



**Annual Meeting of Common Shareholders of GMP Capital Inc.
held Thursday, May 2, 2019**

Pursuant to Section 11.3 of National Instrument 51-102 Continuous Disclosure Obligations

REPORT OF VOTING RESULTS

The following matters were voted on at the Annual Meeting of Common Shareholders (the Meeting) of GMP Capital Inc. (GMP) held on Thursday, May 2, 2019. Full details of the matters are set out in the Notice of Meeting and Management Information Circular dated March 22, 2019 (the 2019 Circular), which was mailed to shareholders prior to the Meeting and is available at www.gmpcapital.com or on SEDAR at www.sedar.com.

The Board of Directors and management of GMP recommended that shareholders vote: (i) FOR the election as director of each of the nine nominees listed in the 2019 Circular; and (ii) FOR the appointment of Ernst & Young LLP as auditors of GMP.

1. Election of Directors

By a vote conducted by show of hands, each of the nine nominees listed in the 2019 Circular was elected to serve as a director of GMP until the next annual meeting or until his or her successor is elected or appointed, with the outcome of the vote being as follows:

Nominee	Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total # of Votes
David G. Brown	40,824,937	96.84%	1,332,860	3.16%	42,157,797
David C. Ferguson	42,001,731	99.63%	156,066	0.37%	42,157,797
Harris A. Fricker	42,003,464	99.63%	154,333	0.37%	42,157,797
Kishore Kapoor	40,796,643	96.77%	1,361,154	3.23%	42,157,797
Julie A. Lassonde	42,006,510	99.64%	151,287	0.36%	42,157,797
Fiona L. Macdonald	42,005,214	99.64%	152,583	0.36%	42,157,797
Eugene C. McBurney	42,024,854	99.68%	132,943	0.32%	42,157,797
Kevin M. Sullivan	42,025,671	99.69%	132,126	0.31%	42,157,797
Donald A. Wright	42,023,158	99.68%	134,639	0.32%	42,157,797

2. Appointment of Auditors

By a vote conducted by show of hands, Ernst & Young LLP was reappointed as the auditors of GMP for the 2019 fiscal year, with the outcome of the vote being as follows:

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total # of Votes
42,471,400	99.71%	121,735	0.29%	42,593,135

DATED this 2nd day of May 2019.

Per: "Deborah Starkman"
 Name: Deborah Starkman
 Title: Chief Financial Officer & Corporate Secretary
 GMP Capital Inc.