

## **Rifco Announces Securityholder Approval of Plan of Arrangement**

**RED DEER, ALBERTA – April 3, 2020** – Rifco Inc. (TSXV: RFC) ("**Rifco**" or the "**Company**") announced today that at the special meeting of shareholders and option holders of Rifco (together, the "**Securityholders**") held today (the "**Meeting**"), the Securityholders overwhelmingly voted in favour of a special resolution to approve the proposed plan of arrangement (the "**Arrangement**").

The resolution approving the Arrangement required approval by at least: (i) 66⅔% of the votes cast by Securityholders present in person or represented by proxy at the Meeting and entitled to vote thereat; and (ii) a simple majority of the votes cast by Securityholders present in person or represented by proxy at the Meeting and entitled to vote thereat, excluding the votes cast by interested Shareholders whose votes are to be excluded pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**").

The Arrangement was approved by: (i) Securityholders of Rifco holding 98% of the shares and options voted; and (ii) Securityholders of Rifco holding 97% of the shares and options voted, after excluding the votes cast by the Shareholders whose votes were required to be excluded in determining minority approval under MI 61-101.

As previously disclosed in the news release dated March 30, 2020, ACC Holdings Inc. (the "**Purchaser**") delivered written notice to Rifco on March 27, 2020 (after markets close) that it is alleging termination of the arrangement agreement dated February 2, 2020 (the "**Arrangement Agreement**") among Rifco, the Purchaser, and CanCap Management Inc. ("**CanCap**") in respect of the Arrangement.

The Purchaser alleges that what it describes as "recent events" constitute a "Material Adverse Effect" on the business of Rifco under the terms of the Arrangement Agreement. As such, the Purchaser has communicated that it does not intend to close the Arrangement.

Rifco categorically disagrees with the Purchaser's allegation that "recent events" constitute a Material Adverse Effect under the Arrangement Agreement, and strongly asserts that neither the Purchaser nor CanCap has any basis on which to terminate the Arrangement. Rifco intends to vigorously enforce its rights, and the obligations of the Purchaser and CanCap, under the binding Arrangement Agreement.

No resolution to this dispute has been achieved to date. Rifco will provide an update on the proceedings when available.

### **About Rifco Inc.**

Rifco Inc. is focused on being the best alternative auto finance company through its wholly owned subsidiary Rifco National Auto Finance Corporation. Our mission is to help deserving Canadians own automobiles.

Rifco seeks to create sustainable long-term competitive advantages through personalized partnerships with dealers, innovative products, the use of industry-leading data and analytics, and leading collections practices. Rifco's corporate culture fosters employees that are highly engaged innovative and performance driven.

More information regarding the Arrangement and Arrangement Agreement can be found in the management information circular of Rifco dated February 26, 2020 (the "**Circular**"), available on Rifco's SEDAR profile at [www.sedar.com](http://www.sedar.com).



**Caution Regarding Forward-Looking Information**

This press release may contain forward-looking statements with respect to the Company, its products and operations and the contemplated financing. These statements generally can be identified by use of forward-looking words such as “may”, “will”, “expect”, “estimate”, “anticipate”, “intends”, “believe” or “continue” or the negative thereof or similar variations. The actual results and performance of the Company discussed herein could differ materially from those expressed or implied by such statements. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations.

In particular, but without limiting the foregoing, this news release contains forward-looking statements pertaining to the following: the Purchaser's allegations of the occurrence of a Material Adverse Effect and the Purchaser's intention not to close the Arrangement, Rifco's intent to vigorously enforce its rights under the Arrangement Agreement, Rifco's intent to proceed with the Meeting and receipt of Court approval of the final order in respect of the Arrangement.

Although the forward-looking statements contained in this news release are based upon factors and assumptions which management of the Company believes to be reasonable, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. Important factors that could cause actual results to differ materially from expectations include, among other things, general economic and market factors, the purported termination of the Arrangement Agreement, future impacts of the pandemic on the Company's business, competition, changes in government regulations, and the factors described under "Risk Factors" in the Management's Discussion and Analysis of the Company and the Circular, both of which are incorporated by reference herein and are available at [www.sedar.com](http://www.sedar.com).

The cautionary statements qualify all forward-looking statements attributable to the Company and persons acting on their behalf. Unless otherwise stated, all forward-looking statements speak only as of the date of this press release and the Company has no obligation to update such statements other than in accordance with applicable securities laws.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

All trade names are the property of their respective owners.

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