

# 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 28<sup>th</sup> day of July, 2011, at 1:00 p.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, 2010, together with the auditor's 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 elect as directors for the forthcoming year the nominees proposed by the management of the Corporation in the accompanying management information circular;
4. to consider and, if thought advisable, to authorize by means of a special resolution, an amendment to the Articles of the Corporation to consolidate the issued and outstanding common shares of the Corporation on the basis of up to one (1) new share for four (4) old shares if considered necessary or advisable by the board of directors, with the actual consolidation ratio to be determined by the board of directors of the Corporation.
5. 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 May 30<sup>th</sup>, 2011 (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 30<sup>th</sup> day of June, 2011.

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

"Thomas G. Larsen"

Thomas G. Larsen  
President and Chief Executive Officer

**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.**