ECN CAPITAL CORP.

Report of Voting Results Pursuant to Section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*

In respect of the annual meeting of holders of common shares of ECN Capital Corp. (the "Company") held on March 26, 2019 in Toronto, Ontario (the "Meeting"), the following sets forth a brief description of the matters which were considered and voted upon at the Meeting and the outcome of the vote in respect of each matter.

The Scrutineers' report recorded that there were 60 shareholders represented in person or by proxy at the Meeting representing 153,602,261 common shares (or approximately 64.79% of the issued and outstanding common shares of the Company).

Matters Voted Upon at the Meeting

1. **Election of Directors**: The election of directors was conducted by a show of hands. Each of the seven nominees in the Company's management information circular dated February 27, 2018 (the "Circular") were elected to serve until the next annual meeting of shareholders of the Company or until their successors are duly elected or appointed. The percentage of votes cast "for" or "withheld" from the vote are set forth below opposite the name of each elected director based on proxies received.

DIRECTOR	FOR		WITHHOLD	
William Lovatt	144,080,612	98.76%	1,802,367	1.24%
Steven Hudson	145,627,155	99.82%	255,824	0.18%
Paul Stoyan	145,595,706	99.80%	287,273	0.20%
Pierre Lortie	145,583,595	99.79%	299,384	0.21%
David Morris	143,375,353	98.28%	2,507,626	1.72%
Donna Toth	143,829,723	98.59%	2,053,256	1.41%
Carol Goldman	145,287,746	99.59%	595,233	0.41%

2. **Re-appointment of Auditors**: An ordinary resolution to re-appoint Ernst & Young LLP to serve as the independent auditors of the Company and authorizing the directors of the Company to fix the auditors' remuneration was approved by a show of hands.

3. **Approval of Advisory Resolution on Executive Compensation**: The advisory resolution on the Company's approach to executive compensation, as set out in the Circular, was passed as an ordinary resolution of the shareholders of the Company by a vote conducted by ballot. Results of the ballot were: 125,665,237 common shares (86.13%) voted "for" and 20,235,562 common shares voted "against".

4. **Re-Approval of Share Option Plan**: The Option Plan Resolution, as set out in the Circular, re-approving the Company's share option plan, as amended, was passed as an ordinary resolution of the shareholders of the Company by a vote conducted by ballot. Results of the ballot were: 136,630,452 common shares (93.65%) voted "for" and 9,270,347 common shares voted "against".

5. **Re-Approval of Deferred Share Unit Plan**: The DSU Plan Resolution, as set out in the Circular, re-approving the Company's deferred share unit plan, was passed as an ordinary resolution of the

shareholders of the Company by a vote conducted by ballot. Results of the ballot were: 124,927,491 common shares (85.62%) voted “for” and 20,973,308 common shares voted “against”.

6. **Re-Approval of Share Unit Plan**: The Unit Plan Resolution, as set out in the Circular, re-approving the Company’s share unit plan, was passed as an ordinary resolution of the shareholders of the Company by a vote conducted by ballot. Results of the ballot were: 123,376,352 common shares (84.56%) voted “for” and 22,524,447 common shares voted “against”.

Dated this 26th day of March, 2019.

ECN CAPITAL CORP.

By: (signed) “*Loreto Grimaldi*”
Name: Loreto Grimaldi
Title: Senior Vice President, General Counsel & Corporate Secretary