



**Annual General and Special Meeting of Common Shareholders of RF Capital Group Inc.  
held Wednesday, May 26, 2021**

*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 RF Capital Group Inc. (RF Capital or the Company) held on Wednesday, May 26, 2021. Full details of the matters are set out in the Notice of Meeting and Management Information Circular dated April 19, 2021 (the 2021 Circular), which was mailed to shareholders prior to the Meeting and is available at [www.rfcapgroup.com](http://www.rfcapgroup.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

The Board of Directors and management of RF Capital recommended that shareholders vote: (i) FOR the election as director of each of the eleven nominees listed in the 2021 Circular; (ii) FOR the appointment of KPMG LLP as auditors of the Company; (iii) FOR the approval of the Share Consolidation Resolution; (iv) FOR the approval of the Option Plan Resolution; and (v) FOR the approval of the By-law Amendment Resolution.

**1. Election of Directors**

Each of the eleven nominees listed in the 2021 Circular was elected to serve as a director of the Company until the next annual meeting or until their successor is elected or appointed, with the outcome of the vote being as follows:

<b>Nominee</b>	<b>Votes For</b>	<b>% of Votes For</b>	<b>Votes Withheld</b>	<b>% of Votes Withheld</b>
Nathalie Bernier	95,372,832	94.68%	5,359,550	5.32%
David Brown	94,101,250	93.42%	6,631,132	6.58%
Marc Dalpé	95,135,037	94.44%	5,597,345	5.56%
Vincent Duhamel	95,354,223	94.66%	5,378,159	5.34%
David Ferguson	94,943,282	94.25%	5,789,100	5.75%
Kishore Kapoor	94,393,075	93.71%	6,339,307	6.29%
Julie Lassonde	95,407,433	94.71%	5,324,949	5.29%
David Leith	95,338,753	94.65%	5,393,629	5.35%
Jane Mowat	95,382,256	94.69%	5,350,126	5.31%
H. Sanford Riley	94,308,575	93.62%	6,423,807	6.38%
Donald Wright	94,214,872	93.53%	6,517,510	6.47%

**2. Appointment of Auditors**

KPMG LLP was appointed as the auditors of the Company for the 2021 fiscal year, with the outcome of the vote being as follows:

<b>Votes For</b>	<b>% of Votes For</b>	<b>Votes Withheld</b>	<b>% of Votes Withheld</b>	<b>Total # of Votes</b>
100,308,597	99.52%	479,153	0.48%	100,787,750

### 3. Approving the Share Consolidation Resolution

The approval of an amendment to the articles of the Company to consolidate the issued and outstanding common shares in the capital of the Company on the basis of one (1) new common share for up to ten (10) existing common shares at a date in the future to be determined by the Board of Directors when the Board of Directors considers it to be in the best interests of the Company to implement the Consolidation (the Common Share Consolidation), provided that the Board of Directors may elect not to proceed with, and abandon, the Common Share Consolidation at any time if the Board of Directors determines that it is not in the best interests of the Company.

The amending of the articles of the Company to permit the Share Consolidation was approved by a special resolution (in the form set out in Schedule A to the 2021 Circular), with the outcome of the vote being as follows:

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total # of Votes
93,028,825	92.35%	7,703,557	7.65%	100,732,382

### 4. Approving the Option Plan Resolution

The approval of amendments to the Company's common shares option plan (the Option Plan) to fix the number of common shares for which options may be granted at one million five hundred thousand (1,500,000) and remove legacy language relating to options associated with the Company's former income trust option plan (the Option Plan Amendment).

The Option Plan Amendment was approved by ordinary resolution (in the form set out in Schedule B to the 2021 Circular), with the outcome of the vote being as follows:

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total # of Votes
92,217,727	91.55%	8,514,655	8.45%	100,732,382

### 5. Approving the By-law Amendment Resolution

The adoption of By-law No. 4 of the Company, approved by the Board on November 24, 2020, amending the Company's by-law to provide that shares of the Company may be evidenced by certificates or uncertificated book-entry shares, was approved, ratified and confirmed by ordinary resolution (in the form set out in as Schedule D to the 2021 Circular), with the outcome of the vote being as follows:

Votes For	% of Votes For	Votes Withheld	% of Votes Withheld	Total # of Votes
94,994,130	94.30%	5,738,252	5.70%	100,732,382

DATED this 26<sup>th</sup> day of May, 2021

Per: "Krista Coburn"  
Name: Krista Coburn  
Title: General Counsel and Corporate Secretary  
RF Capital Group Inc.