



*Raffles Financial*

**RAFFLES FINANCIAL GROUP LIMITED**

**NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual and Special General Meeting (the “**Meeting**”) of RAFFLES FINANCIAL GROUP LIMITED (the “**Company**”) will be held on **Thursday, January 7, 2021 at Suite 1400, 1125 Howe Street, Vancouver, B.C. V6Z 2K8 at the hour of 4:00 p.m. (PST)** for the following purposes:

1. To receive and consider the Report of the Directors.
2. To appoint auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors.
3. To fix the number of directors at seven (7) and to elect directors to hold office until the next Annual General Meeting.
4. To consider, and if thought fit, pass an ordinary resolution approving the proposed 20% Rolling Stock Option Plan of the Company, as more particularly described in the accompanying Information Circular and to authorize the Directors to make modifications thereto in accordance with the Plan and the policies of the Canadian Securities Exchange.
5. To consider, and if thought fit, pass an ordinary approving the Restricted Share Unit Plan and to reserve common shares of the Company under the Restricted Share Unit Plan, as more particularly described in the accompanying Information Circular.
6. To transact such other business as may properly come before the meeting.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. The report of the auditor and the audited financial statements of the Company for the year ended June 30, 2020 with related management discussion and analysis are in the process of being prepared and when filed can be found on [www.sedar.com](http://www.sedar.com).

**As part of our priority to protect the health and safety of the public and our team members in light of the COVID-19 situation, the Company will still hold a physical meeting, but there will be**

no admittance while the social distancing rules are in place. The Company will allow the opportunity for Shareholders to participate in the Meeting via audio conference call by calling the number provided below. Shareholders will not be able to vote their shares at the Meeting in person and instead are asked to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it by fax or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular to ensure that their shares will be voted at the Meeting. Shareholders will not be able to attend the Meeting in person.

**THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON. THE WEBINAR LOGIN INFORMATION IS PROVIDED BELOW AND IT ENABLES SHAREHOLDERS TO PARTICIPATE IN A VOICE ONLY CONFERENCE CALL. YOU WILL NOT BE ABLE TO VOTE VIA CONFERENCE CALL.**

To Join the webinar please follow link and pre-register your attendance

[https://us02web.zoom.us/webinar/register/WN\\_qsLYuqnOQ1GqqeD\\_8zrd8w](https://us02web.zoom.us/webinar/register/WN_qsLYuqnOQ1GqqeD_8zrd8w)

Dial-in toll-free: 1 -855 703 8985 (Canada); 888 788 0099 or 833 548 0276 (United States);

International Dial In Numbers: <https://us02web.zoom.us/j/kdPt6KfEn2>

Webinar ID: 894 2046 2811

Passcode: 5601127

DATED at Vancouver, B.C., December 3, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
RAFFLES FINANCIAL GROUP LIMITED**

Per: "Charlie In"  
Charlie In, Chairman and Director

## NOTES

1. This Proxy is solicited by the Management of the Company.
2. This form of proxy (“Instrument of Proxy”) must be signed by you, the Registered Shareholder, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and if executed by an attorney, officer, or other duly appointed representative, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.
3. If this Instrument of Proxy is not dated in the space provided, authority is hereby given by you, the Registered Shareholder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the Registered Shareholder, by the Company.
4. **As Registered Shareholders will not be able to vote in person at the Meeting, a Registered Shareholder who wishes to vote on the resolutions, may do the following:**
  - (a) appoint one of the management proxyholders named on the Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). Where no choice is specified by a Registered Shareholder with respect to a resolution set out in the Instrument of Proxy, a management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and for the nominees of management for directors and auditor as identified in this Instrument of Proxy; OR
  - (b) appoint another proxyholder, who need not be a Registered Shareholder of the Company, to vote according to the Registered Shareholder's instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the Meeting in the space provided for an alternate proxyholder. If no choice is specified, the proxyholder has discretionary authority to vote as the proxyholder sees fit.
5. The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any poll of a resolution that may be called for and, if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.

If a Registered Shareholder has submitted an Instrument of Proxy, the Registered Shareholder may still attend the Meeting **and via audio webinar and conference call as outlined in the Notice of meeting.**

To be represented at the Meeting, this proxy form, or other form of proxy, including legal proxies, restricted proxies, voting information forms (VIFs), which meet the proxy requirements set out in the Articles of the Company must be received at the office of the Transfer Agent of the Company, **AST TRUST COMPANY (CANADA), P.O. Box 721, Agincourt, ON M1S 0A1, by mail or by fax (416-368-2502) or toll free in Canada and United States 1-866-781-3111) no later than forty eight (48) hours** (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting.