

## RIFCO INC FILES AND MAILS SPECIAL MEETING PROXY MATERIAL IN REGARDS TO THE PROPOSED ARRANGEMENT WITH CHESSWOOD GROUP

- *For any questions please contact Rifco's' proxy solicitation agent, Laurel Hill Advisory Group at 1-877-452-7184 (+1-416-304-0211 outside North America) or email [assistance@laurelhill.com](mailto:assistance@laurelhill.com).*
- *Proxy Voting Deadline is December 15, 2021 at 5:00 p.m. (MST)*

**Red Deer, AB – December 2, 2021** – Rifco Inc. (TSX-V: RFC) (“Rifco”), a leading Canadian alternative auto finance company, is pleased to announce that, further to its news release of October 27, 2021, last week it filed on SEDAR and mailed to shareholders the management information circular for the special meeting of shareholders (the “**Special Meeting**”) to be held on December 17, 2021, in regards to the arrangement agreement (the “**Agreement**”) pursuant to which Chesswood Group Limited (TSX: CHW) (“**Chesswood**”) will acquire all of the issued and outstanding common shares of Rifco (the “**Rifco Shares**”) by way of a statutory plan of arrangement under the *Business Corporation Act* (Alberta) (the “**Transaction**”)

### **At the Meeting**

At the Rifco Shareholder Meeting, you will be asked to consider and, if thought advisable, to pass, with or without variation, a special resolution (the “**Arrangement Resolution**”) approving a statutory arrangement (the “**Arrangement**”) pursuant to Section 193 of the *Business Corporations Act* (Alberta) involving, among other things, the acquisition by Chesswood Group Limited (“**Chesswood**”) of all of the outstanding Rifco Shares for the consideration described below.

### **Consideration**

Rifco Shareholders will receive consideration of \$1.28 for each Rifco Share outstanding (the “**Consideration**”) which represents a premium of approximately 42% to Rifco's closing price on August 9, 2021. Each Rifco Shareholder may elect to receive the Consideration in the form of (i) cash (“**Cash Consideration**”), (ii) Chesswood common shares (calculated in accordance with the Plan of Arrangement) (“**Share Consideration**”), or (iii) a combination of Cash Consideration and Share Consideration in the proportion elected by the Rifco Shareholder (“**Combined Consideration**”) (the forgoing election by a Rifco Shareholder, an “**Election**”). If no election is made, the default is the share consideration.



## Key Reasons for the Arrangement

In evaluating and approving the Arrangement and in making their determinations and recommendations, the Special Committee and the Rifco Board gave careful consideration to the current and expected future position of the business of Rifco, including management's forecasts, and all the terms of the Arrangement Agreement and the Plan of Arrangement. The Special Committee and the Rifco Board discussed and considered a number of factors including, among others, the following:

- Premium to Shareholders
- Opinion of the Special Committee's Financial Advisor
- Option to Receive All Cash Consideration; Liquidity and Certainty of Value
- Option to Receive All Share Consideration or Combined Consideration; Flexibility and Tax Planning

## How to Vote

**The Proxy Voting Deadline is December 15, 2021 at 5:00 p.m. (MST)**

Due to the essence of time, shareholders are encouraged to submit their vote as follows:

	<b>Registered Shareholders</b> <i>Common Shares held in own name and represented by a physical certificate or DRS.</i>	<b>Beneficial Shareholders</b> <i>Common Shares held with a broker, bank or other intermediary.</i>
 Internet	<a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a>	<a href="http://www.proxyvote.com">www.proxyvote.com</a>
 Telephone	N/A	Dial the applicable number listed on the voting instruction form enclosed.

Rifco may utilize Broadridge's QuickVote™ system to assist Shareholders with voting their Shares. Certain Beneficial Shareholders who have not objected to the Company knowing who they are (non-objecting beneficial owners) may be contacted by Rifco's proxy solicitation agent, Laurel Hill Advisory Group, to conveniently obtain a vote directly over the phone.

## Required Securityholder Approval

The Arrangement must be approved by at least 66 2/3% of the votes cast on the Arrangement Resolution by the Rifco Shareholders present in person or represented by proxy at the Rifco Shareholder Meeting and entitled to vote

The full particulars of the special business are set out in the management information circular for the Special Meeting, which has been filed on SEDAR

## **Shareholder Information and Questions**

Shareholders who have questions about the management information circular, or require assistance with voting their shares can contact the Company's proxy solicitation agent, Laurel Hill Advisory Group:

Laurel Hill Advisory Group  
North America Toll Free: 1-877-452-7184  
Outside North America: 1-416-304-0211  
Email: [assistance@laurelhill.com](mailto:assistance@laurelhill.com)

## **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. Its 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.

## **About Chesswood Group Limited**

Through two wholly-owned subsidiaries in the United States and three subsidiaries in Canada, Chesswood Group Limited is North America's only publicly traded commercial equipment finance company focused on small and medium-sized businesses.

Colorado-based Pawnee Leasing Corporation, founded in 1982, finances a highly diversified portfolio of commercial equipment leases and loans through relationships with over 600 brokers in the United States. Tandem Finance Inc. provides financing in the U.S. through the equipment vendor channel. In Canada, Blue Chip Leasing Corporation has been originating and servicing commercial equipment leases and loans since 1996, and today operates through a nationwide network of more than 50 brokers. Vault Credit



Corporation specializes in equipment leases and commercial loans across Canada, allowing for customizable financing solutions while catering to a wide spectrum of credit tiers, equipment types and sectors by offering industry-leading service levels, experienced underwriters and account administrators. Vault Home Credit Corporation was launched in September 2021 and focuses on providing home improvement and other consumer financing solutions in Canada.