

**COUNTERPATH CORPORATION**  
Annual Meeting of Shareholders

**REPORT OF VOTING RESULTS**

September 14, 2017

British Columbia Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission

Dear Sirs/Mesdames:

In accordance with Section 11.3 of National Instrument 51-102 - *Continuous Disclosure Obligations*, the matters voted upon at the annual meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of CounterPath Corporation (the "**Company**") held on Tuesday, September 12, 2017 were decided as follows:

*Election of Directors*

At the Meeting, the Shareholders voted on the election of the directors with the following votes:

	<b>For</b>	<b>Against</b>	<b>Withheld/Abstain</b>	<b>Non-Votes</b>
<b>Chris Cooper</b>	3,538,015	2,001	603	636,111
<b>Donovan Jones</b>	3,532,209	5,705	2,705	636,111
<b>Bruce Joyce</b>	3,538,015	2,001	603	636,111
<b>Owen Matthews</b>	3,538,015	2,001	603	636,111
<b>Terence Matthews</b>	3,538,011	2,005	603	636,111
<b>Larry Timlick</b>	3,538,011	2,005	603	636,111
<b>Steven Bruk</b>	3,538,011	2,005	603	636,111

As a result, each of Chris Cooper, Donovan Jones, Bruce Joyce, Owen Matthews, Terence Matthews, Larry Timlick and Steven Bruk was elected as a director of the Company until the next annual meeting of Shareholders in 2018 and until such director's successor is elected and has been qualified, or until such director's earlier death, resignation or removal.

*Appointment of BDO Canada LLP, Chartered Professional Accountants*

At the Meeting, the Shareholders ratified the selection of BDO Canada LLP, Chartered Professional Accountants, as the Company's independent registered public accounting firm for the year ending April 30, 2018 and the authorization of the board of directors of the Company to fix their remuneration with the following votes:

<b>For</b>	<b>Against</b>	<b>Withheld/Abstain</b>	<b>Non-Votes</b>
4,174,960	1,190	580	0

*Increase in the number of shares issuable under Deferred Share Unit Plan*

At the Meeting, the disinterested Shareholders approved an increase in the number of shares issuable under the Company's Deferred Share Unit Plan by 200,000 shares with the following votes:

<b>For</b>	<b>Against</b>	<b>Withheld/Abstain</b>	<b>Non-Votes</b>
811,014*	25,421	431	636,111

\*Excluded 2,703,753 shares owned and voted by insiders of the Company who may benefit directly or indirectly from the amendment.