



CANACCORD GENUITY GROUP INC. ANNOUNCES CONVERSION PRIVILEGE OF CUMULATIVE 5-YEAR RATE RESET FIRST PREFERRED SHARES, SERIES C

TORONTO, ON (May 24, 2017) – Canaccord Genuity Group Inc. (the “Company”) (TSX: CF, CF.PR.A, CF.PR.C) announced today that it does not intend to exercise its right to redeem all or any part of the currently outstanding Cumulative 5-Year Rate Reset First Preferred Shares, Series C of the Company (the “Series C Preferred Shares”) on June 30, 2017 (the “Conversion Date”). There are currently 4,000,000 Series C Preferred Shares outstanding.

As a result and subject to certain conditions set out in the short form prospectus dated April 2, 2012 relating to the issuance of the Series C Preferred Shares, the holders of the Series C Preferred Shares have the right, at their option, to convert all or any of their Series C Preferred Shares, on a one-for-one basis, into Cumulative Floating Rate First Preferred Shares, Series D of the Company (the “Series D Preferred Shares”) on the Conversion Date (the “Conversion Privilege”). A formal notice of the Conversion Privilege will be sent to the registered holder of the Series C Preferred Shares.

Holders who do not exercise their right to convert their Series C Preferred Shares into Series D Preferred Shares will continue to hold their Series C Preferred Shares and will have the opportunity to convert their shares again on June 30, 2022, and every five years thereafter as long as the shares remain outstanding.

The foregoing Conversion Privilege is subject to the following conditions: (i) if the Company determines that there would be less than 1,000,000 Series D Preferred Shares outstanding on the Conversion Date, then holders of Series C Preferred Shares will not be entitled to convert their shares into Series D Preferred Shares; and (ii) alternatively, if the Company determines that there would remain outstanding less than 1,000,000 Series C Preferred Shares on the Conversion Date, then all remaining Series C Preferred Shares will automatically be converted into Series D Preferred Shares on a one-for-one basis on the Conversion Date. In either case, the Company will give written notice to that effect to any registered holders affected by the preceding conditions of the Series C Preferred Shares no later than June 23, 2017.

The dividend rate applicable to the Series C Preferred Shares for the five-year period commencing on July 1, 2017 and ending on and including June 30, 2022, and the dividend rate applicable to the Series D Preferred Shares for the three-month period commencing on July 1, 2017 and ending on and including September 30, 2017, will be determined and announced by way of a press release on June 1, 2017.

Beneficial owners of Series C Preferred Shares who wish to exercise their Conversion Privilege should communicate as soon as possible with their broker or other nominee to obtain instructions for exercising such right during the conversion period, which runs from **May 31, 2017 until 5:00 p.m. (Toronto time) on June 15, 2017.**

The Series C Preferred Shares and the Series D Preferred Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or the securities laws of the United States. Accordingly, the Series C Preferred Shares and the Series D Preferred Shares may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons, except pursuant to transactions exempt from registration under the U.S. Securities Act or under the securities laws of the applicable state. This press release does not constitute an offer to sell or a solicitation of an offer to buy any security.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS:

This press release may contain “forward-looking information” as defined under applicable securities laws (“forward-looking statements”). These forward-looking statements relate to future events or future performance and reflect management’s expectations, beliefs, plans, estimates, intentions and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts, including business and economic conditions and Canaccord Genuity Group’s growth, results of operations, performance and business prospects and opportunities. Specifically, this press release contains forward-looking statements with respect to the Company, the Series C Preferred Shares and the Series D Preferred Shares, including but not limited to future conversions, redemptions and dividends. Such forward-looking statements reflect management’s current beliefs and are based on information currently available to management. In some cases, forward-looking statements can be identified by terminology such as “may”, “will”, “should”, “expect”, “plan”, “anticipate”, “believe”, “estimate”, “predict”, “potential”, “continue”, “target”, “intend”, “could” or the negative of these terms or other comparable terminology. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and a number of factors could cause actual events or results to differ materially from the results discussed in the forward-looking statements. In evaluating these statements, readers should specifically consider various factors that may cause actual results to differ materially from any forward-looking statement. These factors include, but are not limited to, market and general economic conditions, the nature of the financial services industry and the risks and uncertainties discussed from time to time in the Company’s interim condensed and annual consolidated financial statements, its annual report and its annual information form (“AIF”) filed on www.sedar.com as well as the factors discussed in the sections entitled “Risk Management” and “Risk Factors” in the AIF, which include market, liquidity, credit, operational, legal and regulatory risks. Material factors or assumptions that were used by the Company to develop the forward-looking statements contained in this press release include, but are not limited to, those set out in the Fiscal 2017 Outlook section in the annual MD&A and those discussed from time to time in the Company’s interim condensed and annual consolidated financial statements, its annual report and the AIF filed on www.sedar.com. The preceding list is not exhaustive of all possible risk factors that may influence actual results. Readers are cautioned that the preceding list of material factors or assumptions is not exhaustive.

Although the forward-looking statements contained in this press release are based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. The forward-looking statements contained in this press release are made as of the date of this press release and should not be relied upon as representing the Company’s views as of any date subsequent to the date of this press release. Except as may be required by applicable law, the Company does not undertake, and specifically disclaims, any obligation to update or revise any forward-looking statements, whether as a result of new information, further developments or otherwise.

ABOUT CANACCORD GENUITY GROUP INC.:

Through its principal subsidiaries, Canaccord Genuity Group Inc. (the “Company”) is a leading independent, full-service financial services firm, with operations in two principal segments of the securities industry: wealth management and capital markets. Since its establishment in 1950, the Company has been driven by an unwavering commitment to building lasting client relationships. We achieve this by generating value for our individual, institutional and corporate clients through comprehensive investment solutions, brokerage services and investment banking services. The Company has offices in 10 countries worldwide, including Wealth Management offices located in Canada, the UK, Guernsey, Jersey, the Isle of Man and Australia. Canaccord Genuity, the international capital markets division, operates in Canada, the US, the UK, France, Ireland, Hong Kong, China, Australia and Dubai. To us there are no foreign markets.TM

Canaccord Genuity Group Inc. is publicly traded under the symbol CF on the TSX.

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