



RIV Capital Inc.



ODYSSEY
Trader's Bank Building
702, 67 Yonge Street
Toronto ON M5E 1J8

Form of Proxy – Annual General Meeting to be held on September 29, 2022

Appointment of Proxyholder

I/We being the undersigned holder(s) of RIV Capital Inc. (the "Company") hereby appoint: Mark Sims, President and Chief Executive Officer of the Company, or failing this person Edward Lucarelli, Chief Financial Officer of the Company (the "Management Nominees"),

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein:

[Empty box for appointing a person other than the Management Nominees]

as my/our proxyholder with full power of substitution and to attend, act, and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the annual general meeting of shareholders of the Company to be held at the offices of Blake, Cassels & Graydon LLP, 199 Bay Street, Commerce Court West, Suite 4000, Toronto, Ontario, M5L 1A9, on September 29, 2022, at 10:00 a.m. (EDT) (the "Meeting") or at any adjournment thereof.

Table with 3 columns: Item, For, Withhold. Row 1: Election of Directors (Laura Curran, Christopher Hagedorn, Richard Mavrinc, Joseph Mimran, Amy Peckham, Dawn Sweeney, Mark Sims). Row 2: Appointment of Auditors.

Authorized Signature(s) – This section must be completed for your instructions to be executed.

Signature(s):

Date

I/we authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

[Signature line]

Date MM / DD / YY

Interim Financial Statements – Check the box to the right if you would like to receive interim financial statements and accompanying Management's Discussion & Analysis by mail. See reverse for instructions to sign up for delivery by email. [ ]

Annual Financial Statements – Check the box to the right if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail. See reverse for instructions to sign up for delivery by email. [ ]

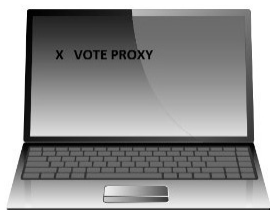
**This form of proxy is solicited by and on behalf of Management.**

**Proxies must be received by 10:00 a.m. (EDT) on September 27, 2022.**

**Notes to Proxy**

1. Each holder has the right to appoint a person, who need not be a holder, to attend and represent him or her at the Meeting. If you wish to appoint a person other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse.
2. If the securities are registered in the name of more than one holder (for example, joint ownership, trustees, executors, etc.) then all of the registered owners must sign this proxy in the space provided on the reverse. If you are voting on behalf of a corporation or another individual, you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder; however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority upon the persons named herein with respect to amendments and variations to matters identified in the Notice of Meeting and the Management Information Circular and with respect to any other matters which may properly come before the Meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

**INSTEAD OF MAILING THIS PROXY, YOU MAY SUBMIT YOUR PROXY USING SECURE ONLINE VOTING AVAILABLE ANYTIME:**



**To Vote Your Proxy Online please visit:**

<https://login.odysseytrust.com/pxlogin>

**You will require the CONTROL NUMBER printed with your address to the right. If you vote by Internet, do not mail this proxy.**

**To request the receipt of future documents via email and/or to sign up for Securityholder Online services, you may contact Odyssey Trust Company at [www.odysseycontact.com](http://www.odysseycontact.com).**

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. A return envelope has been enclosed for voting by mail.