

**MATERIAL CHANGE REPORT
Form 51-102F3**

Section 7.1 of National Instrument 51-102

Item 1. Name and Address of Company

NORTHFIELD METALS INC.
20 Adelaide Street East, Suite 301
Toronto, ON M5C 2T6

Telephone: (416) 360-8006
Facsimile: (416) 361-1333

Item 2. Date of Material Change

September 28, 2012

Item 3. News Release (including date and method of dissemination)

A new release was released through the facilities of Marketwire on September 28, 2012 and subsequently filed on SEDAR.

Item 4. Summary of Material Change

NORTHFIELD METALS INC. ("Northfield" or the "Company") announced the signing of a Binding Provisional Agreement granting Northfield an option to acquire a 65% interest in seven (7) iron-rich mineral concessions in the southern Labrador Trough, Fermont Iron Ore District, of north-eastern Quebec.

Item 5. Full Description of Material Change

The material change is fully described in the press release issued on September 28, 2012 attached hereto as Schedule "A".

Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

Inquiries in respect of the material change referred to herein may be made to:

Jorge Estepa, Vice President and Secretary-Treasurer
(416) 360-8006.

Item 9. Date of Report

This report is dated as of the 8th day of October, 2012.

SCHEDULE "A"
NORTHFIELD METALS INC.

20 Adelaide Street East, Suite 301, Toronto, Ontario M5C 1K6 Tel.: (416) 360-8006 Fax: (416) 361-1333

NEWS RELEASE

Northfield Metals Acquires 7 Strategic Iron Mineral Concessions in the Southern Labrador Trough, Québec

Toronto (Canada), September 28, 2012 – NORTHFIELD METALS INC. ("Northfield" or the "Company") is pleased to announce the signing of a Binding Provisional Agreement (the "Agreement") with *Champion Iron Mines Limited* (the "Vendor"), granting Northfield an option to acquire a 65% interest in seven (7) iron-rich mineral concessions (the "Gagnon Holdings" or the "Properties") totalling 200.24 km² (**Table 1**) in the southern Labrador Trough, Fermont Iron Ore District, of north-eastern Québec. The Gagnon Holdings, referred to as "Cluster 3" by the Vendor, comprise 378 claims and are adjacent and in close proximity to Arcelormittal's Mont Reed property, which encompasses the suspended Mont Reed Mine open pit (**Figure 1**).

This transaction represents Northfield's second acquisition of strategic iron-mineral concessions in Québec, having recently acquired the Borel River Property, in the northern Labrador Trough, west of Ungava Bay.

Five of the seven acquired mineral concessions enclose catalogued iron occurrences, which, in the aggregate, host historic mineral resources of 267.5 million tonnes @ 30.0% iron. These historical mineral resources estimates pre-date National Instrument (NI) 43-101 and, accordingly, are not compliant with the requirements of NI 43-101- *Standards of Disclosure for Mineral Projects*. As a result, the historical estimates should not be relied upon. No "qualified person", (as defined in NI 43-101) has done sufficient work to classify the historical estimates as current "mineral resources" (as defined in NI 43-101). Northfield is not treating the historical resource estimates as current mineral resources or mineral reserves.

Table 1 – Gagnon Holdings

PROJECT NAME	NUMBER OF CLAIMS	AREA (km ²)
AUBERTIN-TOUGARD	52	27.59
AUBREY-ERNIE	134	70.85
BLACK DAN	61	32.34
JEANNINE LAKE	6	3.19
PENGUIN LAKE	60	31.75
SILICATE-BRUTUS	56	29.75
THREE BIG LAKES	9	4.77
TOTALS	378	200.24

SCHEDULE “A”

The Agreement

Under the terms of the Agreement, Northfield can earn a 65% interest in the Properties at the Company’s option by expending C\$ 6 million in staged exploration and development work expenditures on the Properties, making cash payments to the Vendor totalling C\$ 1 million, and issuing 2.5 million shares to the Vendor - all over a 4-year period.

After Northfield completes its earn-in, the Vendor and Northfield would form a joint venture (“JV”) reflective of their proportionate ownership interests in the Properties in order to explore and develop the retained mineral concessions. Northfield will retain a right-of-first-refusal on any part or all of the Vendor’s proportionate interest in each of the mineral concessions comprising the Properties. There is also a 10 km area of influence around each mineral concession. In the event that a joint venture party’s interest is diluted below 10%, it will be converted to a 1% royalty, half of which may be purchased for \$3,000,000. The Agreement is subject to the receipt of all required regulatory approvals, including that of the Toronto Stock Exchange.

Mr. Paul Ankcorn, President and a director of Northfield stated “We are pleased to have been granted this opportunity to build an extensive and highly prospective iron property portfolio. Northfield’s near-term aims are to secure sufficient capital to pursue a listing on a Canadian stock exchange and to rapidly determine the quality and quantity of the iron mineralization on the new Properties.”

About Northfield Metals Inc.

Northfield is a junior exploration company focused on discovering and developing iron resources in the province of Québec. The Company’s projects include the Borel River Property in Ungava Bay, and the Gagnon Holdings in the southern Labrador Trough in northeastern Québec.

The technical content of this press release has been reviewed by Mr. John Langton, P. Geo., Director for Northfield, and a Qualified Person under the guidelines of National Instrument 43-101.

For further information please contact:

Paul Ankcorn
President & Director
(416) 360-8006

Jorge Estepa
Vice-President
(416) 360-8006

The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release. Statements in this release that are not historical facts are “forward-looking statements” and readers are cautioned that any such statements are not guarantees of future performance, and that actual developments or results, may vary materially from those in these “forward-looking statements.”

SCHEDULE "A"

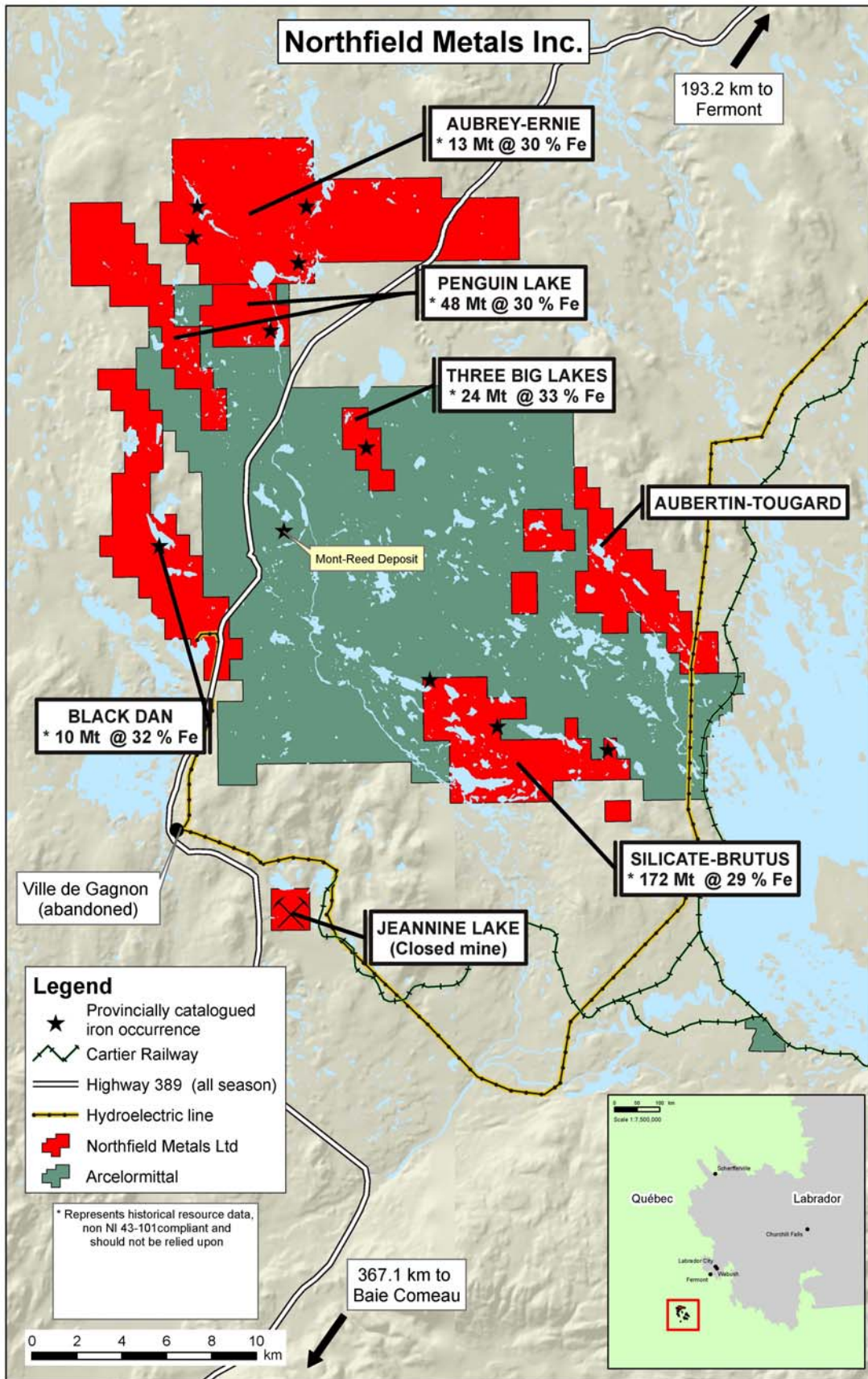


Figure 1: Northfield Metals' Gagnon Holdings