

**NORTHFIELD METALS INC.**

**PROXY FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JULY 28<sup>th</sup>, 2011**

**THIS PROXY IS SOLICITED BY MANAGEMENT OF NORTHFIELD METALS INC. (the "Corporation") FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS (the "Meeting") TO BE HELD ON THURSDAY, JULY 28<sup>th</sup>, 2011** at 1:00 p.m., Toronto time, at the offices of the Corporation, Suite 301, 20 Adelaide Street East, Toronto, Ontario M5C 2T6, or at any adjournment thereof.

The undersigned shareholder of the Corporation hereby nominates, constitutes and appoints **THOMAS G. LARSEN**, President and Chief Executive Officer of the Corporation or, failing him, **JORGE ESTEPA**, Vice-President and Secretary of the Corporation, or, instead of any of the foregoing, \_\_\_\_\_ as nominee of the undersigned, with full power of substitution, to attend, vote and otherwise act for and on behalf of the undersigned at the Meeting, and at any adjournments thereof, to the same extent with the same power as if the undersigned was personally present at the said Meeting or such adjournment or adjournments thereof and, without limiting the generality of the power hereby conferred, the nominees are specifically directed to vote the shares represented by this Proxy as follows:

1. **VOTE FOR**  or **WITHHOLD FROM VOTING**  on the reappointment of Collins Barrow Toronto LLP, Chartered Accountants, Toronto, Ontario as the auditors of the Corporation and the authorization of the directors to fix the auditors' terms of engagement and remuneration for such auditors;
2. **VOTE FOR**  or **WITHHOLD FROM VOTING**  on the election as directors of the nominees proposed in the accompanying management information circular;
3. **VOTE FOR**  or **VOTE AGAINST**  the special resolution authorizing an amendment to the Articles of the Corporation to consolidate the issued and outstanding common shares of the Corporation on the basis of one (1) new common share for up to four (4) common shares, if considered necessary or advisable by the board of directors of the Corporation, with the actual consolidation ratio to be determined by the board of directors of the Corporation.
4. **VOTE** at the discretion of the proxy nominee on any amendments to the foregoing and on such other matters as may properly come before the Meeting or any adjournments thereof.

The undersigned is hereby revoking any proxy previously given in respect of the shares represented by this Proxy. **The person(s) designated by management shall, unless directed to the contrary, vote the shares represented by this Proxy FOR each of the matters enumerated herein. This Proxy confers discretionary authority as to any amendments proposed at the Meeting in respect of matters identified in the Notice of Meeting and as to any other matters that may properly come before the Meeting or any adjournment thereof.** As of the date of such Notice, the management of the Corporation knows of no such amendment or other matters.

**DATED** the \_\_\_ day of July, 2011.

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Name of Shareholder (please print)

**(see notes on the reverse side)**

**Notes:**

1. **If you are a registered shareholder and cannot attend the Meeting but wish to vote on the resolutions, you can appoint the person(s) designated by management or another person, who need not be a shareholder of the Corporation, to vote according to your instructions.** To appoint someone other than the persons currently named in the Proxy, please cross off the management appointee names and insert your appointed proxyholder's name in the space provided, sign and date and return the Proxy. Where no choice on a resolution is specified by you, this Proxy confers discretionary authority upon your appointed proxyholder.
2. **If you are a shareholder and your securities are not registered in your name (a "non-registered shareholder"), but in the name of an intermediary, such as a broker, financial institution or clearing agency,** you should review the section entitled "Appointment of Proxy - Non-Registered or Beneficial Shareholders" in the accompanying Management Information Circular and carefully follow the instructions of your intermediary.
3. **If you are a non-registered shareholder and wish to attend the Meeting to vote on the resolutions in person,** this Proxy will not be valid unless signed by the registered holder. If this Proxy has been signed by the registered holder, please cross off the management appointee names, insert your name in the blank space provided, do not indicate a voting choice for any resolution, sign and date and return the Proxy. At the Meeting, a vote will be taken on each of the resolutions as set out on this Proxy and your vote may then be cast in person and will be counted at that time.
4. The Proxy will not be valid unless it is dated and signed by the registered shareholder or by his, her or its attorney duly authorized in writing. **If the registered shareholder is an individual, the Proxy must be signed exactly as the shares are registered (i.e. as the name appears on this Proxy)** and, if the registered shareholder is a corporation, the Proxy must be executed by a duly authorized officer under its corporate seal, if the corporation has a corporate seal. When signing in a fiduciary or representative capacity, please give full title as such. In the case of joint shareholders, each joint shareholder must sign. If the Proxy is executed by an attorney for an individual shareholder or joint shareholders or by an officer or officers of or an attorney of a corporate shareholder not under its corporate seal, the instrument so empowering the officer or officers or the attorney, as the case may be, or a notarial copy thereof, should accompany the Proxy.
5. **This Proxy will not be used at the Meeting or any adjournment thereof unless the same is deposited at the office of the Corporation or at the office of the Registrar and Transfer Agent of the Corporation, Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto ON M5H 4H1, facsimile: (416) 595-9593, Attention: Proxy Department, 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.**
6. Unless this Proxy is dated in the space provided for that purpose, it shall be deemed to bear the date on which it was mailed by the Corporation to the shareholders.
7. The shares represented by this Proxy will be voted or withheld from voting in accordance with the instructions of the registered shareholder on any ballot that may be called for and, if the registered shareholder specified a choice on this Proxy with respect to any matter to be acted upon, the shares will be voted accordingly.