



(the “Corporation”)

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

REPORT OF VOTING RESULTS

In accordance with Section 11.3 of National Instrument 51-102, Continuous Disclosure Obligations, the following is a report of the matters voted on at the Corporation’s Annual and Special Meeting of Shareholders held on December 10, 2021:

(a) **Number of Directors**

The resolution fixing the number of directors of the Corporation at six (6) was passed. The voting results were as follows:

Votes For	% For	Votes Withheld, Against or Not Voted	% Withheld, Against or Not Voted
6,198,989	99.76%	1,258,668	0.24%

(b) **Election of Directors**

The six (6) nominees proposed as directors were elected to hold office until the next annual meeting of shareholders or until his successor is duly elected or appointed. The shares were voted as follows:

	Votes For	% For	Votes Withheld or Not Voted	% Withheld or Not Voted
William Trainer	6,139,236	98.80%	1,418,421	1.20%
Joseph Miller	6,071,676	97.71%	1,485,981	2.29%
Andrew Imanse	6,073,599	97.74%	1,484,058	2.26%
John LaGourgue	5,941,290	95.61%	1,6126,367	4.39%
Christopher Strong	6,072,185	97.72%	1,485,472	2.28%
James White	6,076,469	97.79%	1,481,188	2.21%

(c) **Appointment of Auditor**

The resolution in respect of the re-appointment of Davidson & Company LLP, Chartered Professional, auditors of the Corporation, and authorizing the directors to fix their remuneration, was passed. The voting results were as follows:

Votes For	% For	Votes Withheld, Against or Not Voted	% Withheld, Against or Not Voted
7,541,223	99.78%	16,434	0.22%

(d) **Approval of 10% Rolling Stock Option Plan**

The resolution in respect of the Corporation's 10% Rolling Stock Option Plan which was more particularly described in the Management information circular, was passed. The voting results were as follows:

Votes For	% For	Votes Withheld, Against or Not Voted	% Withheld, Against or Not Voted
5,990,840	96.41%	1,566,817	3.59%

(e) **Approval of Amendment to Deferred Share Unit Plan**

The resolution in respect of the amendment of the Corporation's Deferred Share Unit Plan which was more particularly described in the Management information circular, was passed. The voting results were as follows:

Votes For	% For	Votes Withheld, Against or Not Voted	% Withheld, Against or Not Voted
4,206,034	91.47%	3,351,623	8.53%

(f) **Approval of Amendment to Restricted Stock Unit Plan**

The resolution in respect of the amendment to the Corporation's Restricted Stock Unit Plan which was more particularly described in the Management information circular, was passed. The voting results were as follows:

Votes For	% For	Votes Withheld, Against or Not Voted	% Withheld, Against or Not Voted
4,194,191	91.21%	3,363,466	8.79%

VICINITY MOTOR CORP.

(signed) "William Trainer"
William Trainer
Chief Executive Officer