

# TRICON CAPITAL GROUP INC.

## Annual and Special Meeting of Shareholders held on May 24, 2017

### REPORT OF VOTING RESULTS

*Pursuant to National Instrument 51-102 Continuous Disclosure Obligations  
Section 11.3*

The following matters were voted on at the Annual and Special Meeting of Shareholders (the “**Meeting**”) of Tricon Capital Group Inc. (“**Tricon**”) held on Wednesday, May 24, 2017. Full details of these matters are set out in the Notice of Meeting and Management Information Circular dated March 29, 2017 (the “**Circular**”), which is available under Tricon’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). The board of directors of Tricon recommended that shareholders vote FOR:

- the election as director of each of the seven nominees listed in the Circular;
- the re-appointment of PricewaterhouseCoopers LLP as auditors of Tricon;
- the approval of a resolution to approve the unallocated entitlements under Tricon’s second amended and restated stock option plan; and
- the approval of a resolution to approve the unallocated entitlements under Tricon’s amended and restated deferred share unit plan.

#### 1. Election of Directors

Each of the seven nominees listed in the Circular was elected to serve as a director of Tricon until the next annual meeting of shareholders or until his or her resignation or until his or her successor is elected or appointed. The outcome of the vote was as follows:

Nominee	Votes For		Votes Withheld	
	Number	%	Number	%
David Berman	76,212,787	91.95	6,673,548	8.05
J. Michael Knowlton	78,464,236	94.66	4,422,099	5.34
Peter D. Sacks	80,071,237	96.60	2,815,098	3.40
Sian M. Matthews	80,397,050	97.00	2,489,285	3.00
Ira Gluskin	82,336,572	99.34	549,763	0.66
Gary Berman	76,245,700	91.99	6,640,635	8.01
Geoff Matus	73,373,778	88.52	9,512,557	11.48

## 2. Appointment of Auditors

PricewaterhouseCoopers LLP was reappointed as the auditors of Tricon and the board of directors of Tricon was authorized to fix the auditor's remuneration. The outcome of the vote was as follows:

Votes For		Votes Withheld	
Number	%	Number	%
82,025,009	98.92%	894,948	1.08%

## 3. Resolution To Approve Unallocated Entitlements Under Stock Option Plan

The resolution approving the unallocated entitlements under Tricon's second amended and restated stock option plan, was approved. The outcome of the vote, conducted by ballot, was as follows:

Votes For		Votes Against	
No.	%	No.	%
73,341,515	88.48	9,551,033	11.52

## 4. Resolution To Approve Unallocated Entitlements Under Deferred Share Unit Plan

The resolution approving the unallocated entitlements under Tricon's amended and restated deferred share unit plan, was approved. The outcome of the vote, conducted by ballot, was as follows:

Votes For		Votes Against	
No.	%	No.	%
49,032,770	59.15	33,859,778	40.85

DATED this 24<sup>th</sup> day of May, 2017.

**TRICON CAPITAL GROUP INC.**

Per: "David Veneziano"  
Name: David Veneziano  
Title: Vice President & General Counsel