

GMP CAPITAL INC. REPORTS FOURTH QUARTER AND YEAR-END 2019 RESULTS

- Completes the sale of Capital Markets business in December 2019
- Enters into non-binding term sheet to consolidate ownership of Richardson GMP in first quarter 2020
- New era of aggressive but prudent expansion in wealth management
- Richardson GMP to be renamed Richardson Wealth

For further information about GMP Capital Inc. (GMP or the Company), our results for fourth quarter and year-end 2019 and the meaning of certain references, this earnings release should be read in conjunction with our audited annual consolidated financial statements as at and for the year ended December 31, 2019 (2019 Annual Financial Statements), our management's discussion and analysis for the year ended December 31, 2019 (2019 Annual MD&A) and our annual information form, which can be accessed on our website at gmpcapital.com and on SEDAR at sedar.com. Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and have been taken from our 2019 Annual Financial Statements prepared in accordance with generally accepted accounting principles (GAAP) under International Financial Reporting Standards (IFRS). In accordance with IFRS 5 - *Non-Current Assets Held for Sale and Discontinued Operations*, the sale of the company's U.S. fixed income business in January 2019 and the sale of substantially all of the assets of its capital markets business to Stifel Financial Corp. (Stifel) in December 2019, are both accounted for as discontinued operations as at December 31, 2019. Unless otherwise noted, all results in this press release reflect only continuing operations.

Toronto, February 28, 2020 - GMP Capital Inc. (GMP) (TSX: GMP) today reported revenue from continuing operations of \$8.4 million in fourth quarter 2019; up 8% from \$7.0 million reported in fourth quarter 2018. Net loss from continuing operations was \$5.3 million in fourth quarter 2019 compared with net income of \$1.1 million in fourth quarter 2018. The \$6.4 million change from fourth quarter last year was due to several factors including \$2.6 million in deferred tax asset recognized in fourth quarter 2018, a \$1.8 million tax expense recorded in fourth quarter 2019 in connection with Part V1 tax relating to GMP's preferred shares, and \$1.1 million in costs incurred this quarter to consolidate the ownership of Richardson GMP.

Revenue from continuing operations for the year ended 2019 was \$36.8 million, up 18% compared with 2018. Net loss and diluted loss per share for the year ended 2019 from continuing operations was \$13.7 million and \$0.26, compared with a net loss of \$2.4 million and a diluted loss per share of \$0.10 in 2018. The \$11.3 million increase in net loss is largely due to an \$8.0 million non-cash write-down of deferred tax asset in 2019, \$3.1 million (\$2.8 million after-tax) in professional fees and restructuring costs related to consolidating the ownership of Richardson GMP, a \$1.8 million tax expense recorded in fourth quarter 2019 in connection with Part V1 tax relating to GMP's preferred shares, partly offset by a net increase in stock borrowing and lending activity in 2019.

Discontinued Operations

Net loss from discontinued operations was \$39.4 million in 2019 on total revenue of \$59.5 million compared with net income of \$4.9 million and revenue of \$165.8 million in 2018. The increase in year-over-year net loss of \$44.4 million is mainly due to non-cash impairment charges of \$30.5 million to the carrying value of goodwill and other intangibles, a \$15.5 million loss on sale of the capital markets business, which included \$34.4 million in transaction and restructuring charges in connection with the sale of the capital markets business, including restructuring charges, advisory costs and other professional fees, and \$2.9 million in non-cash charges in connection with the acceleration of expenses in connection with certain incentive arrangement concurrent with the sale of capital markets. These charges were partly offset by an \$8.3 million non-cash gain in connection with the sale of the Company's U.S. fixed income business in first quarter 2019.

Discontinued operations include substantially all of GMP's former capital markets business, including its U.S. fixed income business (GMP USA). 2019 discontinued operations reflect the operating results of disposed businesses for the periods they were owned by GMP. These results mark the end of a challenging period of declining opportunities in the resource, mining, and specialty sectors in Canada, and the significant one-time restructuring charges and professional fees incurred to transform the company to a pure-play wealth management firm.

For further information, please refer to Note 8 to the 2019 Annual Financial Statements.

1. Considered to be a non-GAAP financial measure. This measure does not have any standardized meaning prescribed by GAAP under IFRS and is therefore unlikely to be comparable to similar measures presented by other issuers. This data should be read in conjunction with the "Non-GAAP Measures" section at the end of this press release and the "Presentation of Financial Information and Non-GAAP Measures" section in the 2019 Annual MD&A.

Net loss for the year was \$53.2 million, an increase of \$55.7 million compared with net income of \$2.5 million in 2018. This change was largely due to a \$44.4 million increase in net loss from discontinued operations arising from the sale of the capital markets business, and a \$11.3 million increase in net loss from continued operations.

CONSOLIDATION OF RICHARDSON GMP

Following the completion of the sale of the capital markets business, the Company is now focused exclusively on opportunities in the \$4.4 trillion wealth management industry in Canada. On February 26, 2020, the Company announced that, based on the unanimous recommendation of an independent special committee (the Special Committee) of its board of directors (the Board), following an extensive review and analysis, it has entered into a non-binding term sheet with Richardson Financial Group Limited (RFGL) in respect of a transaction (the RGMP Transaction) to consolidate the ownership of Richardson GMP Limited (Richardson GMP). Pursuant to the terms of the RGMP Transaction, GMP will acquire all of the common shares of Richardson GMP that are not owned by the Company for a purchase price of two (2) common shares of GMP (the Common Shares) per common share of RGMP (RGMP Common Share).

Richardson GMP's management team, led by Andrew Marsh, President and CEO of Richardson GMP, and investment advisors collectively representing over 75% of Richardson GMP's assets under administration, have already indicated their support for the RGMP Transaction by entering into acknowledgment and support letters. More are expected to support the RGMP Transaction over the next few days as the leadership team reaches out to those who were unable to attend an event held on February 25, 2020.

“Richardson GMP's strong brand reputation will catapult us into the next exciting phase of growth. We are confident that if we execute and deliver on our vision to build the dominant wealth management firm serving high net worth Canadians, we will unlock significant value for all stakeholders over the long term,” said Kish Kapoor, Interim President and Chief Executive Officer of GMP.

Name Changes at GMP and Richardson GMP

In the coming months, GMP will change its name to a name that will be more aligned with the go-forward wealth management strategy of the Company. In addition, Richardson GMP will also change its name for the Anglophone and Francophone markets, respectively, to:

RICHARDSON

Wealth

Patrimoine

RICHARDSON

Transaction Rationale

The conclusions and recommendations of the Special Committee and the Board have been based on a number of factors, including the following:

- *Wealth Management Strategy* - The RGMP Transaction represents the next critical step in executing on the Board's strategy of focusing on wealth management, which the Board believes offers the greatest potential for long-term value creation for shareholders. The first step of that process was the sale of the Company's capital markets to Stifel Financial Corp. ("Stifel"). As of December 31, 2019, the Company has approximately \$131 million of working capital (after the \$21 million return of capital distribution and quarterly common and preferred dividends paid on December 31, 2019), which together with the approximately \$37 million of working capital at Richardson GMP as of December 31, 2019, and excluding the retention plan payments described below, will allow the Company to deploy considerable capital to accelerate the growth of the wealth management business following the completion of the RGMP Transaction.
- *Partnership with the Richardson Family* - By completing the RGMP Transaction, the Company is partnering with and leveraging the Richardson brand to create the destination of choice for Canada's top advisors who share Richardson GMP's entrepreneurial spirit, independent culture and philosophy to deliver unparalleled face-to-face advice to Canadians opting for non-bank points of access for wealth management advice. RFGL will own approximately 39.7% of the Common Shares of the Company upon closing of the RGMP Transaction.
- *Growing Market Opportunity* - With \$4.4 trillion in retail financial wealth in Canada in 2018, which is expected to grow to \$7.7 trillion by 2028, the opportunity in the market for an independent competitor or independent firm with national scale is significant. The Company believes that demographic trends driving a generational shift have created a growing degree of complexity and sophistication of wealth solutions, supporting the long-term value proposition. Firms and advisors that have embraced the evolution of wealth advice and have enhanced professional accreditation possess the expertise required to provide face-to-face advice across the entire household balance sheet.
- *Leading Wealth Management Advisors* - Richardson GMP is one of Canada's leading wealth management firms with 162 highly qualified professional advisory teams serving over 33,000 high net worth families and businesses across Canada. With approximately \$29 billion of assets under administration ("AUA") as at December 31, 2019, Richardson GMP's advisors have amongst the best practices in Canada with one of the highest AUA per advisory team and is recognized as one of Canada's best workplaces. For the year ended December 31, 2019, Richardson GMP had revenues of \$272 million and adjusted EBITDA¹ of \$50 million.
- *Strong Management Team* - Led by Kish Kapoor, Interim President and Chief Executive Officer of GMP, who has decades of experience at prominent wealth management firms, including having served as President of Wellington West Holdings Inc., Executive Vice-President Corporate Development of Loring Ward International Ltd., and Executive Vice President Corporate Development at Assante Corporation (a firm Mr. Kapoor co-founded), along with Andrew Marsh, President and Chief Executive Officer of Richardson GMP, who has over 30 years of wealth management experience, including as a founding executive of Richardson GMP, and other seasoned executives, following completion of the RGMP Transaction, the Company will have in place a strong management team to execute on its growth strategy.
- *Special Committee Process* - The RGMP Transaction is the result of an extensive process conducted by the Special Committee, consisting entirely of independent directors, to review and analyze the RGMP Transaction and available alternatives, and extensive negotiations with RFGL and other shareholders of Richardson GMP on the pricing and other terms of the RGMP Transaction.

- *Fairness Opinion* - The Special Committee and the Board received an opinion from RBC that, as of February 25, 2020, and subject to the assumptions, limitations and qualifications contained therein, the GMP Consideration to be paid by the Company pursuant to the RGMP Transaction is fair, from a financial point of view, to the Company.
- *Procedural Protections* - The RGMP Transaction is subject to a number of procedural protections under MI 61-101, including the requirement for approval by the holders of a majority of the Common Shares (excluding RFGL and any other shareholders required to be excluded under MI 61-101). In evaluating the RGMP Transaction, the Company's shareholders will have the benefit of enhanced disclosure requirements under MI 61-101 and the independent formal valuation conducted by RBC, which will be included in the Company's management information circular for the Special Meeting.

To access the complete February 26, 2020, press release, [please click here](#).

FOURTH QUARTER 2019 BUSINESS SEGMENT FINANCIAL RESULTS FROM CONTINUING OPERATIONS

CONTINUING OPERATIONS

Commencing in third quarter 2019, in connection with the sale of the Company's capital markets business, the Company changed the composition of its business segment disclosure to better reflect its go-forward organizational structure to provide readers enhanced understanding of management's views of GMP's core performance.

Continuing operations are comprised of the new Operations Clearing segment, and the Wealth Management and Corporate segments. The Operations Clearing segment includes the business of providing carrying brokers services to Richardson GMP and to Stifel's Canadian capital markets business. Prior period results have been re-stated to conform to new reporting segments.

OPERATIONS CLEARING

(\$000, except as otherwise noted)	Fourth Quarter 2019	Fourth Quarter 2018	% increase/ (decrease)	2019	2018	% increase/ (decrease)
Revenue	7,713	6,234	24	30,660	24,449	25
Principal transactions	545	316	72	1,643	1,393	18
Interest	4,534	2,798	62	18,524	10,744	72
Other	2,634	3,120	(16)	10,493	12,311	(15)
Expenses	9,929	7,353	35	34,077	29,101	17
Employee compensation and benefits	1,697	1,642	3	6,789	6,569	3
Selling, general and administrative	4,756	3,646	30	12,015	14,585	(18)
Interest	3,178	1,797	77	13,717	6,894	99
Depreciation and amortization	298	268	11	1,556	1,053	48
(Loss) income before income taxes	(2,216)	(1,119)	(98)	(3,417)	(4,652)	27

Fourth Quarter 2019 vs Fourth Quarter 2018

Revenue

Revenue of \$7.7 million increased 24% compared with fourth quarter 2018 largely due to higher interest revenue in connection with increased stock borrowing and lending activity. This increase was partly offset by lower other fees in connection with carrying broker and other administrative support services provided to Richardson GMP amid lower retail client activity.

Expenses

Expenses of \$9.9 million increased 35% compared with fourth quarter 2018 largely due to interest expense, which rose 77% compared with fourth quarter 2018 in connection with increased stock borrowing and lending activity. Higher selling, general and administrative expense also contributed to the increase.

Income before income taxes

- Loss before income taxes of \$2.2 million compared with a loss before income taxes of \$1.1 million in the same period a year ago.

WEALTH MANAGEMENT

(\$000, except as otherwise noted)	Fourth Quarter 2019	Fourth Quarter 2018	% increase/ (decrease)	2019	2018	% increase/ (decrease)
Revenue	611	590	4	2,384	2,345	2
Expenses	17	22	(23)	61	80	(24)
Non-compensation expenses	17	22	(23)	61	80	(24)
Share of net income of associate	603	540	12	2,272	2,949	(23)
Income before income taxes	1,197	1,108	8	4,595	5,214	(12)

Fourth Quarter 2019 vs Fourth Quarter 2018

- Wealth Management reported income before income taxes of \$1.2 million; up moderately from \$1.1 million in the fourth quarter a year ago. Income before income taxes in this business segment also includes our share of Richardson GMP's net income, which rose compared with fourth quarter 2018.

2019 FINANCIAL HIGHLIGHTS

Selected Financial Information

(\$000, except as otherwise noted)	2019	2018	2017	2019 vs. 2018	2018 vs. 2017
				% increase/(decrease)	
		(Restated)	(Restated)		
Revenue	36,840	31,231	44,078	18	(29)
Investment banking	1,919	3,739	4,723	(49)	(21)
Principal transactions	2,066	1,849	3,091	12	(40)
Interest	18,683	10,978	9,081	70	21
Other	14,172	14,665	27,208	(3)	(46)
Expenses	46,012	39,520	40,389	16	(2)
Employee compensation and benefits	14,241	12,764	13,149	12	(3)
Non-compensation expenses	31,771	26,756	27,240	19	(2)
Share of net income of associate	2,272	2,949	2,578	(23)	14
(Loss) income before income taxes	(6,900)	(5,340)	6,267	(29)	(185)
Net (loss) gain from continuing operations	(13,710)	(2,386)	2,285	(475)	(204)
Net (loss) gain from discontinued operations	(39,448)	4,931	(49,697)	n.m.	110
Net (loss) income	(53,158)	2,545	(47,412)	n.m.	105
Net loss attributable to common shareholders from continuing operations	(18,111)	(6,668)	(1,828)	(172)	(265)
Net loss attributable to common shareholders	(57,559)	(1,737)	(51,525)	n.m.	97
Net loss per Common Share (dollars) from continuing operations:					
Basic	\$ (0.26)	\$ (0.10)	\$ 0.03	(160)	(433)
Diluted	\$ (0.26)	\$ (0.10)	\$ 0.03	(160)	(433)
Net loss per Common Share (dollars):					
Basic	(0.82)	(0.03)	(0.75)	n.m.	96
Diluted	(0.82)	(0.03)	(0.75)	n.m.	96
Cash dividends declared per Common Share (dollars)	0.10	0.20	—		
ROE ¹	(41.9)%	(1.0)%	(26.4)%	n.m.	96
Total assets	1,357,862	1,723,420	1,978,040	(21)	(13)

n.m. = not meaningful

LEADERSHIP TRANSITION

The Company announced that after 14 years, Deborah Starkman, Chief Financial Officer and Corporate Secretary, will be leaving the Company March 31, 2020, to pursue other opportunities. Ms. Starkman joined GMP in 2006 as Head of Regulatory Reporting and Risk Management. She assumed the role of Chief Financial Officer and Corporate Secretary of GMP in 2012. The Company is currently executing a search for a new CFO.

"I have been fortunate to be part of this dynamic and entrepreneurial firm for 14 years and I am immensely proud of my team and what we have accomplished together. I have been working with Kish and the Board on my transition and I leave knowing that the firm is well positioned as it enters the next chapter of its growth strategy," said Ms. Starkman.

"On behalf of the board of directors and her team, we thank Deborah for her many contributions and leadership over the years, including transitioning the capital markets business this past December," said Mr. Kapoor.

The Company also announced that, Kevin Sullivan, a founding member of GMP, resigned from the Board of Directors effective February 27, 2020. The Board thanks Mr. Sullivan for his leadership and support over the last 24 years, and wishes him the best in his future endeavours.

DIVIDENDS

On February 27, 2020, the board of directors of GMP approved a quarterly cash dividend of \$0.2257 per Cumulative 5-Year Rate Reset Preferred Share, Series B, and \$0.282848 per Cumulative Floating Rate Preferred Shares, Series C, each payable on March 31, 2020, to preferred shareholders of record on March 16, 2020.

On February 27, 2020, the board of directors also declared a regular quarterly cash dividend of \$0.025 per common share, payable on March 31, 2020, to common shareholders of record on March 16, 2020.

CONFERENCE CALL

A conference call and live audio webcast to discuss GMP's fourth quarter and fiscal 2019 results will be held on February 28, 2020, at 10:00 a.m. (ET). The call will be open to the public. Interested parties are invited to access the quarterly conference call on a listen-only basis by dialing 416-340-2216 or 1-800-273-9672 (toll free). The conference call will also be accessible as a live audio webcast through the Investor Relations section of our website, at www.gmpcapital.com/Investor-Relations/Quarterly-Information.

A recording of the conference call will be available until Sunday, March 29, 2020, by dialing 905-694-9451 or 1-800-408-3053 (toll free) and entering access code 7463066#. The webcast will be archived, at www.gmpcapital.com/Investor-Relations/Quarterly-Information.

NON-GAAP MEASURES

We use certain measures to assess our financial performance that are not generally accepted accounting principles (GAAP) measures under IFRS. These measures do not have any standardized meaning prescribed by GAAP and are therefore unlikely to be comparable to similar measures presented by other issuers. Non-GAAP measures should not be considered as alternatives to net income or comparable metrics determined in accordance with IFRS as indicators of GMP's performance, liquidity, cash flows, and profitability. For further information, refer to the "Presentation of Financial Information and Non-GAAP Measures" section in the 2019 Annual MD&A.

The Company's capital is represented by both common and preferred shareholders' equity and, therefore, management uses return on common equity (ROE) as a performance measure.

Assets Under Administration

AUA is a non-GAAP financial measure of client assets that are common to the wealth management business. AUA represents the market value of client assets managed and administered by the Company from which the Company earns commissions and fees. This measure includes funds held in client accounts as well as the aggregate market value of long and short security positions. The Company's method of calculating may differ from the methods used by other companies and therefore may not be comparable to other companies. Management uses these measures to assess Richardson GMP's operational performance.

Annualized Return on Common Equity

We evaluate the performance of our consolidated operations using annualized return on common equity (ROE), which we calculate based on net income (loss) attributable to common shareholders divided by total average common shareholder equity for the period, which are measures derived from information contained in our 2019 Annual Financial Statements.

Adjusted Measures

Financial statement items that exclude significant items are non-GAAP measures under IFRS. Management believes adjusting certain results and measures by excluding the impact of specified items may be more reflective of ongoing operating results and provides readers with an enhanced understanding of how management views GMP's and Richardson GMP's core performance. Management assesses performance on both a reported and an adjusted basis and considers both bases to be useful in assessing underlying, ongoing business performance. Presenting results on both bases also permits readers to assess the impact of the specified items on the results for the periods presented.

Richardson GMP presents earnings before interest, income tax, depreciation and amortization (EBITDA) which excludes:

- Interest expense recorded primarily in connection with subordinated loan financing arrangements.
- Income tax expense (benefit) recorded.
- Depreciation and amortization expense recorded primarily in connection with equipment and leasehold improvements.
- Transition assistance loan amortization in connection with investment advisor loan programs. Richardson GMP views these loans as an effective recruiting and retention tool, the cost of which is assessed by management upfront when the loan is provided rather than over its term.

Richardson GMP also presents an adjusted EBITDA which excludes the following (adjusted EBITDA):

- Share-based compensation costs recorded in connection with awards granted to employees and investment advisors of Richardson GMP.

EBITDA and adjusted EBITDA do not have any standardized meaning prescribed by GAAP and are therefore unlikely to be comparable to similar measures presented by other issuers. These Non-GAAP measures should not be considered as alternatives to net income or comparable metrics determined in accordance with IFRS as indicators of Richardson GMP's performance, liquidity, cash flows, and profitability. Richardson GMP's management believes adjusting results by excluding the impact of the specified items is more reflective of ongoing financial performance and cash generating capabilities and provides readers with an enhanced understanding of how management views Richardson GMP's core performance.

SUPPLEMENTAL INFORMATION - RICHARDSON GMP

The following supplemental information reflects how Richardson GMP's management assesses the financial performance of Richardson GMP.

Richardson GMP's management assesses performance on both a reported and an adjusted basis and considers both bases to be useful in assessing underlying, ongoing business performance. Presenting results on both bases also permits readers to assess the impact of specified items on financial results. Richardson GMP's management uses certain measures to assess the financial performance of Richardson GMP that are not GAAP measures under IFRS. Richardson GMP presents earnings before interest, income tax, depreciation and amortization (EBITDA¹) which excludes:

- Interest expense recorded primarily in connection with subordinated loan financing arrangements.
- Income tax expense (benefit) recorded.
- Depreciation and amortization expense recorded primarily in connection with equipment and leasehold improvements.
- Transition assistance loan amortization in connection with investment advisor loan programs. Richardson GMP views these loans as an effective recruiting and retention tool, the cost of which is assessed by management upfront when the loan is provided rather than over its term.

Richardson GMP also presents an adjusted EBITDA¹ which excludes the following (adjusted EBITDA¹):

- Share-based compensation costs recorded in connection with awards granted to employees and investment advisors of Richardson GMP.

EBITDA¹ and adjusted EBITDA¹ do not have any standardized meaning prescribed by GAAP and are therefore unlikely to be comparable to similar measures presented by other issuers. These Non-GAAP measures should not be considered as alternatives to net income or comparable metrics determined in accordance with IFRS as indicators of Richardson GMP's performance, liquidity, cash flows, and profitability. Richardson GMP's management believes adjusting results by excluding the impact of the specified items is more reflective of ongoing financial performance and cash generating capabilities and provides readers with an enhanced understanding of how management views Richardson GMP's core performance.

Adjusted EBITDA¹ in 2019 includes the favourable impact of adopting IFRS 16.

The following table sets forth an overview of the consolidated financial results of Richardson GMP for the periods indicated, on a 100% basis; noting, however, that GMP owns an approximate 34.4% non-controlling interest of Richardson GMP as at December 31, 2019.

The following table shows the consolidated financial results of Richardson GMP for the periods indicated.

(\$000, except as otherwise noted)	Fourth Quarter 2019	Fourth Quarter 2018	% increase/ (decrease)	2019	2018	% increase/ (decrease)
Revenue	68,558	69,117	(1)	272,282	290,079	(6)
Commissions	7,806	8,936	(13)	30,402	46,304	(34)
Investment management and fee income	50,315	48,261	4	201,575	202,040	—
Principal Transactions	476	17	n.m.	348	(1,347)	126
Interest	5,827	7,504	(22)	25,471	28,152	(10)
Other	4,134	4,399	(6)	14,486	14,930	(3)
Expenses	64,031	64,474	(1)	254,809	269,968	(6)
Employee compensation and benefits	46,515	44,283	5	181,796	190,337	(4)
Non-compensation expenses	17,516	20,191	(13)	73,013	79,631	(8)
Income before income taxes	4,527	4,643	(2)	17,473	20,111	(13)
Income tax expense	1,808	1,809	—	6,179	6,459	(4)
Net income - reported	2,719	2,834	(4)	11,294	13,652	(17)
Pre-tax impact of adjusting items						
Interest	2,095	1,688	24	8,095	7,067	15
Income tax	1,808	1,809	—	6,179	6,459	(4)
Depreciation and amortization	3,509	1,269	177	13,127	5,205	152
Transition assistance loan amortization	2,083	2,377	(12)	8,132	10,402	(22)
EBITDA ¹	12,214	9,977	22	46,827	42,785	9
Share-based compensation	1,237	655	89	3,431	2,580	33
Adjusted EBITDA¹	13,451	10,632	27	50,258	45,365	11
Number of advisory teams				162	166	(2)
AUA at period-end (\$ millions)				28,564	27,408	4

1. Considered to be a non-GAAP financial measure. This data should be read in conjunction with the "Supplemental Information" section in the 2019 Annual MD&A.

The following table summarizes Richardson GMP's assets and liabilities on an aggregate basis without adjusting for GMP's proportionate interest:

As at December 31,	2019	2018
Assets		
Cash	67,901	61,694
Securities owned	997	546
Due from carrying broker	10,328	11,051
Other assets	7,310	7,764
Total current assets	86,536	81,055
Deposit with carrying broker	496	496
Equipment and leasehold improvements, net	14,418	12,658
Right-of-use asset	24,949	—
Advisor loans receivable	30,858	27,167
Deferred Tax Asset	28,494	34,475
Goodwill and intangible assets, net	145,267	145,482
Total assets	331,018	301,333
Liabilities and shareholders' equity		
Accounts payable and accrued liabilities	49,742	48,711
Leased liability	27,404	—
Subordinated loans	71,000	71,000
Total liabilities	148,146	119,711
Shareholders' equity		
Share capital:		
Common shares	134,891	132,152
Preferred shares	61,517	61,527
Share capital	196,408	193,679
Contributed surplus	2,793	2,958
Accumulated retained earnings	(16,329)	(15,015)
Total shareholders' equity	182,872	181,622
Total liabilities and shareholders' equity	331,018	301,333

FORWARD-LOOKING INFORMATION

This press release contains “forward-looking information” as defined under applicable Canadian securities laws. This information includes, but is not limited to statements concerning our objectives, our strategies to achieve those objectives as well as statements with respect to management’s beliefs, plans, estimates, projections, and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking information generally can be identified by the use of forward-looking terminology such as “outlook”, “objective”, “may”, “will”, “expect”, “intend”, “estimate”, “anticipate”, “believe”, “should”, “plans”, “continue”, or similar expressions suggesting future outcomes or events. Such forward-looking information reflects management’s current beliefs and is based on information currently available to management.

The forward-looking information contained herein is expressly qualified in its entirety by this cautionary statement. Forward-looking information is not a guarantee of future performance and is subject to numerous risks and uncertainties, including those described in this press release. GMP's primary business activities are both competitive and subject to various risks. These risks include market, credit, liquidity, operational, legal and regulatory risks and other risk factors including, without limitation: variation in the market value of securities, volume of client trading, level of assets under administration, access to new financings, dependence on key personnel, and sustainability of fees. Other factors, such as general economic conditions, including interest rate and exchange rate fluctuations, may also have an effect on GMP's results of operations.

The forward-looking statements included in this press release, including statements regarding the RGMP Transaction, the nature of GMP’s growth strategy going forward and execution on any of its potential plans are not guarantees of future results and involve numerous risks and uncertainties that may cause actual results to differ materially from the potential results discussed in the forward-looking statements. In respect of the forward-looking statements and information concerning the consolidation of 100% of ownership in Richardson GMP, and the Company's strategy going forward, management has provided same based on reliance on certain assumptions it considers reasonable at this time including that a transaction involving Richardson GMP can be completed on acceptable terms and that any conditions precedent can be satisfied. There is no assurance that any transaction involving Richardson GMP will result from the discussions with RFGL or on what terms or structure any transaction may occur as proposed or at all, including the timing of the completion of any transaction involving Richardson GMP. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this press release.

Risks and uncertainties related to the RGMP Transaction include, but are not limited to: failure of GMP and RFGL to enter into the RGMP Transaction on satisfactory terms, or at all; failure of GMP and RFGL to obtain the required shareholders and regulatory approvals for, or satisfy other conditions to effect, the RGMP Transaction; the risk that the RGMP Transaction may involve unexpected costs, liabilities or delays; the risk that, prior to or as a result of the completion of the RGMP Transaction, the business of GMP and/or Richardson GMP may experience significant disruptions, including loss of clients or employees due to transaction related uncertainty, industry conditions or other factors; risks relating to employee retention; the risk that legal proceedings may be instituted against GMP or Richardson GMP and/or others and the outcome of such proceedings; risks related to the diversion of management’s attention from GMP’s ongoing business operations. If the RGMP Transaction is not completed, and GMP continues in its current form, the dedication of substantial resources of GMP to the completion of the RGMP Transaction could have a material adverse impact on GMP’s share price, its current business relationships (including with future and prospective employees, clients and partners) and on the current and future operations, financial condition and prospects of GMP and Richardson GMP. In addition, GMP may incur substantial transaction and restructuring costs, which, in addition to other factors, may result in the Company’s working capital position to be lower than anticipated.

Many of these risks and uncertainties can affect GMP's actual results and could cause its actual results to differ materially from those expressed or implied in any forward-looking information disclosed by management or on its behalf. When relying on forward looking statements to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Readers are cautioned that the foregoing list of factors is not exhaustive. Additional information on these and other factors that could affect GMP’s operations or financial results are included in reports on file with applicable securities regulatory authorities and may be accessed through the SEDAR website (www.sedar.com).

For a description of additional risks that could cause our actual results to materially differ from our current expectations, see the “Risk Management” and “Risk Factors” sections of GMP’s most recent MD&A and the “Risk Factors” section in GMP’s Annual Information form. For additional information on the risk factors related to the RGMP Transaction, see “The Sale Transaction - Reasons for the Sale Transaction” and “The Sale Transaction - Risk Factors” in GMP’s Notice of Special Meeting and Management Information Circular dated July 8, 2019 (the “July 2019 Circular”). Material assumptions and factors underlying the forward-looking information in this press release include, but are not limited to, those set out in “Business Environment - Outlook” in GMP’s most recent Annual MD&A. GMP’s most recent Annual MD&A and July 2019 Circular are filed under the Corporation’s profile on SEDAR at www.sedar.com.

These risks and uncertainties are not the only ones facing the GMP Group. Additional risks and uncertainties not currently known to us or that we currently consider immaterial, may also impair the operations of the GMP Group. Although forward looking information contained in this press release is based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with this forward-looking information. Certain statements included in this press release may be considered a “financial outlook” for purposes of applicable Canadian securities laws and, as such, the financial outlook may not be appropriate for purposes other than this press release.

The forward-looking information contained in this press release is made as of the date of this press release, and should not be relied upon as representing GMP’s views as of any date subsequent to the date of this press release.

Except as required by applicable law, management and the Board of Directors undertake no obligation to publicly update or revise any forward-looking information, whether as a result of new information, future events or otherwise.

ABOUT GMP CAPITAL INC.

GMP currently operates through two business segments: Operations Clearing and Wealth Management; and a Corporate segment. Operations Clearing provides carrying broker services to Richardson GMP and to Stifel’s Canadian capital markets business, including trade execution, clearing, settlement, custody, and certain other middle- and back-office services. Wealth Management consists of GMP’s non-controlling ownership interest in Richardson GMP. Richardson GMP, one of Canada’s largest independent wealth management firm, is focused on providing exclusive and comprehensive wealth management and investment services delivered by an experienced team of investment professionals. GMP is listed on the Toronto Stock Exchange under the symbol “GMP”. For further information, please visit our corporate website at gmppcapital.com.

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