

## 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](http://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](mailto: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