



## Annual General and Special Meeting of Common Shareholders of GMP Capital Inc. held Tuesday, October 6, 2020

*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 *virtual* Annual General and Special Meeting of Common Shareholders (the Meeting) of GMP Capital Inc. (GMP) held on Tuesday, October 6, 2020. Full details of the matters are set out in the Notice of Meeting and Management Information Circular dated September 8, 2020 (the 2020 Circular), which was mailed to shareholders prior to the Meeting and is available at [www.gmpcapital.com](http://www.gmpcapital.com) or on SEDAR at [www.sedar.com](http://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 six nominees listed in the 2020 Circular; (ii) FOR the appointment of Ernst & Young LLP as auditors of GMP; (iii) FOR the approval of the RGMP Transaction; (iv) FOR the approval of the Name Change of GMP; (v) FOR the approval of the Advance Notice By-law; and (vi) FOR the approval of the Common Share Stated Capital Reduction.

#### 1. Election of Directors

Each of the six nominees listed in the 2020 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	53,944,648	94.84%	2,937,434	5.16%	56,882,082
Marc Dalpé	54,901,156	96.52%	1,980,926	3.48%	56,882,082
David C. Ferguson	54,901,170	96.52%	1,980,912	3.48%	56,882,082
Kishore Kapoor	53,935,910	94.82%	2,946,172	5.18%	56,882,082
Julie A. Lassonde	55,433,734	97.45%	1,448,348	2.55%	56,882,082
Donald A. Wright	55,430,734	97.45%	1,451,348	2.55%	56,882,082

#### 2. Appointment of Auditors

Ernst & Young LLP was reappointed as the auditors of GMP for the 2020 fiscal year, with the outcome of the vote being as follows:

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total # of Votes
56,466,044	99.27%	416,038	0.73%	56,882,082

### 3. Approving the RGMP Transaction

The issuance by the Company of common shares in connection with the acquisition of all of the issued and outstanding shares in the capital of Richardson GMP Limited not already owned by GMP or its subsidiaries was approved by ordinary resolution (in the form set out in Schedule B to the 2020 Circular), excluding votes attached to common shares held by “related parties” in accordance with Multilateral Instrument 61-101 and the rules of the Toronto Stock Exchange, with the outcome of the vote being as follows:

Votes For <sup>1</sup>	% of Votes For	Votes Withheld	% of Votes Withheld	Total # of Votes
36,515,133	94.95%	1,943,874	5.05%	38,459,007

1. 18,423,075 votes have been excluded from the total vote representing the votes cast by Interested Shareholders pursuant to MI 61-101

### 4. Approving the Name Change of GMP to “RF Capital Group Inc.”

The amending of the articles of GMP to change its name to “RF Capital Group Inc.” was approved by special resolution (in the form set out in Schedule C to the 2020 Circular), with the outcome of the vote being as follows:

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total # of Votes
55,882,497	98.24%	999,585	1.76%	56,882,082

### 5. Approving the Advance Notice By-law

The adoption of an advance notice by-law of the Company, approved by the board of directors of the Company on July 30, 2020 was approved, ratified and confirmed by ordinary resolution (in the form set out in as Schedule D to the 2020 Circular), with the outcome of the vote being as follows:

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total # of Votes
55,858,702	98.20%	1,023,380	1.80%	56,882,082

### 6. Approving the Common Share Stated Capital Reduction

A reduction of the stated capital of the common shares of the Company by an aggregate amount of up to \$53 million, such amount to be determined by the board of directors in its sole discretion, was approved by special resolution pursuant to subsection 34(1) of the Business Corporations Act (Ontario) (in the form set out in Schedule E to the 2020 Circular), with the outcome of the vote being as follows:

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total # of Votes
54,543,748	95.89%	2,338,334	4.11%	56,882,082

DATED this 6<sup>th</sup> day of October 2020

Per: “Krista Coburn”  
 Name: Krista Coburn  
 Title: General Counsel and Corporate Secretary  
 GMP Capital Inc.