

ANNUAL MEETING OF STOCKHOLDERS OF
RESOURCE CAPITAL CORP.

June 2, 2016

PROXY VOTING INSTRUCTIONS

INTERNET - Access "www.voteproxy.com" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.



TELEPHONE - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EST the day before the meeting.

MAIL - Sign, date and mail your proxy card in the envelope provided as soon as possible.

IN PERSON - You may vote your shares in person by attending the Annual Meeting.

GO GREEN - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.amstock.com to enjoy online access.

COMPANY NUMBER	
ACCOUNT NUMBER	

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:
 The proxy statement and our 2015 Annual Report are available at: <http://phx.corporate-ir.net/phoenix.zhtml?c=192004&p=proxy>

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS, "FOR" PROPOSAL 2 AND "FOR" PROPOSAL 3.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

This proxy, when properly executed, will be voted in the manner specified above by the named proxies. **If no direction is made, this proxy will be voted FOR all nominees listed and FOR the ratification of Grant Thornton LLP for the fiscal year ending December 31, 2016. If you do not specify how you want to vote your shares on the proposal concerning other business properly brought before the meeting, your votes will be counted as abstentions.**

PLEASE MARK, SIGN, DATE AND RETURN THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 1. ELECTION OF DIRECTORS: | FOR | AGAINST | ABSTAIN |
| Walter T. Beach | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Edward E. Cohen | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Jonathan Z. Cohen | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Richard L. Fore | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| William B. Hart | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Gary Ickowicz | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Steven J. Kessler | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Murray S. Levin | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| P. Sherrill Neff | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Stephanie H. Wiggins | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. PROPOSAL TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR RESOURCE CAPITAL CORP. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY BE BROUGHT BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

MARK "X" HERE IF YOU PLAN TO ATTEND THE MEETING.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder _____ Date: _____ Signature of Stockholder _____ Date: _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.