

NORTHFIELD METALS INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the "**Meeting**") of shareholders of NORTHFIELD METALS INC. (the "**Corporation**") will be convened on Thursday, the 10th day of January, 2013, at 11:00 a.m., Toronto time, at the offices of the Corporation, Suite 301, 20 Adelaide Street East, Toronto, Ontario M5C 2T6, and at any adjournment thereof for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2011 and 2010, together with the auditors' report thereon;
2. to pass, with or without variation, a resolution reappointing Collins Barrow Toronto LLP, Chartered Accountants, Toronto, Ontario, as the auditors of the Corporation and authorizing the directors to fix the terms of engagement and remuneration for such auditors;
3. to consider and, if thought advisable, to pass a special resolution, to authorize and empower the board of directors of the Corporation to fix the number of directors from time to time within the minimum and maximum provided in the Articles of the Corporation;
4. to elect as directors for the forthcoming year the nominees proposed by the management of the Corporation in the accompanying management information circular;
5. to consider and, if thought advisable, to authorize by means of a special resolution, an amendment to the Articles of the Corporation to change the name of the Corporation to "Cartier Iron Corporation" or such other name as the board of directors may determine; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment thereof.

The details of the matters proposed to be put before the Meeting are set forth in the management information circular accompanying this Notice, which is supplemental to and expressly made a part of this Notice. Shareholders of record as of the close of business on December 11th, 2012 (the record date) will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

DATED at the City of Toronto, in the Province of Ontario, as of the 12th day of December, 2012.

By Order of the Board of Directors of
NORTHFIELD METALS INC.

"Paul Ankcorn"
Paul Ankcorn
President and Director

SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING ARE REQUESTED TO COMPLETE, DATE AND SIGN THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY AND RETURN IT TO THE CORPORATION'S TRANSFER AGENT, EQUITY FINANCIAL TRUST COMPANY, 200 UNIVERSITY AVENUE, SUITE 400, TORONTO ON M5H 4H1, FACSIMILE: (416) 595-9593 SUCH THAT IT IS RECEIVED AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS IN THE PROVINCE OF ONTARIO) PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF, IN DEFAULT OF WHICH IT MAY BE TREATED AS INVALID, ALTHOUGH THE CHAIRMAN OF THE MEETING HAS THE DISCRETION TO ACCEPT PROXIES FILED LESS THAN 48 HOURS PRIOR TO THE COMMENCEMENT OF THE MEETING, OR ANY ADJOURNMENT THEREOF. IN ORDER TO BE REPRESENTED BY PROXY, SHAREHOLDERS MUST COMPLETE AND SUBMIT THE ENCLOSED FORM OF PROXY OR OTHER APPROPRIATE FORM OF PROXY.