



MEETING MINUTES

GWG HOLDINGS, INC. 2015 ANNUAL MEETING OF STOCKHOLDERS

Monday, June 1, 2015, 9:00 a.m. local Minneapolis, MN time
GWG Holdings, Inc.
220 South Sixth Street, Suite 1200
Minneapolis, MN 55402

CALL TO ORDER

- Jon R. Sabes, Chief Executive Officer of GWG Holdings, Inc., called the meeting to order at 9:02 am and gave a warm introduction to the Company's 2015 annual meeting of stockholders.

INTRODUCTIONS

- Jon Sabes announced the attendees at the meeting, including:
 - Jon Sabes, CEO
 - Steve Sabes, EVP
 - Bill Acheson, CFO
 - Beau Mayfield, CCO
 - Betsy Ward, Director of Business Development
 - David Abramson, Director
 - Shareholders (2)

NOTICE AND QUORUM

- Jon Sabes introduced the formal business matters to be addressed at this meeting as set forth in the proxy material previously furnished to stockholders.
- Jon Sabes announced that after the Company concludes the formal portion of this meeting and it's duly adjourned, management will provide a presentation regarding the business of the Company.
- Jon Sabes announced the record date for this meeting as April 22, 2015. Mr. Sabes then concluded that the holders of the Company's stock at the close of business on that day were entitled to notice of this meeting, and are entitled to vote on the matters brought before this meeting. Mr. Sabes further announced that a majority of the shares entitled to vote at this meeting are either represented in person or represented by proxy and, accordingly, a quorum is present.
- Jon Sabes appointed Beau Mayfield to act as the Inspector of Election for this meeting and that Mr. Mayfield will confirm the number of shares represented at the meeting and will count the votes.

MATTERS TO BE APPROVED

- Jon Sabes announced the proposals to be voted upon at this meeting, including:
 1. To elect seven directors to the Company's Board of Directors;
 2. To approve an amendment to the Company's 2013 Stock Incentive Plan; and
 3. To ratify the appointment of Baker Tilly Virchow Krause, LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2015.
- Jon Sabes informed attendees that if shareholders already voted by proxy, then they will not need to complete a ballot. However, if shareholders are voting by ballot, Mr. Sabes asked that they mark their ballots and return them to the Inspector of Election.

REPORTING RESULTS / CONCLUSION:

- Jon Sabes reported the results of the voting based upon the submission of proxies and ballots, as follows:
 - A. All director nominees have been elected;
 - B. The amendment to the Company's 2013 Stock Incentive Plan has been approved; and
 - C. The appointment of Baker Tilly Virchow Krause, LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2015 has been ratified.
- Jon Sabes announced that all ballots and proxies shall be filed with the Company's records and a certificate of the Inspector of Election will be attached to the minutes of this meeting.

ADJOURNMENT

- Jon Sabes announced that no other formal business matters remain on the agenda, therefore, Mr. Sabes concluded and adjourned the 2015 annual meeting of stockholders.

Respectfully Submitted,

Beau Mayfield

Chief Compliance Officer, Acting Secretary and Inspector of Elections



**REPORT OF INSPECTOR OF ELECTION
GWG HOLDINGS, INC.
2015 ANNUAL MEETING OF STOCKHOLDERS**

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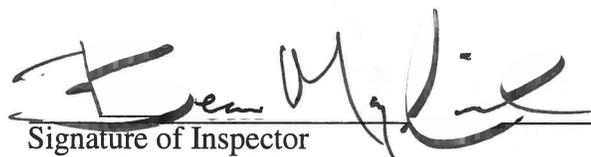
Beau Mayfield, Inspector of Election for the 2015 Annual Meeting of Stockholders of GWG Holdings, Inc. (the “Company”) held on June 1, 2015, hereby certifies that the number of shares present and entitled to vote was **7,944,124**. A quorum exists for the purpose of this meeting since more than 3,972,063 shares voted and/or are present for this meeting.

1. The following number of shares were voted for, against or withheld with respect to the appointment of directors:

Director Name	Voted For	Withheld
Jon R. Sabes	5,153,998	14,654
Paul A. Siegert	5,153,998	14,654
Steven F. Sabes	5,147,998	20,654
David H. Abramson	5,153,998	14,654
Charles H. Maguire III	5,153,998	14,654
Jeffrey L. McGregor	5,153,998	14,654
Shawn R. Gensch	5,153,998	14,654

2. The holders of **4,889,093** shares voted **FOR** the amendment of the Company’s 2013 Stock Incentive Plan to increase the reserve of shares authorized for issuance and to increase the threshold of limitation on certain grants; **Against: 253,994; Abstain: 34,565**.
3. The holders of **5,409,728** shares voted **FOR** ratification of the appointment of Baker Tilly Virchow Krause, LLP as the independent registered public accounting firm of the Company for fiscal 2015; **Against: 113,504; Abstain: 8,697**.

Executed June 1, 2015.


Signature of Inspector
Beau Mayfield