

**DIFFERENCE CAPITAL FINANCIAL INC.**

130 Adelaide Street West, Suite 1010, Toronto, Ontario M5H 3P5

tel: 416 649 5090

June 1st, 2016

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 1st, 2016, (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 April 27 th , 2016	* The nominees proposed by management were elected by shareholders by ballot, as follows:		
		<u>Votes For</u>	<u>Votes Withheld</u>
	Michael Wekerle	17,884,519	12,751
		(99.93%)	(0.07%)
	Henry Kneis	17,880,209	17,061
		(99.90%)	(0.10%)
	Jason Marks	17,880,209	17,061
		(99.90%)	(0.10%)
	Riyaz Lalani	17,880,209	17,061
		(99.90%)	(0.10%)
	John Albright	17,880,209	17,061
		(99.90%)	(0.10%)

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						
3. Approval of Stock Option Plan	* The resolution was approved by shareholders by ballot, as follows: <table> <tr> <td><u>Votes For</u></td><td><u>Votes Against</u></td></tr> <tr> <td>15,640,583</td><td>2,256,687</td></tr> <tr> <td>(87.39%)</td><td>(12.61%)</td></tr> </table>	<u>Votes For</u>	<u>Votes Against</u>	15,640,583	2,256,687	(87.39%)	(12.61%)
<u>Votes For</u>	<u>Votes Against</u>						
15,640,583	2,256,687						
(87.39%)	(12.61%)						

Trusting the whole is to your satisfaction, we remain,

Yours faithfully,

DIFFERENCE CAPITAL FINANCIAL INC.

"Henry Kneis"

per: Henry Kneis
Chief Executive Officer