



DIFFERENCE CAPITAL FINANCIAL INC.

tel: 416 649 5085

200 Front Street West, Suite 2504, Toronto, Ontario M5V 3L1

June 28th, 2017

British Columbia Securities Commission
 Alberta Securities Commission
 Saskatchewan Financial Services Commission, Securities Division
 Manitoba Securities Commission
 Ontario Securities Commission
 Québec Autorité des marchés financiers
 New Brunswick Securities Commission
 Nova Scotia Securities Commission
 Prince Edward Island Securities Office
 Securities Commission of Newfoundland and Labrador

Dear Sirs:

Re: Difference Capital Financial Inc. (the 'Company')
Report of Voting Results pursuant to section 11.3 of National Instrument 51-102 -
Continuous Disclosure Obligations ('NI51-102')

Following the annual meeting of shareholders of Difference Capital Financial Inc. held on June 28th, 2017, (the 'Meeting'), and in accordance with section 11.3 of NI51-102, we hereby advise you of the following voting results obtained at the Meeting:

Item Voted Upon	Voting Result		
1. Election of the Directors nominated in the Company's management information circular dated May 30 th , 2017	* The nominees proposed by management were elected by shareholders by ballot, as follows:		
		<u>Votes For</u> <u>Votes Withheld</u>	
	Michael Wekerle	2,334,480 (97.06%)	70,671 (2.94%)
	Henry Kneis	2,334,550 (97.06%)	70,601 (2.94%)
	Wayne Gudbranson	2,401,930 (99.87%)	3,221 (0.13%)
	John Albright	2,334,630 (97.07%)	70,521 (2.93%)
	Corey Delaney	2,334,630 (97.07%)	70,521 (2.93%)

2. Appointment of Ernst & Young LLP, Chartered Accountants, as the Company's auditors and authorization for the Board of Directors to fix their remuneration	* The resolution was approved by shareholders on a show of hands

Trusting the whole is to your satisfaction, we remain,

Yours faithfully,

DIFFERENCE CAPITAL FINANCIAL INC.

"Henry Kneis"

per: Henry Kneis
Chief Executive Officer