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**CLIFFSIDE CAPITAL LTD. ANNOUNCES FORMATION OF SPECIAL COMMITTEE TO CONDUCT STRATEGIC REVIEW**

TORONTO, December 6, 2022 - Cliffside Capital Ltd. ("**Cliffside**" or the "**Company**") (TSXV: CEP) announces the formation of a special committee (the "**Independent Committee**") comprised of the independent directors of the Company to explore and evaluate potential strategic alternatives that may be available to the Company with the goal of maximizing value for Cliffside shareholders ("**Shareholders**") and other stakeholders of the Company. These alternatives may include, but are not limited to, a sale of all or a portion of the common shares in the capital of the Company, a sale of all or a portion of the assets of the Company, new debt or equity financings, a strategic investment in the Company or other strategic transaction structures (collectively, "**Potential Strategic Transactions**").

The Independent Committee has been empowered with a broad mandate to lead the process in connection with the review of Potential Strategic Transactions, including engaging necessary professional advisors. The Independent Committee will manage any expressions of interest relating to any proposed Potential Strategic Transactions that may be forthcoming, and will work with professional advisors to assess the fairness of Potential Strategic Transactions to Shareholders and other stakeholders and make recommendations to the Company's board of directors (the "**Board**") in respect of all such matters.

In connection with the formation of the Independent Committee, the Company expects to materially reduce the pace of any new asset acquisitions while the Independent Committee considers Potential Strategic Transactions.

No decisions relating to any specific Potential Strategic Transaction has been made as at the date of this news release and there are no assurances that any Potential Strategic Transaction, or transactions, will result from the formation of the Independent Committee and the strategic review process, generally. The Company does not intend to comment further with respect to the strategic review process unless and until it determines that additional disclosure is appropriate in the circumstances and in accordance with applicable securities laws.

**About Cliffside**

Cliffside is focused on investing in strategic partnerships with parties who have specialized expertise and a proven track record in originating and servicing loans and similar types of financial assets. Cliffside's strategy is to generate revenue as an investor, affording its shareholders an opportunity to invest in the growing alternative lending sector with the potential for attractive yields and minimal operational risk while earning a reliable total return. For more information, see Cliffside's filings on SEDAR at [www.sedar.com](http://www.sedar.com).

*CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the business and operations of Cliffside and its partnerships, the ability of management to effectively protect and grow the Company's business in light of recent and ongoing macroeconomic risks and uncertainties, statements relating to the mandate of the Independent Committee, and the Company's strategy regarding future asset acquisitions. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic,*

*competitive, political and social uncertainties; the results of operations; potential for conflicts of interests; the availability of appropriate finance receivables that may be purchased by the Company's limited partnerships under existing funding facilities; volatility of common share price and volume; uncertainties relating to the strategic review to be conducted by the Independent Committee and the terms of any definitive agreements that may be entered into in connection with a Potential Strategic Transaction; and the viability of any Potential Strategic Transaction. There can be no assurance that such statements will prove to be accurate or complete, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Cliffside disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.*

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