

Notice of 2024 Annual Meeting of Common Shareholders

When

Tuesday, June 4, 2024
1:30 p.m. (Eastern Time)

Where

Toronto Region Board of Trade
3rd Floor, The Quay
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, 2023, 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 April 15, 2024, 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 1:30 p.m. (Eastern Time) on Friday, May 31, 2024.

To be valid, registered shareholders must submit the Form of Proxy to TSX Trust Company no later than 1:30 p.m. (Eastern Time) on Friday, May 31, 2024: (i) by mail in the enclosed postage prepaid envelope to the TSX Trust Company Proxy Department, P. O. Box 721, Agincourt, Ontario M1S 0A1; (ii) by internet at www.meeting-vote.com ; (iii) by call toll-free in North America at 1-(888)-489-5760; (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.

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
April 15, 2024