

RF Capital Group Inc.

Management Information Circular

Notice of annual meeting of common shareholders to be held on May 4, 2023

Toronto Region Board of Trade

100 Queens Quay East, Toronto, Ontario

TSX: RCG | RCG.PR.B



Richardson

Dear Shareholders,

On behalf of the Board of Directors, we are pleased to invite you to participate in the annual meeting of common shareholders (the Meeting) of RF Capital Group Inc. (the Company) that will be held in person on:

Thursday, May 4, 2023, at 11:00 a.m. (Eastern Time)
Toronto Region Board of Trade
Kitchener & Oakville Rooms, 3rd Floor
100 Queens Quay East, Toronto, Ontario

This notice of meeting and management information circular (the Information Circular) describes the business to be conducted at the Meeting and provides information on executive compensation and corporate governance matters.

At the Meeting, you will also hear about the Company's 2022 performance and management's plans going forward. As always, shareholders will be given the opportunity to pose questions of management and the Chair of the Board of Directors. We hope that you will take the time to read this Information Circular in advance of the Meeting as it provides background information that will help you exercise your right to vote.

Your vote is very important - please take the time to vote

You may exercise your vote by completing and returning your proxy form. You may also vote at the Meeting. Please see the instructions about voting that are provided in the Information Circular.

We hope that you can attend the Meeting in person. However, if you are unable to, you can listen to the live audio coverage of the Meeting from our website at the following [link](#). A recorded version of the audio webcast of the Meeting will also be available on our website.

We look forward to seeing you at the Meeting.

Sincerely,

"Donald A. Wright"

Donald A. Wright
Chair, Board of Directors
RF Capital Group Inc.

"Kishore Kapoor"

Kishore Kapoor
President and Chief Executive Officer
RF Capital Group Inc.

Notice of 2023 Annual Meeting of Common Shareholders

When

Thursday, May 4, 2023
11:00 a.m. (Eastern Time)

Where

Toronto Region Board of Trade
Kitchener & Oakville Rooms, 3rd Floor
100 Queens Quay East, Toronto, Ontario

Agenda

The purpose of the annual meeting of common shareholders (the Meeting) is to consider and act on the following matters:

1. Receive RF Capital Group Inc.'s (the Company's) consolidated financial statements for the year ended December 31, 2022, and the auditors' report on those statements.
2. Appoint the Company's auditors who will serve until the next annual meeting and authorize the board of directors, on the recommendation of the audit committee, to fix their remuneration.
3. Elect the Company's directors who will serve until the next annual meeting.
4. Any other business that may properly be brought before the Meeting.

Only common shareholders of record at the close of business on March 20, 2023, will be able to vote at the Meeting.

The Company uses "notice and access" to provide shareholders with easy electronic access to our management information circular (the Information Circular) and other meeting materials rather than mailing paper copies. Our shift to electronic delivery is part of our commitment to reduce our environmental footprint. You will find further details regarding delivery and access to our meeting materials on page 6 of the Information Circular.

As a shareholder, you are entitled to receive notice of and attend the Meeting and to cast one vote for each common share of the Company that you own. If you are a registered shareholder and are unable to attend the Meeting, you will still be able to vote on the items of business set out above by completing the form of proxy (printed on blue paper) (a Form of Proxy). We recommend you vote by proxy using the various voting methods provided to ensure your vote is received prior to the meeting. Detailed voting instructions for registered and beneficial shareholders begin on page 8 of the Information Circular. Your vote must be received by the Company's transfer agent, TSX Trust Company, by 11:00 a.m. (Eastern Time) on Tuesday, May 2, 2023.

To be valid, registered shareholders must submit the Form of Proxy to TSX Trust Company no later than 11:00 a.m. (Eastern Time) on Tuesday, May 2, 2023: (i) by mail in the enclosed postage prepaid envelope to the TSX Trust Proxy Department, P. O. Box 721, Agincourt, Ontario M1S 0A1; (ii) by internet at www.tsxtrust.com/vote-proxy; (iii) by call toll-free in North America at 1-(888)-489-5760, and follow voice instructions; (iv) by email to proxyvote@tmx.com; or (v) by facsimile to (416)-595-9593, Attention: Proxy Department.

If you are a non-registered beneficial shareholder, you must follow the instructions provided by your broker, securities dealer, bank, trust company or similar entity in order to vote your common shares.

We look forward to your participation at the Meeting. On behalf of the board of directors, we would like to express our gratitude for the support our shareholders and employees have demonstrated throughout our transformation journey.

By order of the Board of Directors,

"Krista Coburn"

Krista Coburn, LL.B

SVP, General Counsel and Corporate Secretary
RF Capital Group Inc.

Toronto, Ontario
March 20, 2023

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Management Information Circular

This management information circular (Information Circular) is furnished in connection with the solicitation of proxies by or on behalf of management of RF Capital Group Inc. (the Company) to all holders (Shareholders) of common shares (Common Shares) of the Company, for use at the annual meeting of Shareholders (the Meeting), together with the notice of meeting (Notice of Meeting) and a form of proxy (printed on blue paper).

Unless stated otherwise, all information in this Information Circular is dated as of March 20, 2023. All references to dollar amounts are references to Canadian dollars (\$), unless stated otherwise.

Voting

Voting Information

Who Can Vote

You are entitled to vote at the Meeting if you were a holder of Common Shares at the close of business on the record date, being **March 20, 2023** (the Record Date). Each Common Share you own as of the close of business on the Record Date entitles you to one vote. On the Record Date, there were 15,772,915 Common Shares issued and outstanding.

Delivery of Proxy Material – Notice and Access

As permitted by Canadian securities regulators (CSA), the Company is using “notice and access” to deliver this Information Circular, the related proxy materials, and our annual financial statements (the meeting materials) to both registered and non-registered Shareholders electronically.

Instead of sending this Information Circular and our annual report by mail, the Company will post the meeting materials electronically for you to access at www.meetingdocuments.com/TSXT/RCG and on SEDAR (www.sedar.com) and on the Company’s website at the following [link](#). Notice and access gives Shareholders faster access to the meeting materials which reduces our printing costs and is environmentally friendly as it reduces paper and energy consumption.

Both registered and non-registered (beneficial) Shareholders will receive a *Notice of Availability of Proxy Materials* for the Meeting together with either a form of proxy or a voting instruction form (the Notice Package) informing them how to access the meeting materials online and how to obtain a printed copy. A paper copy of the Company’s audited financial statements and related management’s discussion & analysis (MD&A) for the year ended December 31, 2022 will be mailed to those registered and non-registered Shareholders who had previously requested a copy.

The Notice Package will be mailed by the intermediary directly to non-objecting beneficial Shareholders of the Company’s Common Shares. We also pay for intermediaries to forward the meeting materials to objecting beneficial shareholders under CSA rules. Accordingly, objecting beneficial Shareholders will receive the meeting materials. The Company has not adopted a stratification procedure in relation to the use of notice and access.

You should access and review all information in this Information Circular before voting.

Shareholders requesting a mailed copy of the Information Circular or Annual Report can call our transfer agent, TSX Trust Company, toll free at 1-888-433-6443, email tsxt-fulfilment@tmx.com, or by going to www.meetingdocuments.com/TSXT/RCG.

Common Shares

How Many Common Shares Are Outstanding?

There were 15,772,915 Common Shares outstanding as of March 20, 2023. Each Common Share carries the right to one vote.

Quorum

The quorum for the transaction of business at the Meeting is at least two Shareholders entitled to vote thereat, whether present at the Meeting or represented by proxy, holding or representing at least 25% of the total number of issued and outstanding Common Shares entitled to vote at the Meeting.

Interests of Certain Persons or Companies in Matters to be Acted Upon

To the knowledge of the directors of the Company, except as otherwise set out in this Information Circular, no director, officer or insider of the Company or its affiliates (the RF Capital Group), or any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

Principal Holders of Common Shares

The following table sets forth the only persons or companies who, to the knowledge of the directors and the executive officers of the Company, based on available public records, beneficially own, or control or direct, directly or indirectly, voting securities of the Company carrying 10% or more of the voting rights attached to any class of voting securities of the Company.

	Number of Common Shares	Percentage of Outstanding Common Shares
Richardson Financial Group Limited (RFGL) ⁽¹⁾	6,968,528	44.18%

(1) RFGL is the registered holder of 6,730,014 Common Shares and the beneficial holder of 238,514 Common Shares held by its wholly owned affiliate 1409480 Alberta Ltd. Each of H. Sanford Riley, David Brown and Kishore Kapoor are appointed directors and/or officers of RFGL. Collectively, Mssrs. Riley, Brown, and Kapoor own, on a fully diluted basis, 8.44% of RFGL.

How To Vote









There are two ways you can vote.

- Before the Meeting by submitting your form of proxy or voting instruction form prior to the Meeting; or
- At the Meeting in person.

Your Form of Proxy or Voting Instruction Form

Beneficial (Non-Registered) Shareholders	Registered Shareholders
<p>Your Common Shares are held by an intermediary such as a security broker, trustee or financial institution.</p> <p>A voting instruction form was sent to you by your intermediary.</p>	<p>Your Common Shares are registered directly in your name with the Company's transfer agent, TSX Trust Company (TSX Trust).</p> <p>A form of proxy was included in your package.</p>

Voting by Proxy Before the Meeting

Beneficial (Non- Registered) Shareholders	Registered Shareholders
<p>You can provide your voting instructions in one of the following ways:</p> <ul style="list-style-type: none"> by internet at www.proxyvote.com and entering your 16 digit control number by toll-free telephone at English: 1-800-474-7493 French: 1-800-474-7501 by completing your voting instruction form and returning it by mail in the enclosed postage prepaid envelope provided.	<p>You can provide your voting instructions in one of the following ways:</p> <ul style="list-style-type: none"> by email to proxyvote@tmx.com by internet at www.tsxtrust.com/vote-proxy by toll-free telephone at 1-888-489-5760 by completing your form of proxy and returning it by mail in the enclosed postage prepaid envelope provided. by faxing your completed form of proxy to (416)-595-9593, Attention: Proxy Department.

Voting by Proxy Before the Meeting

Beneficial (Non- Registered) Shareholders

You should carefully follow the voting instructions provided by your intermediary in order to ensure that your Common Shares are voted at the Meeting.

Remember that your intermediary must receive your voting instruction form in sufficient time for your intermediary to act on it.

Registered Shareholders

To be valid, your form of proxy must be received by TSX Trust by 11:00 a.m. (Eastern Time) on Tuesday, May 2, 2023 (or at least 48 hours, excluding weekends and holidays, prior to any reconvened Meeting in the event of any adjournment or postponement of the Meeting).

Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion, without notice.

If You Want to Change Your Proxy Before the Meeting

Beneficial (Non-Registered) Shareholders

If you have already sent your completed voting instruction form to your intermediary and you want to revoke your voting instruction form or want to vote in person at the Meeting, contact your intermediary to determine whether this is possible and the exact procedures to follow. Changes to voting must be complete prior to the proxy voting deadline of 11:00 a.m. (Eastern Time) on Tuesday, May 2, 2023.

Registered Shareholders

You may revoke your proxy by:

- completing, signing, and returning a new form of proxy bearing a later date than the form already returned; or
- delivering a written notice to the Corporate Secretary of the Company, 100 Queens Quay East, Suite 2500, Toronto, Ontario M5E 1Y3.

The written notice or new form of proxy must be received no later than **11:00 a.m. (Eastern Time) on Tuesday, May 2, 2023.**

If you revoke your proxy and do not replace it with another form of proxy prior to the deadline, you may still vote your Common Shares at the Meeting provided you are a Registered Common Shareholder whose name appeared on the Shareholders' register of the Company as at the Record Date.

Attending and Voting at the Meeting

Beneficial (Non-Registered) Shareholders	Registered Shareholders
<ul style="list-style-type: none"> • Write your own name in the space provided on your voting instruction form to instruct your intermediary to appoint you as proxyholder. • Sign and return the voting instruction form according to the delivery instructions provided. • Do not complete the instructions section of the voting instruction form as you will be attending and voting at the Meeting. <p>Register yourself as your proxyholder, as described below under “Appointing a proxyholder to attend and vote your shares at the Meeting”. Beneficial Shareholders who have not duly appointed themselves as proxyholder will not be able to vote at the Meeting.</p>	<ul style="list-style-type: none"> • You may also submit your form of proxy prior to the Meeting by writing your own name in the space provided on your form of proxy and returning it to TSX Trust according to the delivery instructions provided above. • Do not complete the instructions section of the form of proxy as you will be attending and voting at the Meeting. • If you did not submit your form of proxy prior to the Meeting, you may attend the Meeting and vote in person.

Appointing a Proxyholder to Vote your Common Shares at the Meeting

The form of proxy or voting instruction form appoints the Chair, Donald Wright, or his alternate, Kishore Kapoor, each a director or officer of the Company, as your proxyholder, which gives them the right to vote your Common Shares at the Meeting or any adjournment.

You can choose another person or company, including a person that is not a Shareholder, as your proxyholder to vote your Common Shares at the Meeting.

To do this YOU MUST use the instructions above at “Voting by Proxy Before the Meeting” to appoint yourself or another person as proxyholder by completing and returning your proxy to TSX Trust if you are a registered Shareholder, or your financial intermediary if you are a beneficial Shareholder.

How Your Proxy Will Be Voted

You can indicate how you want your proxyholder to vote on the matters listed in the Notice of Meeting by checking the appropriate boxes on your form of proxy. The Common Shares represented by your form of proxy will be voted FOR or WITHHOLD in accordance with your instructions on any ballot that may be called for at the Meeting. If you have specified on the form of proxy how you want to vote on a particular matter, then your proxyholder must cast your votes as instructed.

If you appoint the persons designated in the enclosed form of proxy or voting instruction form as the proxyholder, unless otherwise specified, your Common Shares will be voted at the Meeting as follows:

- **FOR** the appointment of KPMG LLP as auditors of the Company and authorize the Company's board of directors (the Board or Board of Directors), on the recommendation of the audit committee, to fix the auditors' remuneration; and
- **FOR** the election of the Company's 10 nominees to the Board.

Solicitation of Proxies

Proxies will be solicited by the Company management by electronic mail, by telephone or in person. The Company pays for all costs for soliciting proxies.

How can I vote if I hold Common Shares in the Employee Share Purchase Plan?

If you participate in the Company's Employee Share Purchase Plan, you will have received a voting instruction form in your Notice Package. Please follow the instructions provided for beneficial shareholders on the previous pages. Please note that your voting instructions must be received no later than 11:00 a.m. (Eastern Time) on Tuesday, May 2, 2023.

Business of the Meeting

Presentation of Financial Statements

The Company's audited consolidated financial statements for the year ended December 31, 2022, are contained in the Company's 2022 Annual Report and are available under the Company's profile on SEDAR at www.sedar.com and on the Company's website at the following [link](#).

Appointment of Auditors

You will be asked to appoint the Company's external auditors. The Board recommends that KPMG be reappointed as the external auditors for the year ended December 31, 2023, and that the Board, on the recommendation of the Audit Committee, be authorized to fix the auditors' remuneration. KPMG was initially appointed as the Company's external auditors on March 31, 2021.

The resolution for the appointment of the auditors must be adopted by a simple majority (50.1%) of the votes cast by the holders of common shares or represented by proxy and entitled to vote at the Meeting.

*The Board recommends that You Vote FOR
the appointment of KPMG LLP as the Company's Auditors*

Unless otherwise specified, the persons named in the accompanying form of proxy intend to vote **FOR** the appointment of KPMG LLP as external auditors of the Company to hold office until the next annual meeting of Common Shareholders and to authorize the Board, on the recommendation of the Audit Committee, to fix the auditors' remuneration.

Election of Directors

At the Meeting, the 10 persons listed below will be nominated for election as directors. Each of the 10 nominees currently serve as directors. The term of office of each current director will expire at the Meeting or when their successor is elected or appointed. If elected, each director will hold office until the next annual meeting of Common Shareholders or until their successor is elected or appointed.

The Board, on the recommendation of its Governance Committee, approved each of the directors to be nominated for election.

All nominees have established their eligibility and willingness to serve as directors. Directors elected will hold office until the next annual meeting of Shareholders, or until their successors are appointed. If any nominee becomes unable to serve as a director for any reason prior to the Meeting, and if you authorize the Chair of the Board (or his alternate) to act as your proxyholder at the Meeting, the Chair of the Board (or his alternate) reserves the discretionary right to vote for other nominees, unless directed to withhold your Common Shares from voting.

*The Board recommends that you vote FOR
the election of management's nominees to the Board*

Unless specified in a form of proxy that the Common Shares represented by the proxy shall be voted otherwise, the named proxyholders designated in the enclosed form of proxy intend to vote **FOR** the election of the 10 nominees to the Board whose names are set forth below.

Our Advance Notice By-Law

In 2020, the Company adopted an advance notice by-law, which was approved by common shareholders at a meeting held on October 6, 2020.

The purpose of the by-law is to make sure all shareholders (including those participating by proxy) receive adequate notice and information about nominated directors, so that they can make informed voting decisions. It also helps ensure orderly and efficient shareholder meetings by providing a structured and transparent framework for nominating directors.

The by-law requires shareholders to give the Company advance notice about any directors they propose to nominate (including certain prescribed information about them) unless the nominations are made by:

- shareholder meeting requisition, or
- shareholder proposal under the *Business Corporations Act* (Ontario) (in which case those rules govern).

Under the by-law, director nominees are not eligible to become elected directors of the Company unless they are nominated according to the provisions of the by-law.

Information about director nominees must include certain prescribed information. This information is similar to the information we are required to disclose about directors in this Information Circular, such as information about their relevant education and experience, and whether or not they are independent. It is designed to make sure shareholders have enough information about each proposed nominee to make informed voting decisions.

For the Company's annual shareholder meetings, we must receive notice of director nominees at least 30 days (and not more than 65 days) before the meeting date. For special shareholder meetings (unless the special meeting is also an annual meeting), we must receive notice not later than 15 days after we file the notice of meeting and record date on SEDAR (www.sedar.com).

Our Board reviews by-law from time to time and will update it when needed to reflect changes in regulatory or securities law requirements or to meet industry standards. The Board can also waive any requirement of the by-law at any time, in its sole discretion.

A copy of the Company's advance notice by-law is available on SEDAR (www.sedar.com).

Our Policy on Director Majority Voting

The Board has adopted a policy that requires, in an uncontested election of directors, that Shareholders be able to vote in favour of, or withhold from voting, separately for each director nominee. Pursuant to this policy, if the number of proxy votes withheld for a particular director nominee is greater than the votes for such director, the director nominee will be required to submit his or her resignation to the Chair of the Board promptly following the applicable shareholders' meeting. Absent exceptional circumstances, the Board will accept the resignation. The resignation will be effective on the date that it is accepted by the Board. Within 90 days following the date of the meeting at which the director does not receive a majority of votes cast, the decision of the Board will be announced by press release, with such press release to include the reasons for rejecting the resignation, if applicable (a copy of which will be provided to the Toronto Stock Exchange (the TSX)). A director who tenders his or her resignation pursuant to this majority voting policy will not be permitted to participate in any meeting of the Board or the Governance Committee at which the resignation is considered.

Director Nominees

The Board is elected by Shareholders to oversee management and act in the best interests of the Company. Key to proper stewardship is assembling a Board that is qualified, experienced, diverse, and operates independently of management.

There are 10 directors nominated for election to the Board to serve until the next annual meeting of shareholders, or until their successors are duly elected or appointed.

Board Composition

Independence

Eight of the 10 directors, including the Chair of the Board are independent of the Company.

Kishore Kapoor is not independent of the Company, as he is the Company's President and CEO. David Porter is not independent of the Company. Mr. Porter is an investment advisor employed by the Company's wholly owned subsidiary, Richardson Wealth Limited (Richardson Wealth), who was selected by investment advisors and employees as a nominee director candidate to the Board of Directors. In appointing Mr. Porter and including him as a nominee director at the Meeting, the Board of Directors continues to demonstrate its commitment to elevating the Company's culture of valuing investment advisors, their teams and those who support them.

Seven of the 10 directors are also independent of the Company's principal shareholder, RFGL. Each of H. Sanford Riley, David Brown and Kishore Kapoor are not independent of RFGL, as they are directors and/or officers of RFGL. Collectively, Msrs. Riley, Brown, and Kapoor own, on a fully diluted basis, 8.44% of RFGL.

Diversity

While two of our 10 directors or 20% are women, of the six directors that are independent of both the Company and RFGL, the Company's principal shareholder, two or 33% are women that have been appointed within the last two years.

Board succession planning is a high priority for the Governance Committee and the intention is to actively recruit highly qualified candidates for consideration in connection with next Board renewal opportunity that will address the Company's diversity objectives. The recruitment efforts will include an express requirement that at least 50% of those candidates for consideration be women and include racial and ethnically diverse candidates. You can read more about the Company's approach to diversity generally and director recruitment in the "Corporate Governance" section on pages 68 and 69 of this Information Circular.

Tenure

The average tenure of the director nominees is 5.14 years as of March 20, 2023. The distribution of tenures shown in the table below provides a balance between fresh perspectives and experience and organizational knowledge acquired over time. You can read more about the Company's approach to director "Tenure and Term Limits" on page 65 of this Information Circular.

<i>Director Nominee</i>	<i>Independent</i>	<i>Non-Independent</i>	<i>Independent of RFGL</i>	<i>Gender*</i>	<i>Age</i>	<i>Tenure (years)</i>
Nathalie Bernier	✓		✓	F	59	2
David G. Brown	✓			M	63	9
Vincent Duhamel	✓		✓	M	58	2
David C. Ferguson	✓		✓	M	71	9
Kishore Kapoor		✓		M	66	5
David G. Leith	✓		✓	M	63	2
Jane Mowat	✓		✓	F	66	2
David J. Porter		✓	✓	M	53	<1
H. Sanford Riley	✓			M	72	2
Donald A. Wright	✓		✓	M	75	19

(*) M - Male, F - Female

Competencies, Skills and Experience

The nominees have been selected based on their ability to make a valuable contribution to the Board. The Company believes that the nominees have the necessary mix of experience, expertise and personal attributes to enable the Board and its committees to carry out their responsibilities effectively. Details regarding the skills and expertise of the independent nominees are described under the heading "Director Nominees Skills and Expertise" on page 28 of this Information Circular. Information regarding the Board's approach to composition, director nominations and board renewal as described below.

Director Profiles

The following director nominee profiles include a summary of each nominee's career experience, current Board committee memberships and attendance, and directorships at other public companies over the past five years.

Each nominee's equity ownership in the Company (Equity Ownership) is also provided as at March 20, 2023 and March 21, 2022, the respective annual shareholder meeting record dates, which for:

- independent directors, is comprised of Common Shares and deferred share units (DSUs); and
- management and investment advisor directors, is comprised of Common Shares, DSUs, restricted share units (RSUs) and performance shares units (PSUs) (at target payout) where applicable.

Independent directors do not participate in the Company's RSU and PSU programs. For more information regarding the Company's equity compensation plans, please see page 55 (DSUs) and (RSUs and PSUs) of this Information Circular.

Under the Company's current minimum Equity Ownership requirements, the Chair of the Board and other independent and investment advisor directors are required to hold three times the annual retainer (equal in value to \$480,000 and \$240,000, respectively).

The total value of current total Equity Ownership value held by each nominee is based on the closing price of Company's Common Shares on March 20, 2023, which was \$12.40.



Nathalie Bernier FCPA, FCA

Independent

Chair of the Risk Committee and
Member of the Audit Committee

Age: 59

Montréal, QC, Canada

Director since January 2021

Public Board Interlocks: None

2022 Annual Meeting Voting Results:

For: 97.86%

Withheld: 2.14%

Mrs. Bernier brings extensive experience and expertise in the areas of transformation and implementation of innovative growth strategies as well as strong financial, governance and risk acumen acquired over a distinguished career that spans more than 30 years at global multi-services professional firms and one of Canada's largest pension investment managers.

Most recently, Mrs. Bernier was Senior Vice President, Strategic and Business Planning and Chief Financial Officer for The Public Sector Pension Investment Board until her retirement in 2019. Prior to this role, Mrs. Bernier spent nearly 30 years as an Audit and Advisory Partner at Andersen and KPMG from 1986 to 2015, including serving as Regional Managing Partner (Québec) from 2008 to 2015 and as a member of KPMG's Canadian Leadership team. She presently sits on the Board of Directors and is a member of the Audit and Risk Committee and the Science and Technology Committee of Bausch & Lomb, as well as Canada Enterprise Emergency Funding Corporation where she chairs the Audit Committee. Mrs. Bernier is also the Chair of the Board of United Way Foundation of Greater Montréal.

Mrs. Bernier received several awards including Canada's CFO of the Year and Québec's CFO of the Year from the Financial Executives International Canada and Canada's Most Powerful Women: Top 100. Mrs. Bernier has a Bachelor of Commerce from McGill University and is a Fellow CPA, CA.

Key Areas of Expertise/Experience		Board & Committee Memberships	Attendance	Overall
• Asset & Wealth Management	• Information Technology/Cybersecurity	Board	6/6	100%
• Executive Leadership	• Marketing & Brand Awareness			
• Finance/Accounting/Taxation	• Mergers & Acquisitions	Audit	4/4	100%
• Governance	• Risk Management			
• Human Resources/Talent Management	• Strategic Planning	Risk (Chair)	4/4	100%

Other Current Public Board Memberships	Past 5-Year Public Board Directorships
Bausch + Lomb	2022 – present
	—

Equity Ownership

Common Shares & DSUs				Options			
Record Date	Total Equity Ownership Value	Number of Common Shares	Number of DSUs	Meets Minimum Equity Ownership Requirement	Number of Common Share Options	Expiry Date	Exercise Price
March 20, 2023	\$255,477	7,500	13,103	106.45%	5,500	May 11, 2028	\$20.10
March 21, 2022	\$182,359	7,500	3,354	Yes ⁽¹⁾	—	—	—

2022 Compensation Summary

Annual Fee	Option-based Awards	Committee Retainer	Meeting Fees	All Other Compensation	Total Compensation
\$80,000	—	\$35,000	\$21,000	—	\$136,000

(1) Mrs. Bernier had until January 20, 2024 to meet the applicable minimum equity ownership requirement. See "Director Compensation – Director Minimum Equity Ownership Requirements".



David G. Brown CPA, CA, LL.B⁽¹⁾

Independent

Member of the Governance Committee and Risk Committee

Age: 63

Winnipeg, MB, Canada

Director since May 2014

Public Board Interlocks: None

2022 Annual Meeting Voting Results:

For: 96.69%

Withheld: 3.31%

Mr. Brown is an Executive Vice-President of Richardson Financial Group Limited and a Managing Director of RBM Capital Limited (a private investment firm). He was previously the Chief Executive Officer of Richardson Capital Limited, the private equity arm of James Richardson & Sons, Limited, the Corporate Secretary of James Richardson & Sons, Limited and a partner in the independent legal and accounting firm of Gray & Brown.

Mr. Brown has considerable experience in private equity investment and management, senior management and in advising and working with family businesses in the areas of taxation, mergers, acquisitions, divestitures, corporate reorganizations, financings, management, ownership transitions and estate planning. Mr. Brown also has considerable public company experience. He currently serves as the Independent Chair of the Board of Boyd Group Services Inc. and serves as a director and Chair of the Audit Committee of Pollard Banknote Limited. Mr. Brown is also a director of the Manitoba Hydro Electric Board. He has served various Manitoba charities including acting as a director of the Misericordia Hospital and Pavilion Gallery Museum Inc. and as Co-chair of Major Donors for the Children's Hospital Foundation's Capital Campaign. He is a graduate of the University of Manitoba law school (gold medalist) and a Chartered Professional Accountant.

Key Areas of Expertise/Experience		Board & Committee Memberships	Attendance	Overall
• Asset & Wealth Management	• Legal/Regulatory	Board	6/6	100%
• Executive Leadership	• Mergers & Acquisitions	Governance	4/4	100%
• Finance/Accounting/Taxation	• Risk Management	Risk	4/4	100%
• Governance	• Strategic Planning			
• Human Resources/Talent Management				
Other Current Public Board Memberships		Past 5-Year Public Board Directorships		
Boyd Group Services Inc.	2012 – present	—		
Pollard Bank Note Limited	2017 – present			

Equity Ownership

Common Shares & DSUs				Options			
Record Date	Total Equity Ownership Value	Number of Common Shares	Number of DSUs	Meets Minimum Equity Ownership Requirement	Number of Common Share Options	Expiry Date	Exercise Price
March 20, 2023	\$643,052	8,696	43,163	267.94%	5,500	May 11, 2028	\$20.10
March 21, 2022	\$737,557	8,696	35,205	307.32%	—	—	—

2022 Compensation Summary

Annual Fee	Option-based Awards	Committee Retainer	Meeting Fees	All Other Compensation	Total Compensation
\$80,000	—	\$10,000	\$21,000	—	\$111,000

(1) Mr. Brown is a director and officer of RFGL and a former officer of Richardson Capital Limited (a division of RFGL), RFGL owns or has direct control over 6,968,528 Common Shares, representing 44.18% of the outstanding Common Shares, and as such is not independent of RFGL. Collectively, Messrs. Riley, Brown, and Kapoor own, on a fully diluted basis, 8.44% of RFGL.



Vincent Duhamel

Independent

**Member of Governance Committee and
Management Resources & Compensation Committee**

Age: 58

Westmount, QC, Canada

Director since May 2021

Public Board Interlocks: None

2022 Annual Meeting Voting Results:

For: 97.34%

Withheld: 2.66%

Mr. Duhamel was Fiera Capital's Global President and Chief Operating Officer until 2020. He was a member of the Global Executive Management Committee, responsible for all corporate units such as Legal and Compliance, Risk, Technology, Corporate Communications and Investor Relations, and Human Resources. As the Chair of the Strategic Development Committee, he also played a major role in strategic acquisitions while overseeing the firm's development outside of North America. In addition, Mr. Duhamel sat on the boards of directors of Fiera Capital's Canadian, U.S., European and Bel Air divisions.

Before joining Fiera Capital, Mr. Duhamel was Partner and CEO at Lombard Odier in Asia. From 1997 to 2011, he worked in Hong Kong, first as Chief Executive of State Street Global Advisors Asia, then as the Managing Director of Goldman Sachs Asset Management Asia. During his time in Asia, Mr. Duhamel played a key role in the market intervention and disposal of assets by the Hong Kong Monetary Authority during the Asian crisis, in addition to managing a project to help the Social Security Fund of China develop its investment processes and policies.

Since the early 1990s, Mr. Duhamel has served on numerous boards and committees, including Chairman of the Board of Governors at the CFA Institute, the Stock Exchange of Hong Kong and the Securities and Futures Commission of Hong Kong.

Key Areas of Expertise/Experience					Board & Committee Memberships		Attendance	Overall
<ul style="list-style-type: none">• Asset & Wealth Management• Executive Leadership• Governance• Human Resources/Talent Management		<ul style="list-style-type: none">• Information Technology/ Cybersecurity• Mergers & Acquisitions• Strategic Planning			Board	6/6	100%	
					Governance	4/4	100%	
					MRCC	6/6	100%	
Other Current Public Board Memberships					Past 5-Year Public Board Directorships			
Diagnos Inc.		2020 – present			Fiera Capital Corporation		Mar 2020 – Jun 2020	
Equity Ownership								
Common Shares & DSUs					Options			
Record Date	Total Equity Ownership Value	Number of Common Shares	Number of DSUs	Meets Minimum Equity Ownership Requirement	Number of Common Share Options	Expiry Date	Exercise Price	
March 20, 2023	\$263,587	10,000	11,257	109.83%	5,500	June 29, 2028	\$20.50	
March 21, 2022	\$220,171	10,000	3,105	Yes ⁽¹⁾	—	—	—	
2022 Compensation Summary								
Annual Fee	Option-based Awards	Committee Retainer		Meeting Fees	All Other Compensation		Total Compensation	
\$80,000	—	\$10,000		\$24,000	—		\$114,000	

(1) Mr. Duhamel had until May 26, 2024 to meet the applicable minimum equity ownership requirement. See "Director Compensation – Director Minimum Equity Ownership Requirements".



David C. Ferguson

BComm, MBA, FCPA, FCA

Independent

**Chair of the Audit Committee and
Member of the Risk Committee**

Age: 71

Ajax, ON, Canada

Director since August 2014

Public Board Interlocks: None

2022 Annual Meeting Voting Results:

For: 97.33%

Withheld: 2.67%

Mr. Ferguson retired in 2012 from his position as Executive Managing Director and Chief Financial Officer of BMO Capital Markets, the wholesale banking and institutional brokerage pillar of BMO Financial Group. He had held that position since 1999. He also served as Chief Financial Officer and a member of the board of directors of BMO Nesbitt Burns Inc. during this period.

Mr. Ferguson's previous experience includes practicing public accounting for 25 years, including 16 years as an audit partner and a period as National Director of KPMG's investment dealer practice. In addition to the Company, Mr. Ferguson is currently a member of the board of directors of Antares Holdings GP and chairs its audit and risk committees.

Mr. Ferguson holds Bachelor of Commerce and MBA degrees from the University of Toronto and is a Fellow of the Institute of Chartered Professional Accountants of Ontario.

Key Areas of Expertise/Experience	Board & Committee Memberships	Attendance	Overall
<ul style="list-style-type: none"> Asset & Wealth Management Executive Leadership Finance/Accounting/Taxation Governance Human Resources/Talent Management 	<ul style="list-style-type: none"> Legal/Regulatory Mergers & Acquisitions Risk Management Strategic Planning 	<ul style="list-style-type: none"> Board: 6/6 Audit (Chair): 4/4 Risk: 4/4 	<ul style="list-style-type: none"> 100% 100% 100%

Other Current Public Board Memberships	Past 5-Year Public Board Directorships
—	Hydrogenics Corporation 2014 – 2019

Equity Ownership				Options			
Common Shares & DSUs							
Record Date	Total Equity Ownership Value	Number of Common Shares	Number of DSUs	Meets Minimum Equity Ownership Requirement	Number of Common Share Options	Expiry Date	Exercise Price
March 20, 2023	\$227,850	5,200	13,175	94.94% ⁽¹⁾	5,500	May 11, 2028	\$20.10
March 21, 2022	\$308,707	5,200	13,175	128.63%	—	—	—

2022 Compensation Summary						
Annual Fee	Option-based Awards	Committee Retainer	Meeting Fees	All Other Compensation	Total Compensation	
\$80,000	—	\$35,000	\$21,000	—	\$136,000	

(1) In accordance with the Company's Director Common Share Ownership guidelines, Mr. Ferguson will receive 100% of his annual fees in equity under the Company's Deferred Share Unit Plan until such a time as the applicable minimum ownership requirement is met. See "Director Compensation – Director Minimum Equity Ownership Requirements".



Kishore Kapoor CPA, CA⁽¹⁾

President and Chief Executive Officer⁽²⁾

Not Independent⁽³⁾

Age: 66

Winnipeg, MB, Canada

Director since June 2018

Public Board Interlocks: None

2022 Annual Meeting Voting Results:

For: 96.39%

Withheld: 3.61%

Mr. Kapoor currently serves as the President and Chief Executive Officer of the Company. Mr. Kapoor is also currently a director of RFGL. He also serves as a director of Equitable Group Inc. (chair of its Audit Committee and a member of the Risk and Capital Committee). Until 2011, he was President of Wellington West Holdings Inc., the parent company of a number of subsidiaries that provided wealth management and corporate finance services to retail and institutional clientele in Canada.

Previously, Mr. Kapoor was Executive Vice-President of Corporate Development at Loring Ward International Inc. He co-founded Assante Corporation, previously one of the largest wealth management firms in Canada, and served as its Executive Vice-President, Corporate Development from 1994 until 2003. He also served as a director of Manitoba Telecom Services and Chair of its audit committee from 2006 to 2017 and of LifeWorks Inc. (formerly Morneau Shepell Inc.) from 2018 to 2021 (including chair of its Audit Committee and a member of the Risk and Capital Committee).

Mr. Kapoor has a Bachelor of Science from the University of Manitoba and is a Chartered Professional Accountant and former tax partner with KPMG LLP.

Key Areas of Expertise/Experience		Board & Committee Memberships	Attendance	Overall
<ul style="list-style-type: none"> Asset & Wealth Management Executive Leadership Finance/Accounting/Taxation Governance Human Resources/Talent Management 	<ul style="list-style-type: none"> Legal/Regulatory Mergers & Acquisitions Risk Management Strategic Planning 	Board	6/6	100%
Other Current Public Board Memberships		Past 5-Year Public Board Directorships		
Equitable Group Inc.	2017 – present	Manitoba Telecom Services Inc.	2006 – 2017	
		LifeWorks Inc.	2018 – 2021	

Equity Ownership

Common Shares, DSUs, PSUs and RSUs					Options		
Record Date	Total Equity Ownership Value	Number of Common Shares	Total Number of DSUs, PSUs & RSUs	Meets Minimum Equity Ownership Requirement	Number of Common Share Options	Expiry Date	Exercise Price
March 20, 2023	\$2,783,564	7,290	217,191 ⁽⁴⁾	Yes ⁽⁵⁾	—	—	—
March 21, 2022	\$2,639,396	—	157,106 ⁽⁴⁾	Yes ⁽⁵⁾	—	—	—

(1) Mr. Kapoor is a director of RFGL, which owns or has direct control over 6,968,528 Common Shares, representing 44.18% of the outstanding Common Shares, and as such, is not independent of RFGL. Collectively, Mssrs. Riley, Brown, and Kapoor own, on a fully diluted basis, 8.44% of RFGL.

(2) Mr. Kapoor is an NEO. For information regarding his 2022 compensation, see “NEO Performance and Compensation”.

(3) Mr. Kapoor is the President and CEO of the Company and, as such, is not independent of the Company.

(4) As at March 20, 2023, Mr. Kapoor holds 108,504 DSUs, 43,475 RSUs and 65,212 PSUs. As at March 21, 2022, Mr. Kapoor held 108,504 DSUs, 19,441 RSUs and 29,161 PSUs.

(5) Mr. Kapoor has until January 1, 2027 to meet the applicable minimum ownership requirement, which is five times his base salary or \$4,000,000. See “Director Compensation – Director Minimum Equity Ownership Requirements”.



David G. Leith

Independent

Chair of the Governance Committee and
Member of the Management Resources & Compensation
Committee

Age: 63

Toronto, ON, Canada

Director since December 2020

Public Board Interlocks: None

2022 Annual Meeting Voting Results:

For: 96.76%

Withheld: 3.24%

Mr. Leith is a former investment banker and corporate director. He served as Lead Director of Hudson's Bay Company until March 2020. From 2009 until 2017 he was the Chair of the Board of Manitoba Telcom Services Inc. (MTS/Allstream) until the company's acquisition by Bell Canada. Mr. Leith was also the inaugural Chair of the Board of the Investment Management Corporation of Ontario (IMCO), from 2016 to 2019. Mr. Leith has also served as a Director of Yellow Pages Limited (formerly Yellow Media Inc.), a Trustee of TransGlobe Apartment REIT and as a Director of the Ontario Lands and Infrastructure Corporation (Infrastructure Ontario). Mr. Leith spent over 25 years with CIBC World Markets, based in Toronto and London, England, and has extensive experience in debt and equity markets, government finance, and mergers and acquisitions. Until 2009, he was Deputy Chairman and Managing Director and head of CIBC World Markets' Investment, Corporate and Merchant Banking activities. From 2009 until 2011 he served as Special Advisor to the federal Minister of Natural Resources on the restructuring of Atomic Energy of Canada Limited (AECL).

Mr. Leith has been active in the charitable sector and has been a Director of the Children's Aid Society, Chair of the Bridgepoint Health Foundation and a Director of Sinai Health System. Mr. Leith holds a B.A. from the University of Toronto and an M.A. from Trinity College, Cambridge University.

Key Areas of Expertise/Experience	Board & Committee Memberships	Attendance	Overall
<ul style="list-style-type: none"> Asset & Wealth Management Executive Leadership Finance/Accounting/Taxation Governance Human Resources/Talent Management 	<ul style="list-style-type: none"> Legal/Regulatory Mergers & Acquisitions Risk Management Strategic Planning 	Board 6/6 Governance (Chair) 4/4 MRCC 6/6	100% 100% 100%
Other Current Public Board Memberships	Past 5-Year Public Board Directorships		
—	Hudson's Bay Company	2012 – 2020	
	Yellow Pages Limited	2012 – 2018	

Equity Ownership

Common Shares & DSUs					Options		
Record Date	Total Equity Ownership Value	Number of Common Shares	Number of DSUs	Meets Minimum Equity Ownership Requirement	Number of Common Share Options	Expiry Date	Exercise Price
March 20, 2023	\$182,354	—	14,706	Yes ⁽¹⁾	5,500	December 31, 2027	\$18.00
March 21, 2022	\$104,103	—	6,196	Yes ⁽¹⁾	—	—	—

2022 Compensation Summary

Annual Fee	Option-based Awards	Committee Retainer	Meeting Fees	All Other Compensation	Total Compensation
\$80,000	—	\$15,000	\$24,000	—	\$119,000

(1) Mr. Leith has until December 2, 2023 to meet the applicable minimum equity ownership requirement. See "Director Compensation – Minimum Director Ownership Requirements".



Jane Mowat CPA, CA

Independent

Member of the Audit Committee and Governance Committee

Age: 66

Toronto, ON, Canada

Director since May 2021

Public Board Interlocks: None

2022 Annual Meeting Voting Results:

For: 97.39%

Withheld: 2.61%

Ms. Mowat is a Corporate Director and a former information technology executive who from 2003 to 2020 worked as an independent consultant, advising clients on acquisitions in the software industry, as well as providing advice on corporate finance, borrowings and business valuations. She previously served as Chief Financial Officer of Centrinity, a TSX-listed software company, from 2001 to 2003; General Manager of IBM's financing business in Canada and the United States, from 1996 to 2000, and as Chief Financial Officer of ISM Information System Management Corporation from 1990 to 1995.

Ms. Mowat has considerable governance experience, having served on the boards of both private and public companies, and as committee chairs and lead director. She presently also sits on the Boards of Enghouse Systems Limited and Via Rail Canada Inc.

She holds a Bachelor of Commerce degree from the University of Toronto and earned her CPA CA designation while employed with Price Waterhouse Coopers.

Key Areas of Expertise/Experience		Board & Committee Memberships	Attendance	Overall
• Executive Leadership	• Marketing & Brand Awareness	Board	6/6	100%
• Finance/Accounting/Taxation	• Mergers & Acquisitions	Audit	4/4	100%
• Governance	• Risk Management	Governance	4/4	100%
• Human Resources/Talent Management	• Strategic Planning			
• Information Technology/Cybersecurity				
Other Current Public Board Memberships		Past 5-Year Public Board Directorships		
Enghouse Systems Limited	2019 – Present	—		

Equity Ownership

Common Shares & DSUs				Options			
Record Date	Total Equity Ownership Value	Number of Common Shares	Number of DSUs	Meets Minimum Equity Ownership Requirement	Number of Common Share Options	Expiry Date	Exercise Price
March 20, 2023	\$183,222	10,000	4,776	Yes ⁽¹⁾	5,500	June 29, 2028	\$20.50
March 21, 2022	\$194,085	10,000	1,552	Yes ⁽¹⁾	—	—	—

2022 Compensation Summary

Annual Fee	Option-based Awards	Committee Retainer	Meeting Fees	All Other Compensation	Total Compensation
\$80,000	—	\$10,000	\$21,000	—	\$111,000

(1) Ms. Mowat has until May 26, 2024, to meet the applicable minimum equity ownership requirement. See “Director Compensation – Minimum Director Ownership Requirements”.



David J. Porter FCSI®, CIM®

Not Independent⁽¹⁾

Age: 53

Edmonton, AB, Canada

Director since January 2023

Public Board Interlocks: None

Mr. Porter's personal and professional passions, beyond his role as an advisor, have led him down the path of executive leadership training, board governance and the value they provide. He brings experience serving on boards in both the private and non-profit sectors.

Mr. Porter joins the Company's Board as a 20-year financial services veteran, specializing in family wealth plan design, portfolio construction, tax minimization strategies, and retirement, succession and estate planning. Together with his team, he manages \$500M in assets, serves 360 households, and is recognized for his client-centric approach, providing them with the education they need to actively participate in the investment decision making process.

Prior to joining Richardson Wealth in 2009, Mr. Porter was a partner and major shareholder of a private investment firm in Western Canada. Mr. Porter is a graduate of the University of Alberta, a Fellow of the Canadian Securities Institute (FCSI®) and a Chartered Investment Manager (CIM®).

Key Areas of Expertise/Experience	Board & Committee Memberships	Attendance	Overall
<ul style="list-style-type: none"> Asset & Wealth Management Governance Human Resources/Talent Management 	<ul style="list-style-type: none"> Marketing & Brand Awareness Mergers & Acquisitions Strategic Planning 	N/A	N/A
Other Current Public Board Memberships	Past 5-Year Public Board Directorships		
None	—		

Equity Ownership

Common Shares & RSUs				Options			
Record Date	Total Equity Ownership Value	Number of Common Shares	Number of RSUs	Meets Minimum Equity Ownership Requirement	Number of Common Share Options	Expiry Date	Exercise Price
March 20, 2023	\$561,212	33,821	11,438	233.84%	—	—	—

2022 Compensation Summary

Annual Fee	Option-based Awards	Committee Retainer	Meeting Fees	All Other Compensation	Total Compensation
—	—	—	—	—	—

(1) Mr. Porter is an employee of Richardson Wealth and, as such, is not independent of the Company.



H. Sanford Riley C.M., O.M., LL.D.⁽¹⁾

Independent

**Chair of the Management Resources & Compensation Committee and
Member of the Risk Committee**

Age: 72

Winnipeg, MB, Canada

Director since May 2021

Public Board Interlocks: None

2022 Annual Meeting Voting Results:

For: 96.60%

Withheld: 3.40%

Mr. Sanford (Sandy) Riley is the Chief Executive Officer of Richardson Financial Group Limited. He co-founded the company in 2003 after 10 years as President and Chief Executive Officer and later Chairman of Investors Group Inc. Sandy currently serves as a Director of Molson Coors Brewing Company. Mr. Riley has served on numerous boards and committees, including Chairman of the 1999 Pan Am games, the Board of The North West Company and The University of Winnipeg Foundation.

Mr. Riley was appointed as a Member of the Order of Canada in recognition of his business achievements and community service in 2003. In 2013 he was appointed as a Member of the Order of Manitoba in recognition of his legacy of excellence in the worlds of business, sport, education, and community service. A former Olympic athlete, he has also been inducted into the Manitoba Sports Hall of Fame and the Manitoba Business Hall of Fame. He is a graduate of Queen's University in Political Science and Osgoode Hall Law School.

Mr. Riley and his wife Deborah have been married for 47 years and have three children and six grandchildren.

Key Areas of Expertise/Experience		Board & Committee Memberships	Attendance	Overall
• Asset & Wealth Management	• Legal/Regulatory	Board	6/6	100%
• Executive Leadership	• Marketing & Brand Awareness	MRCC (Chair)	6/6	100%
• Finance/Accounting/Taxation	• Mergers & Acquisitions	Risk	4/4	100%
• Governance	• Risk Management			
• Human Resources/Talent Management	• Strategic Planning			

Other Current Public Board Memberships		Past 5-Year Public Board Directorships	
Molson Coors Brewing Company	1999 – Present	Canadian Western Bank	2011 – 2022
		Manitoba Telecom Services Inc.	2011 – 2017
		RF Capital Group Inc.	2009 – 2017
		The North West Company Inc.	2002 – 2022

Equity Ownership							
Common Shares & DSUs					Options		
Record Date	Total Equity Ownership Value	Number of Common Shares	Number of DSUs	Meets Minimum Equity Ownership Requirement	Number of Common Share Options	Expiry Date	Exercise Price
March 20, 2023	\$496,930	28,450	11,625	207.05%	5,500	June 29, 2028	\$20.50
March 21, 2022	\$399,254	20,650	3,115	166.36%	—	—	—

2022 Compensation Summary						
Annual Fee	Option-based Awards	Committee Retainer	Meeting Fees	All Other Compensation	Total Compensation	
\$80,000	—	\$15,000	\$24,000	—	\$119,000	

(1) Mr. Riley is President and CEO of RFGL, which owns or has direct control over 6,968,528 Common Shares, representing 44.18% of the outstanding Common Shares, and as such is not independent of RFGL. Collectively, Messrs. Riley, Brown, and Kapoor own, on a fully diluted basis, 8.44% of RFGL.



Donald A. Wright

Independent

Chair of the Board

Age: 75

Toronto, ON, Canada

Director since January 2004

Public Board Interlocks: None

2022 Annual Meeting Voting Results:

For: 96.51%

Withheld: 3.49%

Mr. Wright is currently President and Chief Executive Officer of The Winnington Capital Group Inc. He is an active investor in both the private and public equity markets. Mr. Wright's career has spanned over 40 years in the investment industry. He has held several leadership positions, including President of Merrill Lynch Canada, Executive Vice-President, director and member of the executive committee of Burns Fry Ltd., Chairman and Chief Executive Officer of TD Securities Inc., and Deputy Chairman of TD Bank Financial Group.

Mr. Wright currently is the non-executive Chair of the Boards of RF Capital Group Inc., Wildbrain Ltd., Cinaport Acquisition III, Richards Packaging Income Fund, and Fire & Flower Holdings Corp. He is also the Chair of Metrolinx and a director of The Bank of China (Canada). He actively supports numerous charitable organizations.

Key Areas of Expertise/Experience		Board & Committee Memberships	Attendance	Overall
<ul style="list-style-type: none"> Asset & Wealth Management Executive Leadership Finance/Accounting/Taxation Governance Human Resources/Talent Management 	<ul style="list-style-type: none"> Legal/Regulatory Marketing & Brand Awareness Mergers & Acquisitions Risk Management Strategic Planning 	Board (Chair)	6/6	100%
Other Current Public Board Memberships		Past 5-Year Public Board Directorships		
Fire & Flower Holdings Corp.	2019 – present	Cinaport Acquisitions Corp. II	2018 – 2019	
Cinaport Acquisitions Corp. III	2018 – present			
Richards Packaging Income Fund	2004 – present			
WildBrain Ltd.	2006 – present			

Equity Ownership

Common Shares & DSUs				Options			
Record Date	Total Equity Ownership Value	Number of Common Shares	Number of DSUs	Meets Minimum Equity Ownership Requirement	Number of Common Share Options	Expiry Date	Exercise Price
March 20, 2023	\$483,811	9,100	29,917	100.79%	5,500	May 11, 2028	\$20.10
March 21, 2022	\$601,265	9,100	26,689	125.26%	—	—	—

2022 Compensation Summary

Annual Fee	Option-based Awards	Committee Retainer	Meeting Fees	All Other Compensation	Total Compensation
\$160,000	—	—	\$36,000	—	\$196,000

Meeting Attendance

Set out below is information regarding the number of Board and Committee meetings held and attended by the current directors during 2022. Additionally, this information can be found in the individual director nominee charts under “*Election of Directors*” in this Information Circular.

Board and Committees	Number of Meetings held in 2022
Board	6
Audit Committee	4
Governance Committee	4
Management Resources & Compensation Committee (MRCC)	6
Risk Committee	4

Director	Board Meetings (#)	Audit Meetings (#)	Governance Meetings (#)	MRCC Meetings (#)	Risk Meetings (#)	Overall Meeting Attendance	
						(#)	(%)
Nathalie Bernier	6/6	4/4	—	—	4/4	14/14	100
David G. Brown	6/6	—	4/4	—	4/4	14/14	100
Vincent Duhamel	6/6	—	4/4	6/6	—	16/16	100
David C. Ferguson	6/6	4/4	—	—	4/4	14/14	100
Kishore Kapoor	6/6	—	—	—	—	6/6	100
David G. Leith	6/6	—	4/4	6/6	—	16/16	100
Jane Mowat	6/6	4/4	4/4	—	—	14/14	100
David J. Porter ⁽¹⁾	—	—	—	—	—	—	—
H. Sanford Riley	6/6	—	—	6/6	4/4	16/16	100
Donald A. Wright ⁽²⁾	6/6	—	—	—	—	6/6	100

(1) Mr. Porter was appointed as a member of the Board as of January 1, 2023.

(2) Mr. Wright serves as an ex officio member of each of the Board of Directors’ Committees.

Director Nominees Skills and Expertise

The following table consolidates the primary (Ⓟ) and secondary (✓) areas of expertise set out above in the individual director nominee biographies.

Skills/Expertise ⁽¹⁾ Director Nominee	Asset & Wealth Management	Executive Leadership	Finance / Accounting / Taxation	Governance	Human Resources / Talent Management	Information Technology / Cybersecurity	Legal/Regulatory	Marketing & Brand Awareness	Mergers & Acquisitions	Risk Management	Strategic Planning
Nathalie Bernier	Ⓟ	Ⓟ	Ⓟ	✓	✓	✓		✓	✓	Ⓟ	Ⓟ
David G. Brown	✓	Ⓟ	Ⓟ	Ⓟ	✓		Ⓟ		Ⓟ	✓	Ⓟ
Vincent Duhamel	Ⓟ	Ⓟ		✓	✓	✓			Ⓟ		Ⓟ
David C. Ferguson	✓	✓	Ⓟ	Ⓟ	✓		Ⓟ		✓	Ⓟ	✓
Kishore Kapoor	✓	Ⓟ	Ⓟ	✓	✓		✓		Ⓟ	✓	Ⓟ
David G. Leith	✓	Ⓟ	Ⓟ	Ⓟ	✓		✓		Ⓟ	✓	Ⓟ
Jane Mowat		Ⓟ	Ⓟ	Ⓟ	✓	✓		✓	Ⓟ	✓	✓
David J. Porter	Ⓟ			✓	✓			✓	✓		✓
H. Sanford Riley	Ⓟ	Ⓟ	✓	✓	✓		Ⓟ	✓	Ⓟ	✓	Ⓟ
Donald A. Wright	✓	Ⓟ	✓	Ⓟ	Ⓟ		✓	✓	Ⓟ	Ⓟ	Ⓟ

(1) Definition of skills and expertise:

- Asset & Wealth Management – Experience in selecting and overseeing a group of investments to meet the long-term financial objectives and risk tolerance of a client; providing advice or services to high net-worth clients; conducting financial planning, investment management; assisting in preserving and generating wealth.
- Executive Leadership – Broad business experience as a senior executive of a public company or large organization.
- Finance/Accounting/Taxation – Experience in financial accounting and reporting, corporate finance and internal financial/accounting controls, International Financial Reporting Standards, and taxation.
- Governance – Experience in board and governance practices of a publicly-listed company or large organization.
- Human Resources/Talent Management – Experience in succession planning, talent management and retention, compensation program design and structure (in particular, executive compensation programs).
- Information Technology/Cybersecurity – Experience in or oversight of technology and operations, including cybersecurity issues and data management.
- Legal/Regulatory – Training and/or experience in law and compliance for regulatory regimes.
- Marketing/Brand Awareness – Experience as a senior executive in sales & marketing strategies, and in developing /implementing strategies to increase customer satisfaction and enhance customer experience.
- Mergers & Acquisitions – Experience in analyzing, identifying and evaluating inorganic corporate development opportunities, including mergers, acquisitions, partnerships and joint ventures.
- Risk Management – Experience in risk management practices, internal risk controls, risk assessments and reporting; experience on a public company or regulated company board committee that oversees risk management.
- Strategic Planning – Experience in developing, leading and implementing a strategic direction at a large organization.

*Cease Trade Orders, Bankruptcies, Penalties or Sanctions***Cease Trade Orders and Bankruptcies**

Other than as set out below, to the Company's knowledge:

- no director or executive officer of the Company is, as at the date hereof, or was within 10 years prior to the date hereof, a director, chief executive officer or chief financial officer of any issuer (including the Company) that: (a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer. For the purposes of the above, "order" means a cease trade order (CTO), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days; and
- no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company: (a) is, as at the date hereof, or has been, within the 10 years before the date hereof, a director or executive officer of any issuer (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Mr. Wright is a former director of Tuscany International Drilling Inc. (from 2008 – 2014), which had its plan of reorganization under Chapter 11 of the United States Bankruptcy Code approved on May 19, 2014. Mr. Wright is also a former director of Jaguar Resources Inc. (Jaguar) which was subject to a CTO issued by the Alberta Securities Commission on May 6, 2015 and the British Columbia Securities Commission on May 8, 2015, for failure to file its annual audited financial statements, annual management discussion and analysis and certification of the annual filings for the year ended December 31, 2014. During the term of the CTO Jaguar issued securities in contravention of the CTO, namely it issued promissory notes to four sophisticated individuals familiar with Jaguar's business in exchange for loans made by such individuals for the purposes of providing Jaguar with working capital to complete the prescribed regulatory filings and seek revocation of the CTO.

Penalties or Sanctions

Other than as set out below, to Company's knowledge no director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Director Compensation

Compensation Principles

The compensation structure for the Company's directors is designed to attract and retain qualified directors with a desired range of skills, expertise, and experience. It is also designed to compensate for serving on the Board and its committees, for the time commitment and responsibility assumed by them and to align directors' interests with those of Shareholders. The Board's Governance Committee is responsible for and reviews annually all aspects of the compensation for directors, including compensation for Board service and committee membership. In determining the appropriate level and mix of directors' compensation, the Governance Committee is guided by the following principles:

- The level of compensation must be sufficient to attract and retain highly qualified directors with a sufficient range of skills, expertise, and experience.
- Equity is an important element of compensation that emphasizes alignment with the interests of Shareholders.
- Compensation should be reviewed annually to ensure that it remains appropriate and aligned with compensation principles.

In making its recommendations to the Board regarding director compensation, the Governance Committee annually reviews publicly available director compensation information and compares the Company's director compensation program to those of a peer group comprised of other Canadian financial services companies.

Components of Compensation

Annual and Meeting Fees

The following table sets forth the elements of compensation for directors. As the Chief Executive Officer, Mr. Kapoor does not receive any compensation in connection with his services as a director of the Company.

	<i>Annual fees (\$)</i>	
Service	2023	2022
Chair of the Board	160,000 ⁽¹⁾	160,000 ⁽¹⁾
Director retainer	80,000	80,000
Committee member retainer	5,000	5,000
Chairs of the Audit and Risk Committees	30,000	30,000
Chairs of the MRCC and Governance Committee	10,000	10,000

(1) Representing an amount equal to two times the annual retainer fee paid to directors in a given year.

Directors also receive per meeting fees of \$1,500 for attendance in person (which, during the pandemic and continuing throughout 2022, has included attendance by video conference) or \$1,000 for attendance by telephone.

Common Share Options

The Board has a practice of providing a grant of Common Share options (Options) pursuant to its Common Share option plan (the Option Plan) to directors upon joining the Board to immediately align their financial interests with those of Shareholders. The Board is of the view that this modest Option award does not compromise director independence as the awards are not tied to any performance conditions. The following table provides a summary of all outstanding Options that have been granted to directors as at December 31, 2022.

Name	<i>Option-based Awards</i>			
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiry Date	Value of Unexercised in-the-Money Options ⁽¹⁾ (\$)
Nathalie Bernier	5,500	20.10	May 11, 2028	—
David G. Brown	5,500	20.10	May 11, 2028	—
Vincent Duhamel	5,500	20.50	June 29, 2028	—
David C. Ferguson	5,500	20.10	May 11, 2028	—
David G. Leith	5,500	18.00	December 31, 2027	—
Jane Mowat	5,500	20.50	June 29, 2028	—
H. Sanford Riley	5,500	20.50	June 29, 2028	—
Donald A. Wright	5,500	20.10	May 11, 2028	—

(1) Value is calculated based on the difference between the market value of the securities underlying the instruments at the end of the year, which was \$11.50, and the exercise price of the Option. It also considers the fact that the Options vest equally over a four-year period. As at the date of this Information Circular, half of the Options granted in 2021 had vested.

Deferred Share Units

To increase the alignment of directors' interests with those of Shareholders, the Company's Deferred Share Unit Plan (DSU Plan) provides for the issuance of DSUs to independent directors.

Key features of the DSU Plan are as follows:

- The DSU Plan allows directors to take all or a portion of their annual fees in the form of notional units that have the same value as Common Shares, and therefore have the same upside and downside risks.
- Directors elect their participation percentage on an annual basis.
- To the extent a non-management director fails to meet the prescribed minimum Equity Ownership requirement, participation is mandatory at the rate of 100% of annual and meeting fees until such requirement is met.
- Directors can only redeem their DSUs for cash after they leave the Board.
- The DSU Plan also permits, at the discretion of the Board, issuances of DSUs to management directors, officers and employees of the Company and its affiliates.

Director Minimum Equity Ownership Requirements

The Governance Committee is responsible for considering and recommending to the Board of the Company appropriate minimum Equity Ownership guidelines for members of the Board. Compliance with this requirement is determined annually on the record date for the Company's annual meeting of shareholders and is based on the market price of the Common Shares on that day.

Each non-management director is required to attain a level of Equity Ownership of at least three times the annual retainer for non-management directors. The Chair of the Board is required to attain a level of Equity Ownership of at least three times the annual retainer for that position within three years of joining the Board.

An investment advisor representative or management director is also required to attain a level of Equity Ownership of at least three times the value of any annual retainer received within three years of appointment.

Effective as of January 1, 2022, the Board adopted a minimum Equity Ownership requirement for any Chief Executive Officer serving as a management director of at least five times the base salary for that position, within five years of appointment to that position. Mr. Kapoor has until January 1, 2027, to attain the prescribed level of minimum Equity Ownership.

Director Equity Ownership includes both Common Shares and DSUs, and with respect to management directors, also includes RSUs and PSUs (at target payout) where applicable.

If a non-management director or investment advisor representative director who previously met the guideline no longer meets it as a result of fluctuations in the Common Share market price or changes in the Company's director fees, from and after such date, such director will, for the purposes of the DSU Plan, be deemed to have elected to be paid 100% of their Fees (as such term is defined under the DSU Plan) in deferred share units until such time as their holdings are in accordance with this policy.

As per the table set out below, all the director nominees are currently in compliance with the Company's minimum Equity Ownership policy. The total value of Common Shares, DSUs, RSUs and PSUs (at target payout), where applicable, held by each current director nominee is based on the closing price of the Company's Common Shares on March 20, 2023, which was \$12.40.

Name	Total Equity Ownership Value (\$)	Common Shares (#)	DSUs (#)	RSUs & PSUs (#) ⁽¹⁾	Total Equity Ownership (#)	Minimum Equity Ownership Requirement (\$)	Percentage of Requirement Met (%)
Nathalie Bernier	255,477	7,500	13,103	—	20,603	240,000	106.45
David G. Brown	643,052	8,696	43,163	—	51,859	240,000	267.94
Vincent Duhamel	263,587	10,000	11,257	—	21,257	240,000	109.83
David C. Ferguson ⁽²⁾	227,850	5,200	13,175	—	18,375	240,000	94.94
Kishore Kapoor ⁽³⁾	2,783,564	7,290	108,504	108,687	224,481	4,000,000	69.59
David G. Leith ⁽⁴⁾	182,354	—	14,706	—	14,706	240,000	75.98
Jane Mowat ⁽⁵⁾	183,222	10,000	4,776	—	14,776	240,000	76.34
David J. Porter	561,212	33,821	—	11,438	45,259	240,000	233.84
H. Sanford Riley	496,930	28,450	11,625	—	40,075	240,000	207.05
Donald A. Wright	483,811	9,100	29,917	—	39,017	480,000	100.79

(1) Representing the market value of unvested RSUs and PSUs (at target payout).

(2) In accordance with the Company's Director Common Share Ownership guidelines, Mr. Ferguson will receive 100% of his annual fees in equity under the Company's Deferred Share Unit Plan until such a time as the applicable minimum ownership requirement is met. See "Director Compensation – Director Minimum Equity Ownership Requirements".

(3) Mr. Kapoor has until January 1, 2027, to meet the applicable minimum Equity Ownership requirement.

(4) Mr. Leith has until December 2, 2023, to meet the applicable minimum Equity Ownership requirement.

(5) Ms. Mowat has until May 26, 2024, to meet the applicable minimum Equity Ownership requirement.

Director Total Compensation

The following table shows the fee amounts, before withholdings, earned by directors during the year ended December 31, 2022, in respect of membership and attendance on the Board and its committees.

Name	Annual fee (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Committee member retainer (\$)	Per meeting fees (\$)	Total fees earned (\$)
Nathalie Bernier	80,000	—	—	35,000	21,000	136,000
David G. Brown	80,000	—	—	10,000	21,000	111,000
Marc Dalpé ⁽¹⁾	59,836	—	—	—	6,000	65,836
Vincent Duhamel	80,000	—	—	10,000	24,000	114,000
David C. Ferguson	80,000	—	—	35,000	21,000	136,000
David G. Leith	80,000	—	—	15,000	24,000	119,000
Jane Mowat	80,000	—	—	10,000	21,000	111,000
David J. Porter ⁽²⁾	—	—	—	—	—	—
H. Sanford Riley	80,000	—	—	15,000	24,000	119,000
Donald A. Wright	160,000	—	—	—	36,000	196,000
TOTAL	779,836	—	—	130,000	198,000	1,107,836

(1) Mr. Dalpé resigned from the Board on September 30, 2022.

(2) Mr. Porter was appointed as a member of the Board as of January 1, 2023.

Our Board Committees

The Board has four standing committees: Governance, Audit, Risk and Management Resources & Compensation. These committees operate pursuant to a written charter, all of which are available at the “*Corporate Governance*” section of the Company’s website at this [link](#).

The following section outlines the primary charter responsibilities of the Company’s Governance Committee, Audit Committee, Risk Committee and Management Resources & Compensation Committee and provides confirmation relating to the fulfillment of those mandates.

Report of the Governance Committee

The Governance Committee is responsible for establishing the governance principles and recommending appropriate governance guidelines and policies for the RF Capital Group.

Committee Members (100% independent)

David G. Leith (Chair)
David G. Brown
Vincent Duhamel
Jane Mowat

4 meetings held in 2022

The Governance Committee's primary charter responsibilities include:

- Confirming, following a review of the direct and indirect material relationships between each director and the Company, that a majority of the Board named in this Information Circular and each of the members of the Governance Committee, are independent of the Company.
- Reviewing the competencies and skills of the directors, the policies of the Board with respect to tenure, retirement and succession; its committees and individuals to become members of the Board; the compensation of its members, its committees and various chair members; the Company's codes and policies relating to ethical business and personal conduct; employee complaints or published regulatory oversight reports.
- Monitoring the Company's categorical standards for director independence; and compliance with applicable laws and regulations and the Company's codes and policies relating to ethical business and personal conduct.
- Overseeing, in coordination with other committees of the Board, the Company's environmental, social and governance (ESG) initiatives, their integration across the organization and monitoring best practices in ESG reporting.
- Developing criteria for selecting and identifying individuals qualified to become members of the Board and recommending director nominees for the next annual meeting of shareholders.
- Recommending the membership and allocation of directors to the various committees of the Board.
- Implementing orientation and ongoing education programs for new directors and procedures for the receipt, retention and treatment of shareholder complaints.
- Developing a process for assessing the performance of and effectiveness of the Board and conducting and reviewing the results of the evaluation of the performance of the Board, its various committees and members, including the receipt of comments from all directors.
- Monitoring the practices of the Board to ensure compliance with the Company's governance guidelines.

For more detailed information regarding the Governance Committee, its mandate and responsibilities, please see the "*Corporate Governance*" section of the Company's website at this [link](#).

The Governance Committee is satisfied that it has fulfilled its mandate for the year ended December 31, 2022.

Report of the Audit Committee

The Audit Committee is responsible for the oversight and evaluation of the quality and integrity of the Company's financial reporting.

Committee Members (100% independent)

David C. Ferguson (Chair)
Nathalie Bernier
Jane Mowat

4 meetings held in 2022

The Audit Committee's primary charter responsibilities include:

- Reviewing with management and the external auditors, and recommending for approval by the Board, the Company's annual audited financial statements, quarterly unaudited financial statements, and the accompanying management's discussion and analysis and earnings press releases.
- Monitoring the effectiveness of disclosure controls and procedures and internal controls over financial reporting.
- Evaluating reports and presentations from management on the Company's compliance with applicable legal and regulatory requirements.
- Recommending to the Board, the appointment of the external independent auditors and their compensation.
- Examining the qualifications, performance, and independence of the external auditors.
- Reviewing with management the Company's guidelines and policies with respect to the major financial risk exposures and the steps management has taken to monitor and control such exposures.

For more detailed information regarding the Audit Committee, its mandate and responsibilities, please see the "Corporate Governance" section of the Company's website at this [link](#) or Appendix A to the Company's recent Annual Information Form .

The Audit Committee is satisfied that it has fulfilled its mandate for the year ended December 31, 2022.

Report of the Risk Committee

In 2022, the Board of Directors established the Risk Committee to assist the Board in its oversight and evaluation of company-wide risk management practices to promote a sound risk-aware tone and culture throughout the organization and integrate risk management into the Company's goals and compensation structure.

Committee Members (100% independent)

Nathalie Bernier (Chair)
David G. Brown
David C. Ferguson
H. Sanford Riley

4 meetings held in 2022

The Risk Committee's primary charter responsibilities include:

- Reviewing, on an enterprise-wide basis, the significant risks to which the Company is exposed and assessing whether trends and emerging risks have been identified, measured, mitigated, monitored and reported.
- Reviewing and recommending for Board approval the Company's enterprise-wide risk management plan developed by management.
- Reviewing and recommending for Board approval the Company's risk appetite statements in support of the enterprise risk plan.
- Reviewing and recommending for Board approval the Company's risk management policies, frameworks, processes and controls.
- Monitoring adherence to the risk management plan, risk appetite statements and risk policies, framework, processes and controls.

In its inaugural year, the Risk Committee, with the support and assistance of management, has made substantial progress towards enhancing the Company's risk oversight framework and processes. The work involved in the maturation of the Company's enterprise risk management plan is ongoing, and the Risk Committee expects to have fulfilled all its charter responsibilities, including the approval of the Company's risk appetite statement, by the end of 2023.

For more detailed information regarding the Risk Committee, its mandate and responsibilities, please see the "*Corporate Governance*" section of the Company's website at this [link](#).

The Risk Committee is satisfied that it has fulfilled its mandate for the year ended December 31, 2022.

Report of the Management Resources & Compensation Committee

The Management Resources & Compensation Committee (MRCC) is responsible for overseeing the compensation programs, plans and policies for senior management of, or those who are otherwise of significance to, the RF Capital Group.

Committee Members (100% independent)

H. Sanford Riley (Chair)
Vincent Duhamel
David G. Leith

6 meetings held in 2022

The MRCC's primary charter responsibilities include:

- Having the sole authority to recommend to the independent directors the compensation of the CEO and, in doing so:
 - Establishing principles of remuneration and a performance framework (including goals and objectives) relevant to the compensation of the CEO;
 - Evaluating the CEO's performance against the identified principles and framework; and
 - Recommending to the independent directors the compensation of the CEO based on such evaluation.
- Reviewing for appropriateness and fairness any special or supplemental compensation to be paid to any employee.
- Conducting a review of, and making recommendations to the Board, regarding the role and design of the incentive compensation programs and share-based compensation programs, including an annual review of employee awards under any equity-related plans.
- Assisting management in developing and monitoring human resources policies that align with industry best practice, regulatory requirements and the Company's business objectives, including equity, diversity and inclusion initiatives for employees and the programs in place to promote the health, safety and well-being of employees.
- Overseeing and monitoring talent development, retention strategy and succession planning for executive officers.
- At least annually, review and satisfy itself that the Company's compensation program and practices are aligned with the Company's risk appetite and compensation principles.

For more detailed information regarding the MRCC, its mandate and responsibilities, please see the "Corporate Governance" section of the Company's website at this [link](#).

The MRCC is satisfied that it has fulfilled its mandate for the year ended December 31, 2022.

Executive Compensation

Letter to Common Shareholders

Dear Shareholders,

On behalf of our Management Resources & Compensation Committee and the Board, we are pleased to share an overview of the Company's approach to executive compensation, and how it aligns with performance.

In the Compensation Discussion and Analysis (CD&A) that follows, we share detailed information on our pay-for-performance philosophy, compensation programs, governance practices and compensation for our Named Executive Officers (NEOs).

Even though our financial results were at record levels, and we made progress diversifying our revenue base, our performance fell short of the plan approved by the Board and the MRCC at the beginning of the year. Recruiting targets were also impacted by the decision made in April 2022 to defer onboarding of advisors until completion of the transition to Fidelity Clearing Canada's platform on December 31, 2022. For these reasons, the portion of the NEO's compensation tied to financial performance dropped in 2022 relative to 2021. On the flipside, in a year of significant change and disruption to almost every aspect of our business, the Company made great strides in executing our three-pillar growth strategy and laying the foundation to achieve our ambitious long-term goals. To that end, each NEO's significant contribution towards the achievement of our strategic objectives, individually and collectively, was reflected in their compensation for 2022. For further details, refer to our recent 2022 Annual Report and the Corporate Performance Objectives chart on page 44. You will also note on page 43, at-risk compensation represents 67% of CEO and 53% of other NEOs' compensation, which includes amounts tied to long-term share price performance.

We are confident that our executive compensation framework will drive sustainable growth and create long-term value for our shareholders.

Thank you for your support.

"H. Sanford Riley"

H. Sanford Riley

Chair, Management Resources & Compensation
Committee
RF Capital Group Inc.

"Donald A. Wright"

Donald A. Wright

Chair, Board of Directors
RF Capital Group Inc.

Compensation Discussion & Analysis

The CD&A section of this Information Circular includes information on our philosophy, approach, calculation methodology, and analysis conducted to support our decisions on 2022 executive compensation.

Compensation Governance and Oversight

The MRCC is comprised of the following three directors, all of whom, including the committee chair, are independent directors within the meaning of National Instrument 52-110 – *Audit Committees*: H. Sanford Riley (Chair), Vincent Duhamel and David Leith.

The Board recognizes the importance of appointing to the MRCC knowledgeable and experienced individuals who have the background in executive compensation matters, leadership, talent management, governance and risk management necessary to fulfill the MRCC's obligations to the Board and the Company's shareholders. All the MRCC members have had significant and direct experience in these important areas through their tenures as senior leaders directing large and complex organizations, which helps to enable the MRCC to make decisions on the suitability of the Company's compensation policies and practices. For more information on the experiences of each committee member, please see the individual profiles described under "*Election of Directors*" on page 12 of this Information Circular.

The MRCC reviews executive compensation arrangements of the Company's Executive Officers, approves long-term incentive (LTI) awards, as well as evaluates the performance of and reviews and recommends the compensation of the CEO to the Board for approval. In 2021, the MRCC retained Mercer (Canada) Ltd. (Mercer), a leading executive compensation consulting firm to provide it with independent advice for designing the framework for the Company's executive compensation. Below is a list of services Mercer provided to the MRCC in 2021:

- Compensation Peer Group formation
- Executive compensation benchmarking
- NEO compensation target and pay mix recommendations
- Short-term incentive (STI) and LTI plan design
- Executive equity ownership requirements advice

The MRCC recognizes that independence from management is fundamental to its effectiveness in managing executive compensation and regularly meets without members of management present.

The MRCC conducted its annual review of the Company's executive compensation program for 2022 and did not recommend any systemic changes. Set out below are the fees paid to Mercer for their services in 2022 relating to their review of the 2021 CD&A. The MRCC pre-approves all services performed by Mercer at the request of management.

	2022 Fees
Executive compensation-related fee	\$16,210
All other fees	Nil

Pay Policies and Practices

The MRCC adopted the following best pay policies and practices for the Company:

What we do	What we don't do
<ul style="list-style-type: none"> • Link executive compensation to performance through our short-term and long-term incentive plans 	<ul style="list-style-type: none"> • No single-trigger change-in-control provisions for future long-term incentive awards
<ul style="list-style-type: none"> • Balance among short-term and long-term incentives, cash and equity, and fixed and variable pay 	<ul style="list-style-type: none"> • No hedging or pledging by executives or directors of equity holdings
<ul style="list-style-type: none"> • Compare executive compensation and company performance to relevant peer group companies 	<ul style="list-style-type: none"> • No re-pricings of underwater stock options
<ul style="list-style-type: none"> • Require CEO and other NEOs to meet minimum Equity Ownership requirements 	<ul style="list-style-type: none"> • No aspect of the pay policies or practices pose material adverse risk to the Company
<ul style="list-style-type: none"> • Include pay caps on bonuses 	<ul style="list-style-type: none"> • No tax gross ups
<ul style="list-style-type: none"> • Offer only limited perquisites 	
<ul style="list-style-type: none"> • Align executive compensation with prudent risk taking and risk management 	
<ul style="list-style-type: none"> • Claw-Back policy for material misstatement in financial statements or misconduct 	

Competitive Market for Executive Talent

The Company is engaged in a highly competitive business, and its success depends on the leadership of senior executives and the talent of key employees. To attract and retain highly capable individuals, the Company strives to provide competitive levels of compensation. As such, the Company regularly reviews information concerning compensation paid to executive officers of businesses that provide similar products and services to their clients (the Peer Group). In addition to the Peer Group, we also take into consideration the competitive landscape with the larger financial institutions, where we compete for talent.

Based on the comprehensive market review conducted by Mercer in 2021, no changes were made to the executive compensation framework for 2022. Our Peer Group are small to mid-size Canadian financial services companies with which the Company competes for executive talent, as follows:

- **Geography:** Companies headquartered in Canada to reflect where the Company conducts business and competes for executive talent
- **Industry:** Primarily financial services with an emphasis on wealth/asset management companies
- **Size and scope:** Typically, companies with revenue or AUM/AUA of 1/3 to 3x that of the Company

Below are the 10 organizations in our Peer Group:

- AGF Management Limited
- Canadian Western Bank
- Equitable Group Inc.
- Guardian Capital Group Inc.
- IGM Financial Inc.
- Canaccord Genuity Group Inc.
- CI Financial Corp.
- Fiera Capital Corporation
- Home Capital Group Inc.
- Sprott Inc.

The executive compensation framework and target compensation levels for individual NEOs are based on the results of the Peer Group competitive analysis, among other factors.

Executive Compensation Framework

Compensation Framework

The Company's Executive Compensation Plan (ECP) is designed to increase alignment with the Company's long-term strategic objectives and support its pay for performance culture. Key elements include the following:

- Standardized compensation pay mix
- Standardized STI performance metrics and weightings, set as a percentage of base salary
- Pay mix emphasizing LTI portion of variable compensation, set as a percentage of base salary
- STI maximum award of 200%
- LTI grants provided as a percentage of base salary and awarded at the beginning of the performance period
- LTI awards comprised of PSUs 60% and RSUs 40%

Elements of Executive Compensation

The Company's executive compensation consists of base salary, short-term incentive and long-term incentive elements as set out in the following table:

Component	Key Features	Description
Base Salary	Form of payment: Cash Performance period: 1 year Risk Profile: Not at risk	To attract, motivate and retain executives. Set based on participants' skill sets and contribution to the Company.
STI	Form of payment: Cash Performance period: 1 year Risk Profile: At risk	Aligns compensation with annual corporate and individual performance objectives.
LTI – RSUs (40%)	Form of payment: Restricted Share Unit Performance period: 33 months Risk Profile: At risk	Aligns compensation with shareholders' long-term interests and supports retention.
LTI – PSUs (60%)	Form of payment: Performance Share Unit Performance period: 36 months Risk Profile: At risk	Aligns compensation with shareholders' long-term interests and achievement of long-term corporate objectives and supports retention.

Pay Mix

At-risk compensation represents the majority of CEO and other NEO compensation. The following table breaks down the percentage of CEO and all other NEOs target compensation split between fixed (base salary) and at-risk components.

	Breakdown as a percentage of total 2022 compensation				
	Fixed Pay	Pay at Risk			
	Base Salary	STI	LTI-RSU	LTI-PSU	Pay at Risk
CEO	33.3%	33.3%	13.3%	20.0%	66.7%
All Other NEOs (average)	47.0%	26.5%	10.6%	15.9%	53.0%

For additional information, please see the “Compensation Table” section of this Information Circular

2022 Executive Compensation

Compensation for each NEO included base salary and variable compensation (at-risk) which includes STI and LTI.

NEO Base Salaries

Named Executive Officer	2022 Salary (\$)
Kishore Kapoor	800,000
Tim Wilson ⁽¹⁾	425,000
Mike Ankers	309,000
Sarah Widmeyer	300,000
Scott Stennett	280,000

(1) Prorated to reflect increase from 400,000 to 450,000 effective July 1, 2022.

Base salaries are regularly reviewed and compared with market data for similar positions in the industry in which the Company (including Richardson Wealth) competes for executive talent.

Variable Compensation (At-Risk)

The portion of the STI multiplier related to corporate performance for 2022 was determined as follows:

Corporate Performance Objectives	Weighting	2022 Actual Multiplier	2021 Actual Multiplier
Adjusted EBITDA \$	30%	74.8%	108.6%
Adjusted EBITDA Margin %	15%	71.5%	103.0%
Recruited Assets ⁽¹⁾	3%	50.0%	150.0%
Strategic Initiatives ⁽¹⁾⁽²⁾	22%	165.0%	150.0%
Corporate Performance Multiplier	70%	100.0%	122.2%⁽⁴⁾
Individual Performance Multiplier⁽³⁾	30%		

(1) The original 2022 weighting factors were 10% for recruiting and 15% for strategic initiatives. The weightings were rebalanced to reflect a mid-year, strategic decision to defer recruiting activities until after the Company completed the outsourcing of its' carrying broker platform to Fidelity on December 31, 2022. Similarly, the increase in weighting on the strategic initiative objective reflects the significant focus that the Company placed on the conversion to Fidelity during the year.

(2) *Strategic Initiatives* – The MRCC and the Board provided 165.0 multiplier for the strategic initiative's objective based on their assessment of management's performance against agreed to plans to transform the Company. Overall, the MRCC and the Board concluded the Company delivered on all the "big rock" priorities that were set at the beginning of the year. These included expanding our physical footprint including opening our new headquarters in Toronto, renovating other offices across the country, and merging three locations into one location in Burlington. As planned, the Company also outsourced our back office and long-term technology needs to Fidelity, transformed a portion of our cost structure from fixed to variable and reduced the need for future investments in technology. In addition the management launched a new portfolio management platform, introduced a succession planning program for investment advisors, made significant enhancements to our enterprise risk management framework, mobilized our brand through a new website that has

won 5 global awards, grew our recruiting pipeline to \$23 billion (up \$8 billion from 2022), received Great Place to Work recognition for fifth consecutive year, and generally changed or disrupted almost every aspect of our business to build the foundation required to achieve the Company's ambitious long-term goals. More information on the Company's strategy and management's accomplishments during 2022 are available in the RF Capital Group Inc. 2022 Annual Report.

- (3) *Individual Performance* – Each NEO's performance is based on individual objectives that are linked to the Company's strategy. Please see the "NEO Performance and Compensation" section starting at page 47 of this Information Circular for details.
- (4) *2021 Actual Corporate Multiplier* – The 2021 corporate performance objectives weightings were as follows: Adjusted EBITDA (30%), Adjusted EBITDA Margin (15%), Recruited Assets (10%) and Strategic Initiatives (15%).

2022 Variable Incentive Awards – STI

In 2022, NEO STI awards were determined as a function of the Corporate Performance Multiplier discussed above and each NEO's Individual Performance Multiplier. The actual results for 2022, along with the target payouts, were as follows:

NEO	Base Salary (\$)	Variable Compensation - STI				
		STI Target (%)	STI Target (\$)	STI Actual (\$)	2022 Combined Performance Multiplier (%)	2021 Combined Performance Multiplier (%)
Kishore Kapoor	800,000	100%	800,000	980,000	122.5%	130.5%
Tim Wilson ⁽¹⁾	425,000	70%	297,500	342,125	115.0%	130.5%
Mike Ankers	309,000	50%	154,500	154,500	100.0%	115.5%
Sarah Widmeyer	300,000	50%	150,000	172,500	115.0%	123.0%
Scott Stennett	280,000	50%	140,000	182,000	130.0%	130.5%

(1) Prorated to reflect increase from 400,000 to 450,000 effective July 1, 2022.

2022 Variable Incentive Awards – LTI

LTI grants, which are in the form of both RSUs and PSUs, are provided as a percentage of base salary at the beginning of the performance period. RSUs cliff vest in 33 months following the date of grant and PSUs in 36 months. The ultimate payout is a function of the Company's share price for the 30 days prior to the date of vesting. PSU grants are linked to the achievement of long-term financial targets and the relative performance of the trading price of the Company's Common Shares.

NEO	Base Salary (\$)	Variable Compensation - LTI			
		LTI Target (%)	LTI Target (\$)	LTI - RSUs (40%)	LTI - PSUs (60%)
Kishore Kapoor	800,000	100%	800,000	320,000	480,000
Tim Wilson ⁽¹⁾	425,000	70%	297,500	119,000	178,500
Mike Ankers	309,000	50%	154,500	61,800	92,700
Sarah Widmeyer	300,000	50%	150,000	60,000	90,000
Scott Stennett	280,000	50%	140,000	56,000	84,000

(1) Prorated to reflect increase from 400,000 to 450,000 effective July 1, 2022.

NEO Performance and Compensation

Kish Kapoor – President and CEO, RF Capital and Richardson Wealth

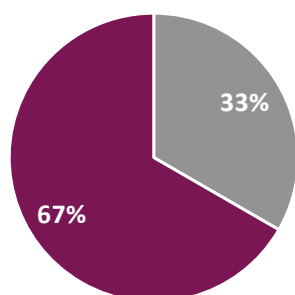
Mr. Kapoor is responsible for transforming the Company into a leading wealth management business for the long-term. His primary role is to design, implement and communicate our three-pillar growth strategy as well engage, retain and inspire the talent required to make us the brand of choice for Canada’s top advisors and their clients.

In 2022, under Mr. Kapoor’s leadership, the Company delivered on all the “big rock” priorities approved by the board and MRCC at the beginning of the year. Most significantly, the Company’s bold digital transformation journey progressed with the outsourcing of our carrying broker operations to Fidelity Clearing Canada (Fidelity), an unprecedented event of this magnitude in our industry. Notwithstanding early transition challenges, this major accomplishment provides us the scale, expertise and platform, and commitment to continuous innovation required to meet our back office and technology needs well into the future.

Other successful initiatives include: redefining the Company’s physical footprint with a new Toronto headquarters and renovating / merging other offices; launching a new portfolio management platform; introducing a new \$25 million succession planning program for advisors; driving engagement and retention by strengthening our culture with conferences, events and roadshows; significantly enhancing the enterprise risk management framework; mobilizing the brand through a variety of initiatives including the launch of an award-winning new website; growing the recruiting pipeline to \$23 billion (up \$8 billion from 2022); receiving Great Place to Work® recognition for a fifth consecutive year; and disrupting the business to rebuild the foundation required to achieve the Company’s ambitious strategic plan.

Financially, despite a period of significant change, disruption and market volatility, Mr. Kapoor led the Company in delivering three consecutive quarters of record performance and, record full year revenues and adjusted EBITDA in 2022. These strong results were driven, in part, by a 137% increase in interest income and 232% growth in insurance revenues.

More information on the Company’s strategy and accomplishments during 2022 under Mr. Kapoor’s leadership are available in the RF Capital Group Inc. 2022 Annual Report which is available on the “Investor Relations” section of the Company’s website at the following [link](#):



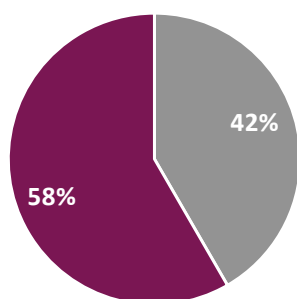
2022 Target Compensation			
Base Salary	\$800,000		33.3%
STI – Cash	\$800,000		33.3%
LTI – RSU / PSU	\$800,000		33.3%
<ul style="list-style-type: none"> ● Fixed base salary ● Target “At-Risk” variable compensation 			

Mr. Kapoor’s target compensation level and compensation mix are set based on the compensation range of CEOs in the Peer Group. His actual compensation award is based on the Company’s overall corporate performance as described in the Executive Compensation Framework. For 2022, the MRCC recommended the Board award Mr. Kapoor a STI award of \$980,000 and a LTI grant valued at \$800,000, which resulted in total direct compensation of \$2,580,000 (69% of which was “at-risk” variable compensation).

Tim Wilson – Senior Vice-President, Chief Financial Officer

Mr. Wilson is responsible for overall financial strategy, planning, reporting, and investor relations. Effective July 1st, 2022, he also assumed responsibility for the Company's corporate finance business. He joined the Company in April 2021. Previously, he was Senior Vice President and CFO at Equitable Group Inc.

In 2022, his first full year at the Company (and industry), Mr. Wilson enhanced the Company's finance function, its strategic and financial planning process, its public company reporting processes, and investor relations activities. He evaluated partnership and acquisition opportunities, supported the CEO in managing the day-to-day operations, transitioned and oversaw the corporate finance group, provided valuable insight on all major transformation projects, and secured board approval for an ESG strategy that his team developed. Finally, he identified numerous opportunities to grow revenues and reduce costs, led the Company's normal course issuer bid and common share consolidation programs and enhanced the finance function by undertaking a significant initiative to restructure the team and upgrade the Company's general ledger.



2022 Target Compensation

Base Salary	\$425,000	42.0%
STI – Cash	\$297,500	29.0%
LTI – RSU / PSU	\$297,500	29.0%

- Fixed base salary
- Target "At-Risk" variable compensation

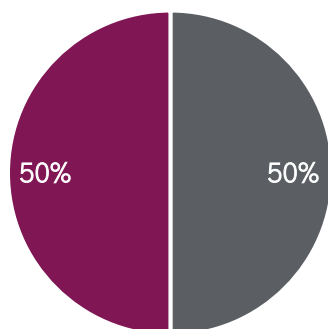
Mr. Wilson's target compensation level and compensation mix are set based on the compensation range of CFOs in the Peer Group. His actual compensation award was based on the Company's overall corporate performance as described in the Executive Compensation Framework and was also pro-rated to reflect a salary increase from \$400,000 to \$450,000 effective July 1, 2022. For 2022, Mr. Wilson received a STI award of \$342,125 and a LTI grant valued at \$297,500 for a total direct compensation of \$1,064,625 (60% of which was "at-risk" variable compensation).

Mike Ankers – Senior Vice-President, Head of Advisor Experience & Growth

Mr. Ankers is responsible for the retention, engagement and overall experience of Richardson Wealth's investment advisors, implementation of new products and services, advisor on-boarding, succession planning, hosting educational conferences, advisor recognition, practice management, organic growth, training and communication support, branch management, regulatory compliance, and risk management.

Mr. Ankers played a vital role in managing retention risk during a period of unprecedented change. To ensure a high level of engagement, he hosted recurring national calls and branch management meetings, continually solicited feedback, designed a conference deepening Richardson Wealth's culture, led all training, on-boarding and education activities, launched a \$25 million succession planning program, and embodied the Company's commitment to treat investment advisors as "clients".

The Company is seeing the impact of his work: record attendance at Masterclass (practice management) sessions and the conference; the participation of investment advisors representing 82% of AUA in the selection of the new IA representative to the Company's board; strong retention of investment advisors; \$2.2B of net new assets brought in by investment advisors; and high engagement by branch management teams in helping investment advisors navigate the transition to Fidelity.



2022 Target Compensation		
Base Salary	\$309,000	50.0%
STI – Cash	\$154,500	25.0%
LTI – RSU / PSU	\$154,500	25.0%
<ul style="list-style-type: none"> ● Fixed base salary ● Target “At-Risk” variable compensation 		

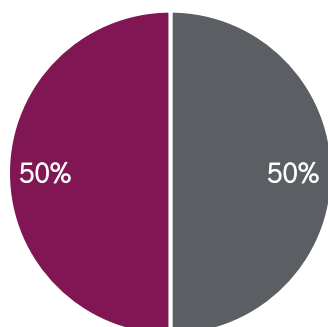
Mr. Ankers’ target compensation level and compensation mix are set based on the compensation range of similar positions in the Peer Group. His actual compensation award is based on the Company’s overall corporate performance as described in the Executive Compensation Framework. For 2022, Mr. Ankers received a STI award of \$154,500 and a LTI grant valued at \$154,500 for a total direct compensation of \$618,000 (50% of which was “at-risk” variable compensation).

Sarah Widmeyer – Senior Vice-President, Head of Wealth Strategies

Ms. Widmeyer is responsible for Tax & Estate Planning, Insurance, Private Family Office, Action Desk including Investment Research and Portfolio Strategies advisor support, National Partnership Office, Fee Based & Managed Account Products and Services, Marketing, and Communications.

In 2022, Ms. Widmeyer’s team tripled the insurance business; completed more than 3,500 financial plans; mobilized our brand with our new public website, enhanced our marketing collateral, released a dozen podcasts, elevated our print media profile, increased our social media presence; transitioned the leadership of our Private Family Office; led the launch of innovative advisor managed funds; improved our research, proposal and other asset management expertise and revitalized our National Partnership office and professional sports management practice.

Ms. Widmeyer’s most significant achievement was the launch of Envestnet, a sophisticated portfolio management platform – on time and on budget. Ninety-five percent of investment advisors have begun using it for one or more functions and despite the early challenges, we remain certain that the adoption will continue and our teams will appreciate the long-term utility of this tool.



2022 Target Compensation		
Base Salary	\$300,000	50.0%
STI – Cash	\$150,000	25.0%
LTI – RSU / PSU	\$150,000	25.0%
<ul style="list-style-type: none"> ● Fixed base salary ● Target “At-Risk” variable compensation 		

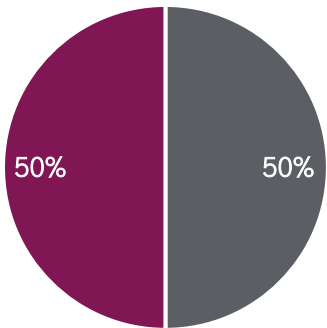
Ms. Widmeyer’s target compensation level and compensation mix are set based on the compensation range of similar positions in the Peer Group. Her actual compensation award is based on the Company’s overall corporate performance as described in the Executive Compensation Framework. For 2022, Ms. Widmeyer received a STI award of \$172,500 and a LTI grant valued at \$150,000 for a total direct compensation of \$622,500 (52% of which was “at-risk” variable compensation).

Scott Stennett – Senior Vice-President, Chief Operating Officer

Mr. Stennett is responsible for the Company’s technology roadmap, digital strategy, real estate and introducing and carrying broker operations. He is the chief architect of the Company’s operating platform and innovative technology solutions.

In 2022, Mr. Stennett and his team executed one of the largest digital transformations of its kind in the Canadian independent wealth management sector. They successfully completed the 18-month long project to migrate our 31,000 households, 315,000 accounts and over 100 million historical transactions to Fidelity Clearing Canada’s platform. While unexpected hurdles arose post conversion, we remain certain that our decision to outsource to Fidelity is key to achieving our ambitious long-term goals.

Another accomplishment this year is the opening of a new LEED-platinum certified building in Toronto that houses our corporate team and branch. The \$20 million project was completed on time and on budget. This state-of-the-art space is an extension of our brand and quickly attracting attention across the industry. His team also consolidated three offices into one in Burlington, led the transformation of the Calgary office, and began the development of a new office in Kitchener scheduled to be opened in June 2023.

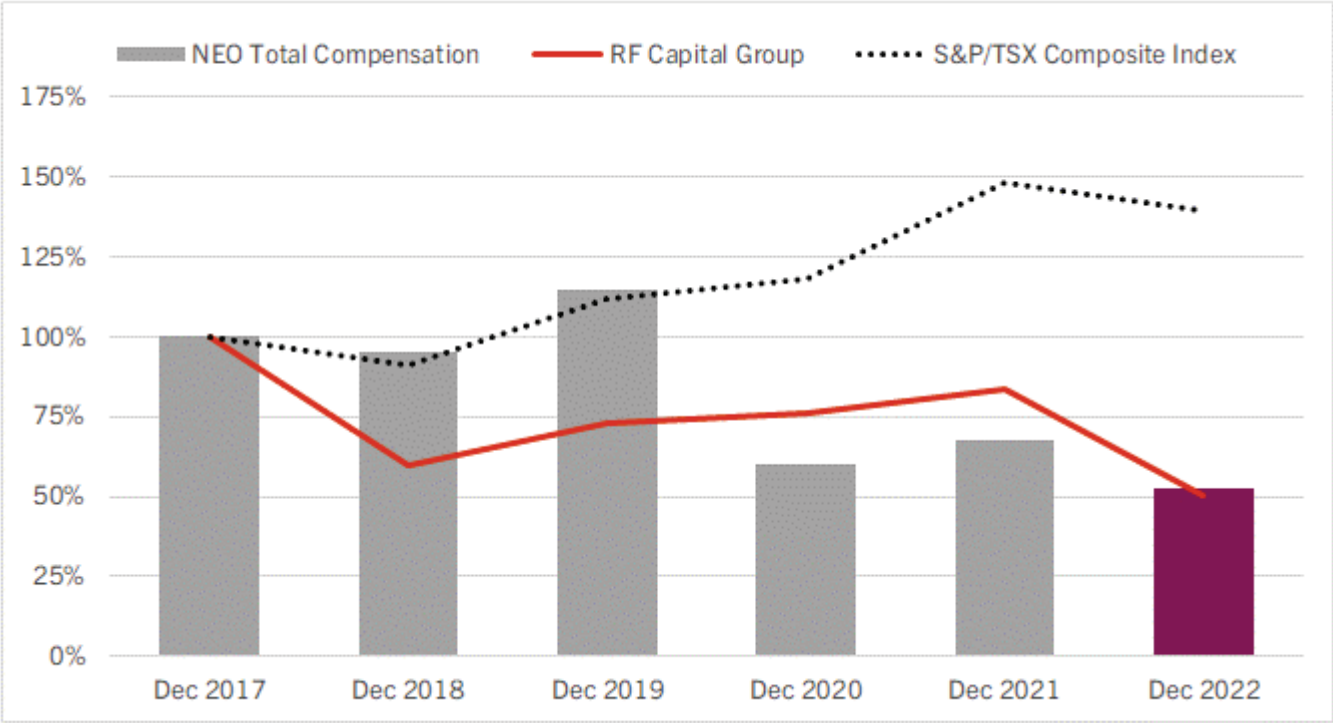


2022 Target Compensation		
Base Salary	\$280,000	50.0%
STI – Cash	\$140,000	25.0%
LTI – RSU / PSU	\$140,000	25.0%
<div><div></div> Fixed base salary</div> <div><div></div> Target “At-Risk” variable compensation</div>		

Mr. Stennett’s target compensation level and compensation mix are set based on the compensation range of similar positions in the Peer Group. His actual compensation award is based on the Company’s overall corporate performance as described in the Executive Compensation Framework. For 2022, Mr. Stennett received a STI award of \$182,000 and a LTI grant valued at \$140,000 for a total direct compensation of \$602,000 (53% of which was “at-risk” variable compensation).

Performance Graph

The following graph compares the cumulative total return of \$100 invested in the Company to the cumulative total return of the S&P/TSX Composite Index for the five years from December 31, 2017 to December 29, 2022. Also shown, for comparative purposes, the change in total annual NEO total compensation for the same period.



In addition to rewarding NEOs for collective achievements, the Company encourages and recognizes individual contributions to its success. As such, there will be periods when changes in NEO compensation are not directly correlated with changes in the Company's total shareholder return or the total return of the S&P/TSX Composite Index.

For 2022, NEO compensation decreased by -22.9% compared with 2021 while the Company's Common Share total return was -39.5% and the S&P/TSX Composite Index return was -5.8%.

Compensation Table

The following table provides a summary of compensation earned during 2022, 2021 and 2020 by the Company's NEOs:

Name and Principal Position					Non-Equity Incentive Plan Compensation			
	Fiscal Year	Salary (\$)	Share-based Awards ⁽¹⁾ (\$)	Option-based Awards (\$)	Bonus (\$)	Long-term Incentive Plans (\$)	All Other Compensation ⁽²⁾ (\$)	Total Compensation (\$)
Kishore Kapoor ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾ President and Chief Executive Officer	2022	800,000	800,000	—	980,000	—	2,500	2,582,500
	2021	750,000	979,120	—	979,120	—	2,500	2,710,739
	2020	750,000	—	—	1,500,000	—	850,000	3,100,000
Tim Wilson ⁽⁷⁾⁽⁸⁾ SVP, Chief Financial Officer	2022	425,000	297,500	—	342,125	—	9,498	1,074,123
	2021	296,970	337,384	—	271,384	—	8,000	913,738
Mike Ankers ⁽⁹⁾ SVP, Head of Advisor Experience & Growth	2022	309,000	154,500	—	154,500	—	7,500	625,500
	2021	309,000	69,330	—	277,318	—	2,500	658,148
	2020	60,107	13,447	—	53,789	—	7,582	134,924
Sarah Widmeyer ⁽⁹⁾ SVP, Head of Wealth Strategies	2022	300,000	150,000	—	172,500	—	2,500	625,000
	2021	300,000	67,677	—	270,708	—	2,500	640,886
	2020	55,098	12,327	—	49,306	—	486	117,217
Scott Stennett ⁽⁹⁾ SVP, Chief Operating Officer	2022	280,000	140,000	—	182,000	—	4,500	606,500
	2021	257,500	78,330	—	313,318	—	4,500	653,648
	2020	50,089	13,447	—	53,789	—	486	117,811

(1) Represents PSUs, RSUs or DSUs awarded with a fair value determined on grant date. The DSU grant based on 2020 performance was granted at a price of \$1.734. The RSU grant based on 2020 performance was granted at a price of \$2.142. The RSU and DSU grants for 2021 performance were granted at a price of \$1.646. For more information, please see the "Incentive Plan Awards – Equity Compensation Plans – Share Incentive Plan" section of this Information Circular.

(2) Includes the Company's contribution to the Health Care Spending Account, ESPP and Group RRSP, and certain other immaterial amounts and does not exceed the lesser of \$50,000 or 10% of the total salary for any of the NEOs, except for amounts received by Mr. Kapoor in 2020 (see note 7 below).

(3) Mr. Kapoor was appointed President and Chief Executive Officer effective October 6, 2020. Prior to that, Mr. Kapoor served as Interim President and Chief Executive Officer from August 9, 2019.

(4) Mr. Kapoor is a director of RFGL, which owns or has direct control over 6,968,528 Common Shares (representing 44.18% of the outstanding Common Shares).

(5) Mr. Kapoor, in September 2020 and in accordance with the CEO Compensation Framework, was awarded a \$1,500,000 cash bonus for the period from August 9, 2019, to August 8, 2020, of which \$594,000 related to 2019 service and \$906,000 related to 2020 service.

(6) Mr. Kapoor, in December 2020, was awarded \$850,000 of DSUs in lieu of a cash bonus for the period from August 9 to December 31, 2020.

(7) Mr. Wilson was appointed SVP, Chief Financial Officer effective April 5, 2021.

(8) Mr. Wilson's share-based awards include a one-time RSU grant valued at \$66,000 and granted on June 1, 2021, as a signing bonus.

(9) Compensation for 2020 represents earnings from October 20, 2020, the date of the Company's acquisition of 100% of Richardson Wealth, until the end of the fiscal year.

LTI Awards Outstanding

The following table provides a summary of all outstanding share-based awards as at December 31, 2022, granted to each NEO. There are no option awards outstanding for any NEO.

Name and Principal Position	Shares or Units of share-based awards that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Kishore Kapoor President and Chief Executive Officer	157,106	1,806,719
Tim Wilson SVP, Chief Financial Officer	37,848	435,252
Mike Ankers SVP, Head of Advisor Experience & Growth	16,824	193,479
Sarah Widmeyer SVP, Head of Wealth Strategies	16,181	186,082
Scott Stennett SVP, Chief Operating Officer	16,491	189,647

Minimum Equity Ownership Requirements

Minimum Equity Ownership requirements vary by level and are based on a multiple of the individual executive's base salary. Common Shares, unvested DSUs, RSUs and PSUs (at target payout) are counted towards the requirement. Executive Officers have five years to meet the share ownership threshold.

Participant Group	Equity Ownership Requirement
CEO	5x Base Salary
All Other NEOs	2x Base Salary

For purposes of determining compliance with the minimum Equity Ownership requirement, the value of each NEO's holdings is based on the higher of acquisition cost/grant-date value and the market value as of March 31st of each calendar year.

Termination and Change of Control Benefits

The following table summarizes the estimated contractual payments that would have been received by each NEO in the different circumstances were their employment to have terminated on December 31, 2022. The actual amount that a NEO would receive in the future could be different from the estimated amount in the chart below due to changes in the Company's share price, the NEO's compensation levels, and timing of the payment, among other factors. The following table includes only contractually agreed to severance amounts. Where no contractual provision for severance exists, common law entitlements arising in the event of termination of employment without cause may apply.

Name	Type of Event			
	Change in Control <i>Not Followed by Termination</i> (\$)	Involuntary Termination Without Cause (\$)	Involuntary Termination with Cause (\$)	Voluntary Termination/ Resignation (\$)
Kishore Kapoor				
Cash Severance	—	4,217,820	—	—
DSU	—	1,247,796	563,730	563,730
RSU	—	94,098	—	—
PSU	—	159,997	—	—
Tim Wilson				
Cash Severance	—	756,755	—	—
DSU	—	189,601	—	—
RSU	—	34,152	—	—
PSU	—	59,495	—	—
Mike Ankers				
Cash Severance	—	320,885	—	—
RSU	—	38,557	—	—
PSU	—	30,895	—	—
Sarah Widmeyer				
Cash Severance	—	622,500	—	—
RSU	—	37,541	—	—
PSU	—	29,996	—	—
Scott Stennett				
Cash Severance	—	462,000	—	—
RSU	—	39,496	—	—
PSU	—	27,998	—	—

Equity Compensation Plans

The Company believes that equity-based compensation plans reward individual contributions that advance the Company's long-term success and focus management on long-term shareholder value creation.

DSU Plan

The purpose of DSUs is to enhance the Company's ability to attract, retain and compensate board members and certain employees of the Company. They increase the alignment of participants' interests with those of shareholders. In particular, because they remain outstanding until an executive or board member's service completes, DSUs are meant to align the interests of management with those of shareholders over a longer-period of time than for RSUs and PSUs. Members of management who received DSUs have an expected tenure exceeding three years, which is the normal vesting period for RSUs and PSUs.

DSU eligibility is determined by the Board. DSUs vest on their grant date and can only be redeemed after board membership or employment are terminated. A lump sum cash payment equal to the number of DSUs multiplied by the average closing trading price of the Company shares for the five-days immediately preceding the redemption date. Participants may choose the redemption date, as long as it is no later than December 15th of the termination year.

PSU and RSU Plans

In 2014, the Company introduced a share incentive plan (the SIP) available to certain employees, pursuant to which the Company was permitted to issue RSUs and PSUs. Awards under the SIP are settled in non-treasury market purchased common shares.

In 2022, the Company introduced a new cash-settled PSU plan (the PSU Plan) and RSU plan (the RSU Plan) to replace the SIP. As the RSUs and PSUs under these new plans are settled in cash, shareholder approval of these plans was not required under TSX rules. The new plans will align plan design with market practice and facilitate broader usage of the RSU Plan for investment advisors and Branch Managers. All awards from and after January 1, 2022, have been and will be made pursuant to the new RSU Plan and PSU Plan.

The PSUs issued under PSU Plan are subject to service vesting conditions as well as market and non-market performance conditions, with participation restricted to executive officers. The RSUs issued under the SIP and the RSU Plan are subject to service vesting conditions. Set out below is a summary of other key terms applicable to PSUs awarded under the PSU Plan and RSUs awarded under both the SIP and the RSU Plan:

	PSUs	RSUs
Description	Rewards eligible employees for creating sustained shareholder value over a three-year period	Rewards eligible employees for individual performance
Eligibility	Determined by the MRCC	Determined by the MRCC
Vesting	PSUs vest concurrently with the approval of the audited financial statements for the second fiscal year after the grant year or such other vesting term as defined by the administrator	RSUs vest on December 1 st of the second year after the grant year or such other vesting term as determined by the administrator

	PSUs	RSUs
Performance Metrics	<p>Payout is adjusted based on performance against pre-specified targets:</p> <ul style="list-style-type: none"> • 33% relative TSR • 33% adjusted EBITDA • 33% AUA <p>The value on vesting can range between 0 - 150% of target, depending on performance against the above targets.</p>	Not applicable
Claw-Back	<p>To help ensure that participants act in the best interests of the Company, at its sole discretion the Board may direct participants to repay or return all or some of the amounts received. The Board could apply this direction under certain specified circumstances including in the event that the Company has a material misstatement in its financial statements and the restatement was caused by a participant's misconduct. Misconduct means the willful commission of an act of fraud or dishonesty or recklessness in the performance of a person's duties as an employee of the RF Capital Group.</p>	
Termination of Employment	<p><i>Retirement, Death or Disability or Without Cause Termination</i> – In the event of a participant's qualified retirement, death, disability or termination without cause, the pro rata portion of their unvested RSUs or PSUs will immediately vest.</p> <p><i>Any Other Reason</i> – If a participant's employment is terminated for any reason other than as a result of their qualified retirement, death, disability or termination without cause, unless otherwise determined by the administrator, their unvested RSUs and PSUs will be forfeited</p>	
Change of Control	<p>In the event of a change of control (as defined in the respective plan), vesting of any unvested RSUs or PSUs held by a participant will generally only be accelerated if their employment with the Company (or the resulting entity) is terminated (other than a termination for cause or resignation) within the 12-month period following a date of the change of control. If neither the Company nor the acquiring entity is a publicly traded entity following the change of control, then any unvested RSUs and PSUs will vest immediately but one-half of the amount due can be made conditional upon the participant's continued employment with the Company (or the resulting entity).</p>	

There are currently 1,507,015 RSUs outstanding under the RSU Plan, of which 612,587 and 580,795 RSUs were awarded in 2022 and 2023 respectively. There are currently 168,901 PSUs outstanding under the PSU Plan, of which 77,798 and 91,103 PSUs were awarded in 2022 and 2023 respectively. There are 313,633 RSUs and no PSUs currently outstanding under the SIP, of which 217,297 RSUs will vest in December 2023, with the remaining 96,336 vesting throughout 2024.

Option Plan

The following table sets forth the material features of the Company's Option Plan. Those provisions of the Option Plan to be amended by the changes to the Option Plan contemplated by the Option Plan Resolution are indicated below.

No option awards have been granted to executive officers of the RF Capital Group in the last four calendar years, though under the Option Plan eligible employees may be allocated options at the discretion of the Board. The option exercise price must be not less than the closing price of the Common Shares on the last trading day prior to the day on which the Common Shares are

traded prior to the date on which an option is granted. Options are subject to a four-year vesting period. At its discretion, the Board may prescribe performance conditions for the vesting of Options. The Board continues to believe that the Option Plan may be beneficial as a means of providing an alternative equity compensation plan that promotes both alignment with shareholders and a performance incentive encouraging share ownership.

Plan Feature	Option Plan – Description
Eligibility	(i) Any trustee, director, officer or employee of the Company or its subsidiaries; (ii) a corporation controlled by an individual identified in (i) and/or their spouse; (iii) a family trust of an individual identified in (i); or (iv) a service provider to the Company or any of its subsidiaries (collectively, referred to as RF Capital Participants), provided that the total number of Common Shares reserved for issuance to RF Capital Participants under the Option Plan, together with any other compensation or incentive arrangement involving the issuance or potential issuance of Common Shares to the RF Capital Participants will not exceed 1,500,000 Common Shares.
Description	An Option is the right to purchase a Common Share in the future. Options may be granted at a price that is not less than the closing market price of the Common Shares on the TSX on the last trading day on which Common Shares traded prior to the grant date.
Term	Subject to earlier termination upon certain events, each option granted will expire on the date determined by the Board, the MRCC or any other persons so designated by the Board (Plan Administrators), provided that in no circumstances will any options be exercisable after 10 years from the grant date.
Vesting	Options will vest over a four-year period (with the first vesting to occur on the first anniversary of the grant date) subject to the discretion of the Board. The Board has discretionary authority to supplement the vesting period requirement with performance conditions.
Assignability	Subject to certain exceptions relating to the death of a member of the Option Plan, Options may not be assigned.
Cessation	If an “Event of Termination” (defined in the Option Plan as an individual ceasing to be a RF Capital Participant, including the giving of any notice of termination of employment or service (whether voluntary or involuntary and whether with or without just cause), retirement, or any cessation of employment or service for any reason whatsoever, including disability or death) has occurred, the Options, to the extent not available for exercise as of the date of the Event of Termination, shall automatically be cancelled, terminated and not available for exercise without further consideration or payment to such RF Capital Participant.
Insider Participants	The total number of Common Shares issuable to Insider Participants (as defined in the Option Plan), at any time under the Option Plan and any other Common Share Compensation Arrangements (as defined in the Option Plan), will not exceed 10% of the issued and outstanding Common Shares. The total number of Common Shares issued to Insider Participants, within any one-year period, under the Option Plan and any other Common Share Compensation Arrangements, will not exceed 10% of issued and outstanding Common Shares.

Plan Feature	Option Plan – Description
Maximum Issuances to Individuals	The total number of Common Shares issuable to any one RF Capital Participant under the Option Plan will not exceed 5% of the issued and outstanding Common Shares at the grant date. The number of Common Shares issuable to any one RF Capital Participant and such RF Capital Participant's associates (as that term is defined in the <i>Securities Act</i> (Ontario)), within a one-year period will not exceed 5% of the total number of Common Shares then outstanding.
Limit on Independent Director Participation	The total number of Common Shares issuable pursuant to Options to independent members of the Board (as defined in National Instrument 58-101 Disclosure of Corporate Governance Practices) at any point in time shall not exceed 0.75% of the total number of Common Shares outstanding from time to time, provided that the foregoing limit shall not apply to or include any one-time grant of Options to a director in connection with their election or appointment to the Board.
Plan Amendments	Subject to regulatory requirements, the Plan Administrators have the discretion to make certain amendments which they deem necessary, without having to obtain Shareholder approval. Such amendments include, without limitation, amendments of a “housekeeping” nature; amendments to termination provisions (that do not entail an extension beyond 10 years from the date an Option is granted); amendments to the vesting provisions; and adding a cashless exercise feature payable in cash or securities, that provides for a full deduction of the number of underlying Common Shares from the Option Plan reserve, provided that, Shareholder approval will be required for any amendments that: (i) increase the percentage of the issued and outstanding Common Shares issuable under the Option Plan; (ii) amend the amendment provisions of the Option Plan; (iii) reduce the exercise price or extend the expiry date of Options held by Participants; (iv) amend the Option transferability provision of the Option Plan; or (v) change the limits on the participation of Insider Participants and independent members of the Board under the Option Plan.

Securities Authorized for Issuance under Equity Compensation Plans

Our Option Plan, which has been approved by shareholders, is the only compensation plan of the Company that involves the issuance of equity securities. 49,500 Options have been granted and remain outstanding under the Option Plan (none of which were issued to current NEOs), representing 0.3138% of the Common Shares currently issued and outstanding.

Option Plan Information

The following table shows, as at December 31, 2022: (i) the shares to be issued when outstanding options are exercised; and (ii) the remaining number of shares available for issue under the current Option Plan.

Plan Category	Number of Common Shares to be issued upon exercise of outstanding Options (As at December 31, 2022)	Weighted-average exercise price of outstanding Options	Number of Common Shares remaining available for future issuance, excluding the number of Common Shares to be issued upon exercise of outstanding Options
Equity compensation plans approved by shareholders	49,500	\$20.00	100,500 ⁽¹⁾
Equity compensation plans not approved by shareholders	—	—	—
Total	49,500	\$20.00	100,500

(1) The total number of Common Shares reserved for issuance under the Option Plan shall not exceed 1,500,000 Common Shares.

Options Burn Rate

The following table sets out the “burn rate” for the Share Option Plan for the three years ended December 31, 2022.

Option Burn Rate	2022	2021	2020
Total number of Options granted during the year divided by weighted average number of Common Shares outstanding for the year	0%	0.28%	0.12%

Risk Mitigation

The Company's compensation programs are designed with an appropriate balance of risk and reward so they will not encourage excessive or unnecessary risk-taking behaviour. The MRCC reviews the Company's compensation policies and practices each year to ensure the executive compensation program provides an appropriate balance of risk and reward consistent with the risk profile of the Company. The MRCC has not identified any risks associated with the Company's compensation programs that are reasonably likely to have a material adverse effect on the Company. The Company has incorporated risk-related components into our compensation program, which are discussed below.

Claw-Back Policy

To help ensure that equity plan participants act in the best interests of the Company, at its sole discretion the Board may direct participants to repay or return all or some of the Common Shares received. The Board could apply this direction under certain specified circumstances including if the Company has a material misstatement in its financial statements where the restatement was caused by a participant's misconduct. Misconduct means the willful commission of an act of fraud or dishonesty or recklessness in the performance of a person's duties as an employee of the RF Capital Group.

Insider Trading Policy

Our directors, officers, and members of senior management and other identified personnel, including the NEOs (Insiders and Restricted Personnel), are subject to our Confidentiality, Fair Disclosure and Trading in Securities Policy. The policy prohibits trading in our securities while in possession of material undisclosed information about the Company. Under this policy, Insiders and Restricted Personnel are also prohibited from investing in derivative securities of the Company's common stock or engaging in short sales or other short-position transactions, such as prepaid variable forward contracts, equity swaps, collars and exchange funds.

Indebtedness of Directors and Executive Officers Under Securities Purchase and Other Programs

Other than as set out below, no individual who is, or at any time during the most recently completed financial year of the Company was, a director or executive officer of the Company, no proposed nominee for election as a director of the Company, and no associate of any such person:

- is or at any time since the beginning of the most recently completed financial year of the Company has been, indebted to the Company or any of its subsidiaries; or
- whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year of the Company has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, whether in relation to a securities purchase program or other program.

Aggregate Indebtedness

Purpose	To the Company or its affiliates as at March 20, 2023	To Another Entity as at March 20, 2023
Investment Advisor Loans ⁽¹⁾	\$38.6 million	—
Other Loans ⁽²⁾	\$5.5 million	—

(1) Represents advances of interest free funds to investment advisors upon commencement of their employment and recognition awards advanced in conjunction with the RGMP Transaction in 2020. Upon the satisfaction of certain conditions over a pre-specified term, Richardson Wealth is obligated to either pay cash bonuses to the investment advisors of an advance sufficient to repay 100% of the total loans or the loans are forgiven over a pre-specified term on each applicable anniversary date.

(2) Represents loans advanced to investment advisors and certain other employees of Richardson Wealth, or its predecessor firms, to finance their subscription for shares which loans bear interest at a variable rate (currently set at prime plus 2.5%), and are repayable in full to Richardson Wealth on the earlier of the date the borrowers cease to be employees of Richardson Wealth or when the borrowers cease to hold their shares in the Company and are secured by the shares acquired with the loan proceeds and certain other repayable loans.

Indebtedness of Directors and Executive Officers Under Securities Purchase and Other Programs

Name and Principal Position	Largest Amount Outstanding During 2022	Amount Outstanding as at March 20, 2023	Financially Assisted Securities Purchased During 2021	Security for Indebtedness	Amount Forgiven During 2022
Scott Stennett Chief Operating Officer, Richardson Wealth	\$191,123	\$166,194	—	\$490,668	—

Corporate Governance

The Company's corporate governance framework is founded on the principles of integrity and accountability and is designed to guide the Board and management in fulfilling their responsibilities to the Company, its shareholders, employees and clients. The Board works continuously to review, assess and improve the Company's governance practices, which forms part of our overall ESG approach, ensuring the Company is managed with the objective of creating value for our shareholders, investment advisors, employees and communities.

The Board

Independence of Directors

Pursuant to National Instrument 52-110 *Audit Committees*, a director is considered independent if he or she has no direct or indirect material relationship with the company or its subsidiaries. A "material relationship" is defined to mean any relationship, which could, in the view of the board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment. On an annual basis, the Board, in consultation with its Governance Committee, considers the relationships that a director has with the RF Capital Group to determine whether the director is or remains independent. The Board also considers whether the director is independent of its principal shareholder.

Based on reference to these requirements and a review of the factual circumstances, the Board, in consultation with the Governance Committee, has determined that eight of the 10 director nominees, being a majority, are independent of the Company. Seven of the 10 director nominees are also independent of the Company's principal shareholder, RFGL.

The Role of the Board

The Board is responsible for the overall stewardship of the Company. Directors are elected by Shareholders to supervise the management of the business and affairs of the Company in the best interests of the organization. Some of the Board's supervisory responsibilities are described below. The Board's functions are also described in its mandate, which is attached as Schedule A to this Information Circular and available at the "*Corporate Governance*" section of the Company's website at this [link](#).

Strategic Planning

The Board's objective is to dedicate at least one board meeting a year to strategic planning. In 2022, strategic planning and the ongoing implementation and monitoring of strategic initiatives were a primary focus of the Board.

As part of that work, the Board and management have set key performance metrics, developed an execution plan, and generally enhanced the company's management discipline. The Board also reviews the Company's results and assesses its performance on an annual and quarterly basis. This performance is assessed against both past performance, performance targets and industry peers. While the Board delegates day-to-day management of the Company's operations to executive management, this is subject to certain limits. Acquisitions, financings, and material investments and strategic initiatives are presented to the Board for review and approval.

Oversight of Risk

The retail wealth management business is inherently subject to numerous risks, and as such, the RF Capital Group is exposed to risks that could result in financial losses. Management and the Board believe that mitigating potential loss through effective risk management while enhancing shareholder value are fundamental to the ongoing success of the RF Capital Group. The RF Capital Group's major risk categories include but are not limited to: advisor retention and human capital; market, portfolio and product; strategic and performance; operational; and legal, compliance and regulatory risks.

The Board is responsible for monitoring principal business risks and the implementation of the Company's risk management framework. The Board exercises its oversight of risk management primarily through its Risk Committee in conjunction with the Audit Committee, MRCC and Governance Committees. Through these committees and with the assistance of management, the Board identifies the principal risks of the Company's businesses and oversees the risk control environment. The Risk Committee receives regular reports on key risks affecting RF Capital Group. The Audit Committee is mandated to ensure that the Company manages financial reporting risks and maintains a sufficient internal control framework. The MRCC is responsible for reviewing the alignment of the Company's compensation programs and policies with sound risk management principles. In addition, we have several internal committees, and the boards of directors of our regulated entities, comprised of executives and senior management that monitor key risks. The Company's operational risk management group, which is independent of the business lines, also supports this risk management framework.

For more information regarding the risks associated with the Company's business and operations, see the Company's Management Discussion & Analysis for the period ended December 31, 2022, which is available at www.sedar.com and the Company's website at this [link](#).

Succession planning and evaluation of management performance

The Board, through its MRCC, supervises the management succession planning processes, which includes the selection, appointment and development of the CEO and executive group. The MRCC assists the Board in its oversight responsibilities regarding succession planning by reviewing the plans and programs for the assessment and development of senior talent. The Board and MRCC evaluate and approve the compensation of the CEO and senior management in a manner that is consistent with prudent incentives.

Integrity of controls and management information

The Board, with the assistance of the Audit Committee, is responsible for ensuring that internal control and management information systems for the organization are in place. The Audit Committee assesses the effectiveness of the Company's internal controls and management information systems through quarterly and annual reports from, and meetings with, the Company's external auditors and senior management.

Approach to Corporate Governance Issues

The Company's key policies are reviewed each year in the context of changing regulation and emerging best practices, with a view to enhancing the organization's governance. The policies are approved by the board annually. The Governance Committee is responsible for reviewing the disclosure of corporate governance practices in this Information Circular and ensuring that the Board's policies and practices stay current with legislation and accepted best practices in corporate governance. As appropriate, the Governance Committee recommends corporate governance policy changes to the Board to meet this objective.

Fostering a culture of integrity and ethical business conduct

The Board adopted a written code of business conduct and ethics (the Code), which sets out basic principles to guide all directors, officers and employees of the RF Capital Group. The issues that the Code addresses include the following:

- compliance with laws, rules and regulations;
- conflicts of interest;
- confidentiality;
- protection and proper use of the RF Capital Group assets;
- competition and fair dealing;
- gifts and entertainment; and
- reporting of any illegal or unethical behaviour.

The Governance Committee, which is appointed by the Board, is responsible for monitoring the Code, granting any waivers from the application of the Code, reviewing management's monitoring of compliance with the Code and obtaining reports from the Chief Compliance Officer and other members of management, that employees of the RF Capital Group are in conformity with the Code.

At least annually, the Governance Committee reviews the adequacy of the Code and recommends any proposed changes to the Code to the Board for approval.

The Code is available at the “*Corporate Governance*” section of the Company's website at this [link](#).

Pursuant to its mandate, the Board is responsible, to the extent feasible, for satisfying itself as to the integrity of the CEO and other executive officers and their efforts to create a culture of integrity throughout the organization. Additionally, the Board's mandate sets out a specific expectation that the directors should conduct themselves in accordance with the Code.

The RF Capital Group is committed to conducting its business in a lawful and ethical manner. Directors, officers, and employees of the RF Capital Group are expected to talk to supervisors, managers, or other appropriate personnel about observed illegal or unethical behaviour and when in doubt about the best course of action in a particular situation. It is the policy of the RF Capital Group not to allow retaliation for reports of misconduct by others made in good faith. The foregoing commitment of the RF Capital Group is evidenced by the Board's adoption of a policy regarding employee complaint procedures for accounting and auditing matters, which sets out procedures for the confidential submission of good faith complaints relating to any questionable accounting or auditing matter and the RF Capital Group's commitment not to allow retaliation for such reporting.

Governance Practices

Board Interlocks

A board interlock refers to the situation in which two or more members of the Board also serve together as members of the board of directors of another public company. Although the Board does not set a formal limit on the number of interlocking board and committee memberships, it will review them should they arise and approve the disclosure of them in the Company's management information circular. As of March 20, 2023, no members of the Board served together on the boards of other public companies. The Governance Committee also monitors the number of outside boards that directors sit on against the

expectation that such membership will not impair the director's time and availability and for their commitment to the Company. In considering whether to approve a director's request, the Governance Committee considers the matter on a case-by-case basis, taking into consideration all relevant factors, including, but not limited to, the requesting director's other directorships, other employment commitments and the time commitment associated with membership on another board or committee.

Independent Chair of the Board

We believe that the separation of the positions of President and CEO and Chair of the Board contributes to allowing the Board to function independently of management. The Chair of the Board's responsibilities include establishing, in consultation with the CEO, CFO, directors and senior management of the RF Capital Group, as appropriate, the agendas for each meeting of the Board.

Board and Committee Meetings

It is expected that the Board will meet at least five times each year (and more frequently, if required). The Audit Committee and Risk Committee will also each meet at least four times each year, while the Governance Committee and MRCC will each meet at least twice each year or more frequently, if required. The agenda for each committee meeting is established by the Chair of that committee in consultation with appropriate members of the committee and senior management of the RF Capital Group, as appropriate. Additionally, to the extent not serving as an appointed member, the Chair of the Board is an *ex officio* member of each committee who attends, but does not vote on matters, at such committee meetings.

Sessions With the CEO

To ensure strong communication with the CEO, the independent directors meet with the CEO (with no other members of management present) at every scheduled meeting of the Board and otherwise as the independent directors determine.

Sessions Without Management

To ensure free and open discussion and communication among directors, the independent directors meet in executive session with no other directors or members of management present at the beginning and conclusion of every regularly scheduled Board meeting and otherwise as the independent directors determine. The Chair of the Board presides at any such executive sessions, unless the independent directors determine otherwise.

Board Composition

A core responsibility of the Board's Governance Committee, which is composed entirely of independent directors, is to identify and recommend to the Board individuals qualified to become members of the Board (either as a nominee for election or in the event of a vacancy), based upon Board-approved criteria, which include:

- judgement, character, expertise, skills and knowledge useful to the oversight of the RF Capital Group's business;
- diversity of viewpoints, backgrounds, experiences and other demographics;
- business or other relevant experience (including previous board experience and existing commitments); and
- the extent to which the interplay of the individual's expertise, skills, knowledge and experience with that of other members of the Board will build a board that is effective, collegial and responsive to the needs of the RF Capital Group.

The Board, taking into consideration the recommendations of the Governance Committee, is responsible for selecting the nominees for election to the Board and for appointing directors to fill vacancies. It is the sense of the Board that, absent special circumstances, the Board should consist of no more than 11 members and no less than nine members to facilitate its effective functioning.

Independence

The Governance Committee also is responsible for initially assessing, against the Company's categorical standards for directors independence, whether a candidate would be independent and advising the Board of that assessment. The Board, taking into consideration the assessment of the Governance Committee, will decide as to whether a nominee or appointee would be independent of the Company, and of the Company's principal shareholder, RFGL.

Tenure and Term Limits

The average tenure of the current directors is 5.14 years, with six of the directors being appointed within the last three years.

The Board does not have a retirement policy or mandatory age for the retirement of its directors, as it does not believe that such arbitrary limits are in the best interest of the Company. Instead, the Governance Committee reviews the composition of the Board on a regular basis in relation to: (i) the Company's identified criteria and skill requirements; (ii) the results of the annual effectiveness evaluation program; and (iii) anticipated Board succession needs, and recommends changes as appropriate to renew the Board.

Further, the Company's form of proxy provides shareholders the ability to vote for or withhold from voting for each individual director proposed for election to the Board.

Director Orientation and Continuing Education Program

Management, working with the Governance Committee, provides an orientation and education program for new directors to familiarize them with the RF Capital Group and its businesses. Each new director is provided with the Company's orientation package which contains copies of key documents, including, among other items, the Company's code of ethics and business conduct, insider trading and continuous disclosure policies, board and committee charters and current financial information. New directors can access detailed background information about the Company such as the role and expectations of the Board and its Committees, as well as information regarding the Company's strategy and operations, meeting material and minutes, governance practices, and annual and quarterly financial information. New directors are also given the opportunity to meet with members of senior management.

Orientation is tailored to the new director's specific needs and experiences and expected Board committee responsibilities. New directors are encouraged to attend all Board Committee meetings during their first year, and to request any supplemental information they need to further their understanding and knowledge to equip them for service on the Board and its committees.

Further, throughout 2022 the Board continued to be actively engaged with the management team and other external advisors as it has implemented and refined the Company's long-term strategy. They participated in numerous update and touchpoint sessions, which served to also provide the directors with a comprehensive and updated orientation, overview and analysis of the Company and its businesses.

The Board also recognizes the importance of ongoing education for directors. Directors are encouraged to attend seminars, conferences or other programs to help ensure they stay current on relevant issues such as corporate governance, financial and accounting practices and corporate ethics. The Company is a member of the Institute of Corporate Directors (the ICD) and the

Company pays the cost of this membership for directors. As well, written materials likely to be of interest to directors are included in a “reference material” section in the Board and committee meeting materials.

Ongoing educational needs of directors are identified through the annual Board evaluation process, in one-on-one meetings with the Chair of the Board, and during discussions of certain topics at Board and committee meetings. Presentations are regularly made at Board and committee meetings on various aspects of the organization’s business and operations, including regular updates on emerging regulatory and governance matters, and periodically made on topical areas to deepen the directors’ familiarity with the Company and its affairs. In 2022, Board and committee meetings included materials relating to strategic planning, regulatory updates, risk oversight and corporate governance developments.

Position Descriptions

Board and Committee Chairs

The Board and its committees each operate within written charters established and periodically reviewed by the Board that effectively constitute the criteria by which the roles and responsibilities of the members and Chairs are assessed.

In accordance with position descriptions that have been established by the Board, the Chair of the Board and of each committee are responsible for establishing the agenda for each Board or committee meeting, as applicable, in consultation with members of the Board or committee and senior members of the RF Capital Group, as appropriate.

In addition to chairing all Board meetings and setting the Board’s agenda, the Chair’s role is to facilitate discussions among the company’s independent directors, and to facilitate communication between the independent directors and the Company and its management. The Chair is also charged with the responsibility of leading the Board and organizing it to function in partnership with, but independent of, management to facilitate the achievement of the goals of the Company. The Chair reviews any comments or requests made by an independent director and oversees the process by which unfettered information regarding the Company’s activities is made available to independent directors. The Chair is also responsible for reviewing any performance issues of any director.

Chief Executive Officer

The CEO’s position description is set out in broad terms in his employment agreement. The CEO provides leadership to the Company and, subject to approved policies and the discretion of the Board, oversees the management of the business and affairs of the RF Capital Group. The Board and the MRCC evaluate the CEO based on the Company’s success executing against its strategies and business priorities, and the Company’s financial performance considering capital market and economic conditions. The CEO’s mandate and responsibilities are primarily established through this evaluation and communicated to the CEO.

Board Committees

The Board has four standing committees: Governance, Audit, Risk and Management Resources & Compensation (MRCC). Each of these committees operates pursuant to a written charter which are available at the “*Corporate Governance*” section of the Company’s website at this [link](#).

Please also see pages 35 – 38 of this Information Circular for reports of each of the Board’s committees, which outline the primary charter responsibilities of the Company’s Governance, Audit Committee, Risk Committee and MRCC and provides confirmation that each committee fulfilled those mandates.

Assessments

The Governance Committee, in conjunction with the Chair of the Board, conducts an annual assessment of the Board's effectiveness. The Board reviews the assessment process each year, updating it as necessary to reflect evolving best practices and requirements.

The Company's annual assessment process is currently comprised of the following components.

- *Board and Committee Performance Evaluations:* In respect of each year, the directors complete a questionnaire designed to assess the performance of the Board against key responsibilities and objectives set out in the Board's mandate and each committee's respective charter. The directors are also asked to assess the performance of the chair of the Board and the chair of each committee. The questionnaires are designed to solicit subjective feedback in key areas and suggestions for improvement.
- *Individual Director Assessments:* The directors also complete a written self and peer review to assess individual directors on attributes that are key to an effective board, including, among others, meeting attendance, preparation, contribution, communication and collaboration. The process is then further complemented by one-on-one meetings between the Chair of the Board and each director.

Evaluation Results: The results of the evaluations are summarized, on a confidential basis, and reported to the Chair of the Governance Committee and Chair of the Board. Thereafter, the results of the evaluation process are reviewed and considered by the Governance Committee and the Board, which consider whether any changes to the Board's processes, composition or committee structure are appropriate. Matters requiring follow-up are identified and action plans are developed to address any matters raised in the assessment. The Governance Committee and Board also review and consider any proposed changes to the Board's Governance Guidelines or the respective committee charters as may be determined to be appropriate. Lastly, the results of the assessment process are considered by the Governance Committee and Board when reviewing and making determinations regarding the composition of the Board.

Environmental, Social and Governance Oversight

2022 marked a significant ESG milestone for the Company and the Board. The Governance Committee, which is responsible for the oversight of the Company's ESG activities, approved an ESG roadmap that includes the phased adoption of the Sustainability Accounting Standards Board (SASB) reporting framework for asset managers. While we have always operated with integrity, promoted transparency, and respected individuals and our communities, we now have a formalized process ensuring we are governed accordingly and continue to provide meaningful disclosure to shareholders about our practices.

The use of an ESG framework in our wealth management business is nuanced. Our firm is a collection of wealth and investment advisor practices. Investment advisors make investment decisions autonomously, in the best interests of their clients and within the boundaries of our risk management framework. We can influence the decisions of our investment advisors by providing education and advice, but do not make investment decisions or exercise proxy voting rights at the firm level.

Annually, our employees attest to our Code of Conduct, which codifies our principles and business practices. We also maintain Insider Trading, Electronic Monitoring, and Harassment Policies that specify the standards of behaviour that we expect from our employees – and the repercussions of not adhering to these standards. Our Employee Complaint Procedure for Accounting and Auditing Matters provides our people with an avenue for raising concerns about illegal or unethical behaviour related to accounting or financial reporting matters.

A cornerstone of our business is the rigorous risk management, data privacy, and cybersecurity frameworks that we employ. We consider the security of our clients' and employees' personal information to be essential to the trust they place in us. Our approach starts at the board level – specifically with the establishment of our Risk Committee in 2022 – and cascades through the organization by way of our Enterprise Risk Committee. All our employees must complete annual cybersecurity, anti-money laundering, and anti-terrorist financing training to ensure that they understand their individual roles in protecting our organization and data.

As a regulated wealth management firm, we observe high standards of ethical behaviour. We believe that our standards for communicating transparently and frequently with clients, managing our product shelf, ensuring suitability of clients' investments, and managing conflicts of interest are industry leading. The Company's risk and compliance teams, oversee and monitor activities to ensure that our employees adhere to internal and regulatory standards.

Our 2022 ESG milestones:

Environmental

- Relocated our Toronto offices to a new LEED Platinum certified building
- 72% of our office space is now recognized as Gold or Platinum LEED certified
- Migrated legacy paper-based records into electronic format
- 80-87% of client communications are now converted to electronic form

Social

- Launched a Core Leadership Development program for all corporate executives
- Recognized as a Great Place to Work ® for the fifth consecutive year
- Based on Investment Executive's 2022 Brokerage Report Card, scored 8.8/10 overall, ranking fifth out of 14 firms surveyed and scored 9.3/10 on our Diversity, Equity & Inclusion Policies
- Through our Diversity, Equity & Inclusion efforts, we supported: National Day for Truth and Reconciliation, Black Opportunity Fund, Pride at Work Canada, Black, African & Caribbean and Pride Employee Resources Groups, and Women's Executive Network
- Supported community mental health with a multi-year financial commitment to the CAMH Foundation
- Achieved a 95% completion rate of conflicts of interest training for all registered employees

Please refer to our 2022 Annual Report for more information on our ESG philosophy.

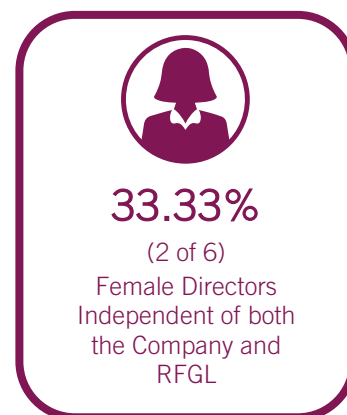
Diversity and Representation

Board Diversity

The Governance Committee believes that the Board should be comprised of directors with a broad range of experience and expertise. It utilizes a skills matrix to identify those areas which are necessary for the Board to effectively carry out its mandate.

The Board also believes that diversity within the organization offers a range of perspectives and enhances operations in the boardroom and in the workforce generally. The Board has adopted a written diversity policy stipulating that, in identifying the highest quality directors, the Governance Committee will take into account diversity considerations such as gender, age and ethnicity, with a view to ensuring that the Board benefits from a broad range of perspectives and relevant experience.

The Governance Committee also sets measurable objectives for achieving diversity and recommends them to the Board for adoption on an annual basis. Broadly considering both gender and those directors that self-identify as Black, Indigenous or racialized persons, three of 10 (30%) of the director nominees bring a diverse perspective and range of experience to the Board. While two of our 10 directors or 20% are women, of the six directors that are independent of both the Company and RFGL, the Company's principal shareholder, two or 33% are women that have been appointed within the last two years. Nevertheless, the Board does not currently meet its representation objective of having not less than three (30%) women on the Board. To achieve this objective the Board will continue its efforts to identify and recruit new director nominees that, at the next independent director vacancy opportunity, will satisfy both the Company's skills and experience requirements as well as its diversity objectives.



The Board's guidelines also require that, in order to support the specific objective of gender diversity, the Governance Committee will include women for consideration as future Board appointments.

Employee Diversity

The Company values its high performing workforce and is supportive of gender diversity, ethnic and racial diversity, and equality within its organization. As at March 20, 2023, four women (44%) serve as members of the Company's nine member senior management team. More broadly, considering both gender and those executive officers that self-identify as Black, Indigenous or racialized persons, six of nine (67%) members of the senior management team bring a diverse perspective and range of experience to the leadership team.

Because of our deep commitment to an inclusive environment, we have openly stated that we expect to achieve greater gender representation in the advisor population, more women in executive and senior positions, more women in all roles universally and more women clients. Our strategic agenda is formulated along with quantifiable objectives in this regard. The Company has engaged a group of leaders to execute this strategy and have committed resources to partner with the Women's Executive Network by sponsoring their Women of Courage Award, a celebration of extraordinary women who face challenges head-on with bravery, compassion, and determination.

Together with the MRCC, the Company has incorporated diversity as a key consideration in its recruitment and succession planning process. By prioritizing the development of the talent pipeline to include women, the Company's goal is to ensure that the senior leadership team will continue to be comprised of individuals with the appropriate skills, experience, character and behavioural qualities to successfully play leadership roles within the organization.

Within our organization, the current representation of women across our Company is as follows.

Representation of Women	
47%	Senior management (Senior Vice President, Vice President and Director level)
57%	Middle management (Branch Management and other Managers)
51%	All employees

Further details regarding the number of women on the Board and in positions that report directly to the Company's CEO is also set out below.

Fiscal ⁽¹⁾	Board of Directors			
	Director Gender Representation Target (%)	Women Directors (#)	Total Directors (#)	Director Gender Representation (%)
2023	30	2	10	20.0
2022	30	2	10	20.0
2021	20	2	11	18.0

Fiscal ⁽¹⁾	Executive Officer Positions			
	Gender Representation Target %	Women Executive Officers ⁽²⁾ (#)	Total Executive Officers ⁽²⁾ (#)	Executive Gender Representation(%)
2023	N/A	4	9	44.4
2022	N/A	4	10	40.0
2021	N/A	3	10	30.0

(1) For each year, information provided is as at the date of the respective management information circular: 2023 – March 20, 2023, 2022 – March 21, 2022 and 2021 – April 19, 2021.

(2) Individuals at the Senior Vice President level reporting directly to the CEO.

Insurance and Indemnification

The Company has purchased, at its expense, directors' and officers' liability insurance policies that provide protection for individual directors and officers of the Company and its controlled subsidiaries solely while acting in their capacity as such. The insurance policies provide for a limit of \$40 million per claim and in the aggregate, as well as excess difference-in-conditions coverage of \$20 million. The policies are in effect until October 20, 2023. Included in the \$40 million aggregate program, the Company has an integrated directors and officers indemnification reimbursement clause, which provides for payments on behalf of the Company when the law permits or requires the Company to provide an indemnity to a director or an officer. This coverage is subject to a \$1 million deductible applicable to the Company. This policy also applies in circumstances in which the Company may not be permitted, required or financially able to indemnify its directors and officers for their actual or alleged wrongful acts while acting in that capacity. The deductible does not apply for non-indemnifiable claims against directors and officers.

The premiums paid by the Company relating to directors' and officers' liability insurance are approximately \$455,883 per annum.

Pursuant to its by-laws, the Company provides for the indemnification of the directors and executive officers of the Company, or of any individual who has acted in a similar capacity for another entity at the Company's request, from and against liability and costs in respect of any action or suit against them in connection with the execution of their duties or office, either for the Company or any such other entity, subject to certain customary limits.

Interest of Informed Persons in Material Transactions

To the knowledge of the Company, after due inquiry, except as may be described elsewhere in this Information Circular, no informed person (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) of the Company, no proposed director of the Company, and no known associate or affiliate of any such informed person or proposed director, has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction that has materially affected or would materially affect the Company or any of its subsidiaries.

Auditors

KPMG LLP, Chartered Professional Accountants, located in Toronto, Ontario, are the Company's independent external auditors.

Additional Information

Current financial information for the Company is provided in Company's consolidated comparative financial statements and management's discussion and analysis for the most recently completed financial year. This information and additional information relating to the Company can be found at www.sedar.com and www.rfcapgroup.com.

Copies of the Company's Annual Information Form, Annual Report (including management's discussion and analysis and financial statements), and this Information Circular may be obtained upon request to the Company's Investor Relations group by email at investorrelations@rfcapgroup.com or by telephone at 416-943-6169.

Directors' Approval

The contents and the sending of this Information Circular have been approved by the Board.

DATED at Toronto, Ontario, on March 20, 2023.

"Tim Wilson"

Tim Wilson, CPA, CA
Senior Vice-President, Chief Financial Officer

SCHEDULE A

Mandate of the Board of Directors

A. Purpose

The Board of Directors is elected by the Company's shareholders to supervise the management of the business and affairs of the Company, in the best interests of the Company.

B. Responsibilities

The Board of Directors shall be responsible for:

- to the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer and other executive officers and that the Chief Executive Officer and other executive officers create a culture of integrity throughout the organization,
- reviewing and approving, on at least an annual basis, the strategic planning and business objectives that are submitted by management and monitoring the implementation by management of the strategic plan,
- identifying the principal business risks of the RF Capital Group and supervising the implementation and monitoring of appropriate risk management systems, with the Risk Committee assisting the Board of Directors in the monitoring of implemented risk management systems and monitoring of the risks and reporting on these matters regularly to the Board of Directors,
- overseeing the Company's environmental, social and governance initiatives and their integration across the organization,
- ensuring, with the assistance of the Governance Committee, the effective functioning of the Board of Directors and its committees in compliance with the corporate governance requirements of applicable Canadian securities legislation and policies, and that such compliance is reviewed periodically by the Governance Committee,
- ensuring internal control and management information systems for the RF Capital Group are in place, and reviewed periodically by the Audit Committee, with the Audit Committee assessing the effectiveness of the internal control and management information systems through meetings held with the external auditors, as appropriate, and senior management and a review of reports prepared by senior management,
- with the assistance of the Management Resources & Compensation Committee, ensuring appropriate and effective incentive compensation programs are in place for RF Capital Group employees and compensation paid to executive officers of the RF Capital Group (exclusive of compensation received in accordance with the incentive compensation programs of RF Capital Group) is appropriate and fair,
- develop clear position descriptions for the Chair of the Board of Directors and the chair of each committee,
- monitoring the establishment of appropriate systems for succession planning,
- ensuring that the Company has in place a policy for effective communication with securityholders, other stakeholders and the public generally, and
- setting out measures for receiving feedback from stakeholders (e.g. the Board may wish to establish a process to permit stakeholders to directly contact independent directors).



RF Capital Group Inc.
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