



**Annual and Special Meeting of Common Shareholders  
October 6, 2020 at 10:00 a.m. (EST)**

## **VOTING INFORMATION**

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### **REGISTERED COMMON SHAREHOLDERS**

You are a registered Common Shareholder (a “**Registered Common Shareholder**”) if the Common Shares you own are registered in your name and appear on a Common Share certificate as of the Record Date.

If you are a Registered Common Shareholder, you are able to vote on the items of business set out in this Information Circular virtually at the Meeting, or, if you are unable to attend the virtual Meeting, by completing and submitting the accompanying **BLUE** form of proxy in advance of the Meeting.

**If you wish to attend and vote at the Meeting**, you can log in online as set out below:

- Log in online at <https://web.lumiagm.com/466952326>;
- Click “I have a control number”;
- Enter your 13-digit control number from your **BLUE** form of proxy; and
- Enter the password “gmcapital2020” (case sensitive).

Once you log in to the virtual Meeting and you accept the terms and conditions, you will be revoking any and all previously submitted proxies, but will then be provided the opportunity to vote by ballot on the matters put forth at the Meeting. If you wish to attend the Meeting, but do not wish to revoke all previously submitted proxies, you should enter the Meeting as a guest. See “*How to Attend the Meeting*” below for details.

**If you do not wish to attend the Meeting**, you may either complete and submit the accompanying **BLUE** form of proxy in advance of the Meeting per the instructions therein or you may authorize another person – called a proxyholder – to attend the Meeting and represent your Common Shares for you. This person does not have to be a shareholder. This is called voting by proxy. You may either tell your proxyholder how you want to vote, or let them choose for you.

If you are appointing a proxyholder other than the representatives of management of the Company whose names are printed on the **BLUE** form or proxy, **YOU MUST** return your proxy to AST **AND** register your proxyholder by contacting AST at 1-866-751-6315 (within North America) or 212-235-5754 (outside North America) before the proxy cut-off, and provide AST with the required information for your proxyholder, so that AST may provide the proxyholder with a control number. This control number will allow your proxyholder to log in to and vote at the Meeting online. **WITHOUT A CONTROL NUMBER, YOUR PROXYHOLDER WILL NOT BE ABLE TO VOTE OR ASK QUESTIONS AT THE MEETING. THEY WILL ONLY BE ABLE TO ATTEND THE MEETING ONLINE AS A GUEST.** See “*Voting By Proxy*” below.

To be valid, your **BLUE** form of proxy must be received by AST by 10:00 a.m. (Prevailing Eastern Time) on October 2, 2020 (or at least 48 hours, excluding weekends and holidays, prior to any reconvened Meeting

in the event of any adjournment or postponement of the Meeting): (i) by mail in the enclosed postage prepaid envelope; (ii) by internet at [www.astvotemyproxy.com](http://www.astvotemyproxy.com); (iii) by toll-free telephone at 1-888-489-5760; (iv) by email to [proxyvote@astfinancial.com](mailto:proxyvote@astfinancial.com); (v) by delivery in person to 1 Toronto Street, Suite 1200, Toronto, Ontario, M5C 2V6; or (vi) by facsimile to 416-368-2502 or 1-866-781-3111 (toll free), Attention: Proxy Department.

Please note that voting by proxy is separate and apart from voting electronically through the online virtual meeting platform.

Registered Common Shareholders may also elect to vote electronically by proxy in respect of any matter to be acted upon at the Meeting. Votes cast electronically are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper form of proxy. To vote electronically, interested Registered Common Shareholders are asked to go to the website shown on the **BLUE** form of proxy and follow the instructions provided. Please note that each Registered Common Shareholder exercising the electronic voting option will need to refer to the control number indicated on their proxy form to identify them in the electronic voting system. Registered Common Shareholders should also refer to the instructions on the proxy form for information regarding the deadline for voting shares electronically.

## **NON-REGISTERED COMMON SHAREHOLDERS**

You are a non-registered Common Shareholder (a “**Beneficial Common Shareholder**”) if the Common Shares you own are registered in the name of an intermediary such as your broker, an agent or nominee of that broker or another intermediary. Most Common Shareholders are Beneficial Common Shareholders. If you are a Beneficial Common Shareholder, along with this Information Circular, you will receive a voting instruction form from your intermediary, which will relate to those Common Shares that are held on your behalf. Your intermediary is required by Canadian securities laws to seek voting instructions from you as a Beneficial Common Shareholder in advance of the Meeting.

**If you wish to vote online at the Meeting**, you may only do so as a duly appointed proxyholder for the registered intermediary holder. Beneficial Common Shareholder who have not duly appointed themselves as proxyholders may attend the Meeting as guests. Guests will be able to listen to the Meeting online, but will not be able to vote or ask questions at the Meeting. This is because our transfer agent, AST, does not have a record of GMP’s Beneficial Common Shareholders, and as a result, will have no knowledge of your shareholdings or entitlement to vote, unless you exercise your right to appoint yourself or someone other than the Chair and his alternate, as proxyholder. If you wish to do this, you must follow the instructions of your intermediary on how to vote your Common Shares by proxy.

**If you do not wish to attend the online Meeting**, you can instruct your intermediary as to how you want your Common Shares to be voted at the Meeting by completing the voting instruction form provided by your intermediary. Return your voting instruction form as instructed by your intermediary. You should carefully follow the voting instructions provided by your intermediary in order to ensure that your Common Shares are voted at the Meeting. The control number printed on the **BLUE** voting information form can be used for internet and telephone voting purposes by the proxy cut-off; however, that control number will not be valid for online voting at the Meeting.

Remember that your intermediary must receive your voting instruction form in sufficient time for your intermediary to act on it. To be valid, your **BLUE** voting information form must be received by AST by 10:00 a.m. (Prevailing Eastern Time) on October 2, 2020 (or at least 48 hours, excluding weekends and holidays, prior to any reconvened Meeting in the event of any adjournment or postponement of the Meeting): (i) by mail in the enclosed postage prepaid envelope; (ii) by internet at [www.astvotemyproxy.com](http://www.astvotemyproxy.com); (iii) by toll-free telephone at 1-888-489-5760; (iv) by email to

proxyvote@astfinancial.com; (v) by delivery in person to 1 Toronto Street, Suite 1200, Toronto, Ontario, M5C 2V6; or (vi) by facsimile to 416-368-2502 or 1-866-781-3111 (toll free), Attention: Proxy Department.

If you are appointing a proxyholder (which does not need to be a GMP shareholder) other than the representatives of management of the Company whose names are printed on the **BLUE** voting information form, **YOU MUST** return your **BLUE** voting information form to AST **AND** register your proxyholder by contacting AST at 1-866-751-6315 (within North America) or 212-235-5754 (outside North America) before the proxy cut-off, and provide AST with the required information for your proxyholder, so that AST may provide the proxyholder with a control number. This control number will allow your proxyholder to log in to and vote at the Meeting online. **WITHOUT A CONTROL NUMBER, YOUR PROXYHOLDER WILL NOT BE ABLE TO VOTE OR ASK QUESTIONS AT THE MEETING. THEY WILL ONLY BE ABLE TO ATTEND THE MEETING ONLINE AS A GUEST.**

## **ATTENDING AND VOTING AT THE MEETING**

Out of an abundance of caution and due to the uncertain public health impact of the global COVID-19 pandemic and in consideration of the health and safety of our shareholders, colleagues and the broader community, this year's meeting will be held in a virtual meeting format only. Registered Common Shareholders and duly appointed proxyholders will have an equal opportunity to attend, ask questions and vote at the Meeting online. Common Shareholders will not be able to physically attend the Meeting.

### ***How to Attend the Meeting***

Registered Common Shareholders and duly appointed proxyholders, including Beneficial Common Shareholders who have duly appointed themselves as proxyholders and registered their appointment with AST as described below, will be able to attend, ask questions and vote online by ballot at the appropriate times during the Meeting. To join the Meeting:

- Log in online at <https://web.lumiagm.com/466952326>;
- Click "I have a control number";
- Enter your 13-digit control number from your **BLUE** form of proxy (for Registered Common Shareholders) or provided to you by AST after registering your appointment (for duly appointed proxyholders); and
- Enter the password "gmpcapital2020" (case sensitive).

Once you log in to the virtual Meeting and you accept the terms and conditions, you will be revoking any and all previously submitted proxies. However, in such a case, you will be provided the opportunity to vote by ballot on the matters put forth at the Meeting. If you wish to attend the Meeting online, but do not wish to revoke all previously submitted proxies, do not accept the terms and conditions, in which case you should enter the Meeting as a guest.

To find your control number:

- **Registered Common Shareholders:** The control number is located on the **BLUE** form of proxy you received.
- **Duly appointed proxyholders:** AST will provide the proxyholder with a control number after the proxy voting deadline has passed and the proxyholder has been duly appointed **AND** registered as described in "Voting by Proxy" below.

Guests, including Beneficial Common Shareholders who have not duly appointed themselves as proxyholder, can listen to the Meeting. Guests are not able to vote or ask questions at the Meeting. To join the Meeting as a guest:

- Log in online at <https://web.lumiagm.com/466952326>;
- Click “I am a guest”; and
- Enter your full name and e-mail address.

If you attend the Meeting online, it is important that you remain connected to the internet for the duration of the Meeting in order to vote when balloting commences. It is your responsibility to ensure that you remain connected. Online check-in will begin one hour prior to the meeting on October 6, 2020, at 9:00 a.m. (Prevailing Eastern Time). The Meeting will begin promptly at 10:00 a.m. (Prevailing Eastern Time) on October 6, 2020, unless otherwise adjourned or postponed. You should allow ample time for the online check-in procedures. For any technical difficulties or trouble accessing the virtual-only Meeting, please go to: <http://go.lumiglobal.com/faq>.

## VOTING BY PROXY

Whether or not you plan to attend the Meeting online, Common Shareholders still vote by submitting their proxy in advance of the Meeting by one of the methods described in this Information Circular and the accompanying **BLUE** form of proxy or **BLUE** voting information form. Voting by proxy means you are giving the persons or person named in your **BLUE** form of proxy the authority to attend the Meeting and vote your Common Shares for you. **The enclosed BLUE form of proxy names the Chair and his alternate, each a director or officer of GMP, as your proxyholder. You have the right to appoint another person or company to be your proxyholder other than the Chair and his alternate as set out on the BLUE form of proxy.** To do so, fill in that person’s name in the blank space located near the top of the enclosed **BLUE** form of proxy and cross out the name of the Chair and his alternate. If you return the attached **BLUE** form of proxy to AST, and have left the line for the proxyholder’s name blank, then the Chair (or his alternate) will automatically become your proxyholder.

Votes cast by proxy are in all respects equivalent to, and will be treated in the exact same manner as, votes cast in real-time at the virtual Meeting.

Common Shareholders who wish to appoint someone other than the Chair and his alternate as their proxyholder to attend the Meeting as their proxy and vote their Common Shares, including Beneficial Common Shareholders who wish to appoint themselves as proxyholder, **MUST** submit their form of proxy or voting instruction form, as applicable, appointing that person as proxyholder, **AND** register that proxyholder online, as described below. Registering your proxyholder is an additional step that must be completed **AFTER** you have submitted your form of proxy or voting instruction form. **Failure to register the proxyholder will result in the proxyholder not receiving a control number that will act as their online sign-in credentials and is required for them to vote at the meeting. WITHOUT A CONTROL NUMBER, YOUR PROXYHOLDER WILL NOT BE ABLE TO VOTE OR ASK QUESTIONS AT THE MEETING. THEY WILL ONLY BE ABLE TO ATTEND THE MEETING ONLINE AS A GUEST.**

To be valid, your **BLUE** form of proxy or **BLUE** voting information form must be received by AST by **10:00 a.m. (Prevailing Eastern Time) on October 2, 2020** (or at least 48 hours, excluding weekends and holidays, prior to any reconvened Meeting in the event of any adjournment or postponement of the Meeting): (i) by mail in the enclosed postage prepaid envelope; (ii) by internet at [www.astvotemyproxy.com](http://www.astvotemyproxy.com); (iii) by toll-free telephone at 1-888-489-5760; (iv) by email to

proxyvote@astfinancial.com; (v) by delivery in person to 1 Toronto Street, Suite 1200, Toronto, Ontario, M5C 2V6; or (vi) by facsimile to 416-368-2502 or 1-866-781-3111 (toll free), Attention: Proxy Department. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion, without notice.

If you are a Beneficial Common Shareholder, return your voting instruction form as instructed by your intermediary. Remember that your intermediary must receive your voting instruction form in sufficient time for your intermediary to act on it. You should carefully follow the voting instructions provided by your intermediary in order to ensure that your Common Shares are voted at the Meeting.

## **HOW YOUR PROXY WILL BE VOTED**

You can indicate how you want your proxyholder to vote on the matters listed in the notice of meeting by checking the appropriate boxes on the **BLUE** form of proxy. The Common Shares represented by your **BLUE** form of proxy will be voted or withheld from voting in accordance with your instructions on any ballot that may be called for at the Meeting. If you have specified on the **BLUE** form of proxy how you want to vote on a particular matter, then your proxyholder must cast your votes as instructed.

**If you have NOT specified how to vote on a particular matter, your proxyholder is entitled to vote your Common Shares as he or she sees fit. Please note that if your BLUE form of proxy does not specify how to vote on any particular matter, and if you have authorized the Chair (or his alternate) to act as your proxyholder (by leaving the line for the proxyholder's name blank on the BLUE form of proxy), your Common Shares will be voted at the Meeting as follows:**

- **FOR** the election of the Company's six nominees to the Board;
- **FOR** the appointment of Ernst & Young LLP as auditors of GMP and to authorize the audit committee of the Board to fix the auditors' remuneration;
- **FOR** the approval of the RGMP Transaction Resolution;
- **FOR** the Name Change Resolution;
- **FOR** the approval of the Advance Notice By-law Resolution; and
- **FOR** the approval of the Stated Capital Reduction Resolution.

For more information on these matters, please refer to "*Election of Directors*", "*Appointment of Auditors*", "*Error! Reference source not found.*", "*Name Change*", "*Advance Notice By-Law*" and "*Reduction of Stated Capital*" in this Information Circular. **If any other matters properly arise at the Meeting that are not described in the notice of meeting, or if any amendments or variations are proposed to the matters described in the notice of meeting, your proxyholder is entitled to vote your Common Shares as he or she sees fit.** The notice of meeting sets out all the matters to be determined at the Meeting that are known to the management of GMP as of September 8, 2020.