

Rifco Inc. Announces Meeting Update and Settlement Agreement with Concerned Shareholder Group

Red Deer, AB – December 8, 2020 – Rifco Inc. (TSXV: RFC) (“**Rifco**” or the “**Company**”), a leading Canadian alternative auto finance company is pleased to provide the following updates.

Meeting Location Update

Rifco Inc. announces that its annual general and special meeting of shareholders (the “**Meeting**”) scheduled for Friday, December 11, 2020 at 3:00 p.m. (MST) at the Holiday Inn Hotel & Suites Red Deer South has been changed from an in-person Meeting to a virtual Meeting to be held at the same time and on the same date.

As the City of Red Deer and the Province of Alberta have declared a state of public health emergency, and to support efforts to combat the spread of COVID-19, Rifco in discussion with the Concerned Shareholder Group has made the decision to change its in-person Meeting format to a virtual format. We believe hosting a virtual Meeting in the face of the COVID-19 pandemic is in the best interests of all stakeholders and the broader community. Shareholders will not be able to attend the Meeting in person.

The virtual Meeting will be conducted via live audio webcast at: <https://web.lumiagm.com/440967477> **commencing at 3:00 p.m. (MST) on December 11, 2020**. Shareholders will have an opportunity to participate at the Meeting online regardless of their geographic location.

Unless they wish to change their instructions or revoke their proxy, any shareholder who has submitted their proxy previously does not need to take any further action as the shares will be voted at the meeting by the designees in accordance with the instructions provided.

How to attend the Virtual Meeting:

Registered shareholders and duly appointed proxyholders will be able to listen to the virtual Meeting, ask questions and vote online, all in real time, provided they are connected to the Internet and properly follow the instructions contained on the website.

Registered Shareholders and duly elected proxy holders must register and contact TSX Trust Company (“**TSX Trust**”) at TMXEInvestorServices@tmx.com to request a Control Number to be represented or voted at the Meeting by no later than 3:00 p.m. (MST) on December 9th 2020 (the “**voting deadline**”). It is the shareholder's responsibility to advise their third-party proxyholder to contact TSX Trust to request a Control number. Without a Control Number, proxyholders will not be able to vote at the Meeting but will be able to participate as a guest.

Non-registered (beneficial) shareholders who have not duly appointed themselves as proxyholders may still attend the virtual Meeting as guests. Guests will be able to listen to the Meeting but will not be able to vote at the Meeting or ask questions.

- <https://web.lumiagm.com/440967477> in your web browser
- **Password:** rifco2020 (case sensitive)
- If you have voting rights, select “Login” and follow the instructions.
- If you do not have voting rights, select “Guest” and fill in the form.

Your vote is very important for this Meeting. Shareholders should carefully review the public disclosure related to Rifco on www.sedar.com before they vote at the Meeting. Most importantly Rifco shareholders will be able to vote for any suitable nominees set forth below in item 2 and will also be able to fix the number of directors at six (the number of the Management slate) or four (the number of the Concerned Shareholder Group slate) for the upcoming year.

Concerned Shareholder Originating Application Update

Rifco, its directors and certain of its officers, were previously served with an originating application (“**Originating Application**”) by 933672 Alberta Ltd., Tim Peterson, Ruth Peterson, Sorbrick Capital Corp., 812787 Alberta Ltd., Big Country Holdings Ltd., Norman Storch and Jeffrey Newhouse (collectively the “**Concerned Shareholder Group**”).

The Parties to the Originating Application have reached a settlement agreement (“**Settlement Agreement**”) in order to allow for an orderly Meeting and voting process. The Settlement Agreement includes a consent order approved by the Court of Queen’s Bench of Alberta on December 7, 2020 (the “**Consent Order**”). The key points of the Settlement Agreement and Consent Order are:

1. Jay Reid, a leading capital markets and governance practitioner based in Calgary, will act as independent Chairperson at the Meeting;
2. The nominees for election as Directors at the Meeting will include the Concerned Shareholder Group slate (comprised of Tim Peterson, Jeffrey Newhouse, Jared Priestner, and Sean Aylward). The management slate (comprised of William Graham, Jim Nieuwenburg, Gerry Wagner, Stuart Hensman, Lance Kadatz, and Barry Shafran) may also continue to stand for election at the Meeting;
3. The provision for an orderly transition of management duties should the Concerned Shareholder Group slate be elected;
4. The use of Lumi to hold the Meeting virtually; and
5. The prohibition of any person with notice of the Consent Order from interfering with the conducting of the Meeting and/or the election of directors of Rifco at the Meeting.

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.

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. Forward-looking statements may include, without limitation, statements relating to future outlook and anticipated events, such as the results of the Meeting. Important factors that could cause actual results to differ materially from expectations include, among other things, general economic and market factors, competition, risks related to global pandemics including the COVID-19 global health pandemic, changes in government regulations,

and the factors described under “Risk Factors and Management” in the Management's Discussion and Analysis of the Company which is available at 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 except as required pursuant to 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.

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