

# Trisura Group Ltd.

## REPORT ON VOTING RESULTS

### Special Meeting of Shareholders December 11, 2017

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*National Instrument 51-102 – Continuous Disclosure Obligations (“NI 51-102”) - Section 11.3*

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The special meeting of shareholders of Trisura Group Ltd. (the “Company”) was held on Monday, December 11, 2017 at 10:00 a.m. at Torys LLP, 79 Wellington Street West, 33<sup>rd</sup> Floor, TD South Tower, Toronto, Ontario, M5K 1N2 (the “Meeting”). At the Meeting, there were 227 shareholders of the Company (“Shareholders”) represented in person or by proxy holding 3,547,469 common shares of the Company (the “Common Shares”), representing 61.02% of the Company’s 5,813,352 issued and outstanding Common Shares on the record date for the Meeting.

In accordance with section 11.3 of NI 51-102, the Company reports the following voting results obtained at the Meeting:

#### *Share Consolidation and Split*

The special resolution approving the consolidation of the Common Shares so that every 10 Common Shares will be consolidated into one Common Share (pursuant to which Shareholders who hold in the aggregate less than one newly consolidated Common Share will then receive a cash payment in exchange for such fractional Common Share), followed by an immediate share split of every newly consolidated one Common Share into 10 Common Shares, the full text of which is set out in appendix A to the Company’s management information circular dated October 31, 2017 (the “Circular”), was approved at the Meeting:

#### *Special Resolution*

<b>Votes For</b>		<b>Votes Withheld</b>	
Number of Votes	Percentage of Votes	Number of Votes	Percentage of Votes
3,531,261	99.54%	16,208	0.46%

#### *Majority of Minority Approval\**

<b>Votes For</b>		<b>Votes Withheld</b>	
Number of Votes	Percentage of Votes	Number of Votes	Percentage of Votes
2,517,503	99.36%	16,208	0.64%

\* Excludes 1,013,758 Common Shares held by persons described in items (a) through (d) of section 8.1(2) of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*.

***Share Option Plan***

The resolution approving and ratifying the share option plan of the Company and the grants of options made to date thereunder, the full text of which is set out in appendix C to the Circular, was approved at the Meeting:

<b>Votes For</b>		<b>Votes Withheld</b>	
Number of Votes	Percentage of Votes	Number of Votes	Percentage of Votes
2,759,738	90.12%	302,490	9.88%

***Other Business***

There were no other matters coming before the Meeting that required a vote by Shareholders.

**TRISURA GROUP LTD.**

By: /s/ "Simon Chernin"

Name: Simon Chernin

Title: Secretary

Date: December 11, 2017