

**TRICON CAPITAL GROUP INC.**

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
HELD ON MAY 14, 2013**

**REPORT OF VOTING RESULTS**

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

This report on the voting results of the Annual and Special Meeting of Shareholders of Tricon Capital Group Inc. (“**Tricon**”) held on May 14, 2013 in Toronto, Ontario (the “**Meeting**”) is made in accordance with Section 11.3 of National Instrument 51-102 - Continuous Disclosure Obligations. Each of the matters set out below is described in greater detail in the Notice of Meeting and Management Information Circular dated April 16, 2013 (the “**Circular**”), which was mailed to shareholders prior to the Meeting and is available on SEDAR at [www.sedar.com](http://www.sedar.com).

**Election of Directors**

By a vote conducted by a show of hands, each of the five 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, and the outcome was as follows:

Nominee	Votes For		Votes Withheld	
	No.	%	No.	%
David Berman	29,525,442	99.990	3,050	0.010
Geoffrey Matus	29,420,042	99.633	108,450	0.367
Eric Duff Scott	25,530,717	86.461	3,997,775	13.539
J. Michael Knowlton	29,507,066	99.927	21,426	0.073
Aida Tammer	29,507,066	99.927	21,426	0.073

**Appointment of Auditors**

By a vote conducted by a show of hands, Pricewaterhouse Coopers LLP was reappointed as the auditors of Tricon for the 2013 fiscal year, and the outcome was as follows:

Votes For		Votes Withheld	
No.	%	No.	%
29,812,772	99.994	1,800	0.006

### Confirmation of Bylaw Amendment

By a vote conducted by a show of hands, the resolution approving the confirmation of the amendment to Tricon's bylaws, as set out in the Circular, was approved. The outcome was as follows:

Votes For		Votes Against	
No.	%	No.	%
29,518,392	99.966	10,100	0.034

### Reconfirmation Shareholder Rights Plan

By a vote conducted by a show of hands, the resolution approving the reconfirmation of Tricon's shareholder rights plan, as set out in the Circular, was approved. The outcome was as follows:

Votes For		Votes Against	
No.	%	No.	%
24,469,539	82.868	5,058,953	17.132

DATED this 15<sup>th</sup> day of May, 2013.

**TRICON CAPITAL GROUP INC.**

Per: "David Berman"  
Name: David Berman  
Title: Chairman & Chief Executive Officer