAPITAL MANAGEMENT

Northfield includes the following in its capital:

As at,	June 30, 2025	December 31, 2024
Shareholders' equity comprised of		
Share capital	\$ 14,901,340	\$ 11,550,827
Contributed surplus	42,831	42,831
Retained earnings	58,439,142	61,003,762
Share-based payment reserve	1,518,753	808,546
Warrant reserve	1,306,364	1,330,606
	\$ 76,208,430	\$ 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.



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19. CAPITAL MANAGEMENT (continued)

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

20. REVENUE

(a) Net investment income

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Gain (loss) on sale of other investments	\$ 904,233	\$ (3,987,740)	\$ 7,490,764	\$ (5,140,775)
Investment and other income	65,776	172,324	229,874	350,403
Gain (loss) on sale of marketable securities	(49,434)	5,482	(23,300)	(188,908)
Change in unrealized gain (loss) on FVTPL investments	(2,637,419)	11,103,184	(5,943,377)	12,214,341
	\$ (1,716,844)	\$ 7,293,250	\$ 1,753,961	\$ 7,235,061

(b) Revenue

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Revenue from aviation services	\$ 2,196,427	\$ 1,350,766	\$ 3,088,889	\$ 2,417,350
Revenue from product sales, distillery	535,163	487,380	822,876	749,039
Revenue from product sales, winery	536,886	273,397	704,352	416,874
	\$ 3,268,476	\$ 2,111,543	\$ 4,616,117	\$ 3,583,263

21. REPORTABLE SEGMENTS

Northfield's reportable segments at June 30, 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.



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21. 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 six months ended June 30, 2025, no customers comprised more than 10% of Northfield's consolidated revenues (June 30, 2024 - one customer in TNA comprised 35% of Northfield's consolidated revenues).

Industry Segments for the six months ended June 30, 2025:

	Investments	Aviation Services	Distillery	Winery	Other	Mineral Exploration	Consolidated Total
Gain on sale of marketable securities	(\$23,300)	\$0	\$0	\$0	\$0	\$0	(23,300)
Gain on sale of other investments	7,490,764	-	-	-	-	-	7,490,764
Interest and other income	(23,102)	1,224	-	-	123,451	128,302	431,462
Unrealized loss on investments	(5,620,546)	-	-	-	-	(322,831)	(5,943,377)
Revenue	-	3,088,889	822,876	704,352	-	-	4,452,542
Cost of Sales	-	(2,189,915)	(737,894)	(529,253)	-	-	(3,293,487)
Salaries, Director and consulting fees	(638,797)	(625,340)	(512,749)	(307,692)	-	(67,143)	(2,151,721)
Stock based compensation	(301,331)	-	-	-	-	(408,876)	(710,207)
Office and general	(71,569)	(216,894)	(229,416)	(105,731)	(75,718)	(22,576)	(721,904)
Operating expenses	(705,080)	(158,456)	(507,350)	(242,237)	(3,741)	(67,746)	(1,886,198)
Amortization	(32,538)	(373,546)	(480,454)	(193,327)	(72,544)	-	(1,152,409)
Loss before income taxes	74,501	(474,038)	(1,644,987)	(673,888)	(28,552)	(760,870)	(3,507,835)
Income tax (provision) recovery	13,000	-	-	-	-	-	13,000
Net loss and comprehensive loss	87,501	(\$474,038)	(\$1,644,987)	(\$673,888)	(\$28,552)	(\$760,870)	(\$3,494,835)

Net loss and comprehensive loss attributable to:

Shareholders	\$87,501	(\$410,326)	(\$862,039)	(\$382,333)	(\$28,552)	(\$381,727)	(\$1,977,477)
Non-controlling interest	-	(63,712)	(782,948)	(291,555)	-	(379,143)	(1,517,358)
	\$87,501	(\$474,038)	(\$1,644,987)	(\$673,888)	(\$28,552)	(\$760,870)	(\$3,494,835)

	Investments	Aviation Services	Distillery	Winery	Other	Mineral Exploration	Consolidated Total
Property and equipment additions	\$1,000	\$4,771,122	\$15,752	\$124,508	\$0	\$0	\$4,912,382
Total Assets	47,153,749	21,457,592	2,227,097	7,618,156	232,836	22,931,022	\$101,620,452
Total Liabilities	3,237,099	8,342,059	1,341,589	3,721,226	139,372	13,498	\$16,794,843

Industry Segments for the six months ended June 30, 2024:

	Investments	Aviation Services	Distillery	Winery	Other	Consolidated Total
Loss on sale of marketable securities	(\$188,908)	\$0	\$0	\$0	\$0	(\$188,908)
Loss on sale of other investments	(5,140,775)	-	-	-	-	(5,140,775)
Interest and other income	239,638	1,085	-	-	109,680	350,403
Unrealized gain on investments	12,214,341	-	-	-	-	12,214,341
Revenue	-	2,417,350	749,039	416,874	-	3,485,161
Cost of Sales	-	(1,883,153)	(766,972)	(403,737)	-	(2,955,760)
Salaries, Director and consulting fees	(689,770)	(661,170)	(450,903)	(192,610)	-	(1,994,453)
Stock based compensation	(485,128)	-	-	-	-	(485,128)
Office and general	(188,859)	(43,995)	(279,798)	(101,835)	(74,176)	(688,663)
Operating expenses	(482,354)	(277,349)	(421,624)	(184,077)	(6,145)	(1,371,550)
Amortization	(35,348)	(422,526)	(350,132)	(107,240)	(74,186)	(989,431)
Loss before income taxes	5,242,837	(869,758)	(1,520,390)	(572,625)	(44,827)	2,235,237
Income tax (provision) recovery	(1,417,767)	-	-	-	-	(1,417,767)
Net loss and comprehensive loss	3,825,070	(\$869,758)	(\$1,520,390)	(\$572,625)	(\$44,827)	817,470

Net loss and comprehensive loss attributable to:

Shareholders	\$3,825,070	(\$838,981)	(\$875,745)	(\$324,881)	(\$44,827)	\$1,740,636
Non-controlling interest	-	(30,777)	(644,645)	(247,744)	-	(923,166)
	\$3,825,070	(\$869,758)	(\$1,520,390)	(\$572,625)	(\$44,827)	\$817,470

	Investments	Distillery	Aviation Services	Winery	Other	Consolidated Total
Property and equipment additions	\$0	\$206,420	\$247,185	\$60,030	\$0	\$513,635
Total Assets	54,604,947	16,832,309	3,077,324	7,502,346	374,750	82,391,676
Total Liabilities	6,443,257	6,592,076	1,265,137	3,911,230	271,866	18,483,566



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22. 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.

(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 \$1,111,000 was drawn at June 30, 2025 (December 31, 2024 - \$158,000).

As at June 30, 2025, based on typical margin requirements Northfield had available margin of approximately \$1,503,553 from its brokers (December 31, 2024 - \$2,439,196), of which Northfield was using \$1,034,945 (December 31, 2024 - \$1,170,825). Northfield manages this risk by not over extending the use of margin. As at June 30, 2025, a 10% decrease in the closing price of Northfield's investments with all other variables held constant would reduce the available margin to \$1,335,118 (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.



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22. 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 six months ended June 30, 2025 resulting from a change in market price of Northfield's investments with all other variables held constant as at June 30, 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%	\$ 2,166,286	\$ (2,166,286)
10%	\$ 4,332,571	\$ (4,332,571)

(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 June 30, 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 June 30, 2025 the amount outstanding was \$1,111,000 (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 June 30, 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 June 30, 2025, Northfield had \$1,158,776 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 six months ended June 30, 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 \$239,000 (December 31, 2024 - \$273,000).



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22. FINANCIAL INSTRUMENTS (continued)

(f) Concentration risk

One investments comprises 71% of the other investments balance at June 30, 2025 (December 31, 2024 - two investments comprised 65% and 14%). One investment comprises 95% of the marketable securities balance at June 30, 2025 (December 31, 2024 - one investment comprised 94%). Two customers in TNA comprise 10% and 37% of Northfield's consolidated revenues (December 31, 2024 - two customer in TNA comprised 13% and 12%). One customer in TNA comprises 17% of the receivable balance at June 30, 2025 (December 31, 2024 - 17%).

(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, loans payable 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	June 30 2025	December 31, 2024
Level 1	\$ 16,009,087	\$ 24,567,899
Level 2	115,029	240,065
Level 3	32,077,828	32,027,828
	\$ 48,201,944	\$ 56,835,792

During the six months ended June 30, 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.



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22. FINANCIAL INSTRUMENTS (continued)

(h) Fair value hierarchy (continued)

During the six months ended June 30, 2025, the reconciliation of investments measured at fair value using unobservable inputs (Level 3) is presented as follows:

Balance - December 31, 2024	\$ 32,027,828
Purchases	50,000
Transfers out of Level 3 to Level 1	(50,000)
Acquisitions (note 7)	50,000
Balance - June 30, 2025	\$ 32,077,828

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

Valuation Technique	June 30, 2025		December 31, 2024	
	Fair Value	Unobservable inputs	Fair Value	Unobservable inputs
Recent financings	\$ 31,929,078	Transaction price or last capital raise	\$ 31,879,078	Transaction price or last capital raise
Public company comparables	148,750	Enterprise Value	148,750	Enterprise Value
Other Investments ⁽¹⁾	\$ 32,077,828	\$ -	\$ 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 +/- \$8.0 million at June 30, 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	June 30, 2025	December 31, 2024
FVTPL	\$ 48,201,943	\$ 56,835,792
Amortized cost	\$ 1,158,776	\$ 918,219
Financial liabilities	\$ 15,769,967	\$ 12,454,533

23. 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
CAPITAL CORPORATION

NORTHFIELD CAPITAL CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
Expressed in Canadian Dollars

For the six months ended June 30, 2025 and 2024

23. CONTINGENCIES AND COMMITMENTS (continued)

Northfield is committed to and contingently liable for annual rental payments for premises and other loans payable as follows:

2025	\$ 2,396,507
2026	2,494,376
2027	5,169,046
2028	650,972
2029	590,259
2030 & thereafter	3,494,090
	\$ 14,795,250

24. SUBSEQUENT EVENTS

- (a) 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, 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 11. The acquired aircraft was pledged as additional security under the amended agreement.

- (b) On July 10 2025, the previously announced Juno Share Acquisition closed as Northfield obtained the disinterested shareholder approval in accordance with the policies of the TSXV. On July 10, 2025, Northfield completed its acquisition of an additional 5,123,044 shares of Juno Corp. for 3,725,848 Class A shares of Northfield, following receipt of disinterested shareholder approval required by TSX Venture Exchange policies. This transaction, initially announced May 27, 2025, increased Northfield's ownership in Juno from 17% to 24%.
- (c) 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). This private placement, approved by disinterested shareholders, maintains Mr. Cudney's proportionate voting interest following the dilution from the Juno Share Acquisition and Northfield Aviation Acquisition completed during 2025. The transaction was conducted in accordance with TSX Venture Exchange policies for related party transactions.
- (d) On August 26, 2025, Voyageur, a 49.7% owned subsidiary of Northfield at the time, entered into a definitive agreement to complete a reverse takeover transaction with Evolve Strategic Element Royalties Ltd. ("**Evolve**"). Under the transaction, Voyageur will acquire all outstanding shares of Evolve through a three-cornered amalgamation in exchange for Voyageur shares.

The transaction includes a consolidation of Voyageur shares on a 1-for-4 basis. Following completion of the transaction, current Voyageur shareholders are expected to hold approximately 24.5% of the resulting issuer, with former Evolve shareholders holding approximately 75.5%. As a result, Northfield's ownership interest in Voyageur is expected to be diluted from 49.7% to approximately 12.2%, resulting in a loss of control.

Upon loss of control, Northfield would deconsolidate Voyageur and recognize its remaining interest at fair value, with any resulting gain or loss recognized in the statement of operations. The retained interest would subsequently be accounted for as an investment at fair value through profit or loss. The transaction is subject to regulatory and shareholder approvals and is expected to close in the fourth quarter of 2025.

25. 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.