AMFIN
FINANCIAL CORPORATION

February 12, 2024

Dear Shareholder:

AmFin Financial Corporation (the "Company") will hold its Annual Meeting of Shareholders on Wednesday, March 20, 2024, beginning at 6:00 p.m., Eastern Time, at Centric Apartment and Office Complex, 1999 Circle Drive, Cleveland, Ohio 44106.

This annual meeting has been called for the purpose of electing directors for the Company and to Conduct such other business as may properly come before the meeting and at any adjournment or postponement of the meeting.

The Board of Directors recommends that you vote FOR the approval of the proposed slate of Directors.

In connection with certain amendments to the Articles of Incorporation adopted in 2021, the Board of Directors adopted an order suspending the rights of each shareholder until the shareholder surrenders the existing share certificate to allow for the affixing of a legend related to those amendments to the Articles of Incorporation (the "Suspension"). Many shareholders have surrendered old certificates and received either new certificates bearing the legend or the old certificate with the legend added. We thank them for that. Those shareholders are no longer subject to the Suspension and are entitled to all rights as shareholders despite the Suspension. Not all shareholders have surrendered their old certificates and are, therefore, still subject to the Suspension. Last year the Board of Directors adopted a waiver of the Suspension solely to the extent of allowing shareholders to vote shares at the annual meeting in 2022. The Board of Directors has not waived the Suspension in connection with the annual meeting in 2023. **If you have not surrendered your old certificate(s), you will not be allowed to vote your shares at the annual meeting even if you are otherwise entitled to do so.** If you have not surrendered your old certificates, we strongly encourage you to do so. Instructions on how to surrender certificates can be found at the Company's website (amfinfinancialcorp.com). If you need further instructions on how to surrender certificates, please email the Company at amfin@amfinfinancialcorp.com.

Following the business portion of the annual meeting, we plan to have a general discussion about the status of the Company and about developments since the Company's last meeting of shareholders.

The Company has considered guidance from public health authorities and will conduct the annual meeting in accordance with any protocols that may be applicable at the time to reduce the risk of exposure to COVID-19. For example, any unvaccinated attendees may be asked to wear appropriate masks at all times in the meeting area. The Company will make masks available at the meeting. A person who is experiencing any symptoms of COVID-19 should not attend the meeting in person. Any person who fails to conform to protocols applied by the Company may be required by the Chairman to leave the meeting. **The Company does not represent or guarantee that the protocols applied by the Company will be adequate to prevent transmission of COVID-19. You must use your own judgment in deciding whether to attend the meeting in person.**

If you are a shareholder of record (that is, directly on the records of the Company and not through a broker or other intermediary) and want your shares to be voted at the meeting, but are unable to attend in person or prefer not to attend in person, you may complete, sign, and return the enclosed form of proxy. If your properly completed proxy is received by the Company (at the address shown in the notes to the form of proxy) by the day prior to the meeting, your shares will be voted at the meeting as instructed on the proxy. Actual receipt of the proxy by the Company will be determinative without regard to when the mailing is postmarked.

Any person holding shares in "street name" or otherwise through an intermediary should contact that intermediary promptly for information on how their shares may be voted at the meeting.

The Company intends to post a copy of this letter and the Notice of Meeting at the Company's website so that you have access to the information in them without having to refer to the paper copy mailed to you.

If you have a question, you would like the Company to address at the meeting, you may send that question to us by email at amfin@amfinfinancialcorp.com. If we receive your question by March 16, 2023, and it is predominantly of relevance to all shareholders and otherwise appropriate, we will address your question at the meeting and, if you do not attend the meeting, we will inform you by email or phone as to how it was addressed at the meeting. If your question is predominantly relevant to your particular circumstances as distinct from all shareholders, we will not address the question at the meeting, but will provide you an individualized response.

The Company's financial statements for the fiscal year ended September 30, 2022, are posted at our website. In accordance with Ohio Revised Code Section 1701.38(C), upon request of any shareholder of record made in writing or by email to amfin@amfinfinancialcorp.com prior to the date of the meeting, the Company will send a copy of the financial statements to be laid before the shareholders at the meeting to the shareholder (by mail, overnight delivery service, or any other means of communication authorized by the shareholder to whom the copy is sent) on or before the fifth day after the receipt of the written request.

If you have any questions concerning the meeting or the proposals, please feel free to contact us by email at amfin@amfinfinancialcorp.com or by telephone at (216) 896-9418, ext. 7.

On behalf of the Board of Directors, we would like to express our appreciation for your continued interest in the Company.

Sincerely yours,

Frank Bolognia

Frank Bolognia, President

AmFin Financial Corporation
25700 Science Park Drive, Suite 365
Beachwood, Ohio 44122
(216) 896-9418 Ext. 7

Notice of Annual Meeting of Shareholders

To Be Held March 20, 2024

To Shareholders:

The Annual Meeting of Shareholders of AMFIN FINANCIAL CORPORATION will be held on Wednesday, March 20, 2024, at 6:00 p.m., Eastern Time, at Centric Apartment and Office Complex, 1999 Circle Drive, Cleveland, Ohio 44106, in order to:

1. Elect Directors of the Company

2. To conduct such other business as may properly come before the meeting and at any adjournment or postponement of the meeting.

The Board of Directors has fixed the close of business on February 29, 2024, as the record date for the meeting. All shareholders of record on that date are entitled to notice of and to vote at the meeting.

By Order of the Board of
Directors

Frank Bolognia
President

Cleveland, Ohio
February 12, 2024

Form of Proxy for the Annual Meeting of Shareholders to be held on March 20, 2024

The undersigned shareholder of AMFIN FINANCIAL CORPORATION (the "Company") hereby appoints each of Frank Bolognia and Robert Goldberg, (each a "Proxy Holder" and collectively the "Proxy Holders") with full power of substitution, as proxy of the undersigned, to attend, vote and act for and on behalf of the undersigned at the **Annual Meeting of Shareholders of the Company to be held on Wednesday, March 20, 2024, commencing at 6:00 p.m.,** Eastern Time, at Centric Apartment and Office Complex, 1999 Circle Drive, Cleveland, Ohio 44106, and at the continuation of the meeting after any adjournment, upon the following matters, and any other business that may properly come before the meeting:

Vote as indicated below (or, if no specification is made, Vote FOR) respecting the election of the directors of the Company:

Michael Attias	Vote FOR ☐ or WITHHOLD VOTE ☐	Brett Levy	Vote FOR ☐ or WITHHOLD VOTE ☐
Frank Bolognia	Vote FOR ☐ or WITHHOLD VOTE ☐	Zac Ponsky	Vote FOR ☐ or WITHHOLD VOTE ☐
Amy Goldberg	Vote FOR ☐ or WITHHOLD VOTE ☐	Steve Rosen	Vote FOR ☐ or WITHHOLD VOTE ☐
Michael Goldberg	Vote FOR ☐ or WITHHOLD VOTE ☐		

Executed on the_____day of March ____, 2024.

Name of Shareholder _____

Number of Shares _____

Signature of Shareholder or authorized legal representative_
Printed name of authorized legal representative, if applicable
**** Please see notes on reverse***

NOTES:

(1) If the Shareholder is an individual, this proxy must be signed in the same way that the common shares of the Company ("Shares") are registered. If the Shareholder is a company, this proxy must be executed by a duly authorized officer or attorney of the company. If the Shares are registered in the name of an executor, administrator or trustee, please sign exactly as the Shares are registered. If the Shares are registered in the name of a deceased or other Shareholder, the Shareholder's name must be printed in the space provided, the proxy must be signed by the legal representative with his/her name printed below his/her signature, and evidence of authority to sign on behalf of the Shareholder must be attached to this proxy. A Proxy Holder, in his sole discretion, or the Company in its sole discretion, may require additional evidence of authority or additional documentation.

(2) If a Share is held by two or more persons, any one of them present or represented by proxy at the meeting may, in the absence of the other or others, vote in respect thereof, but if more than one of them are present or represented by proxy, they shall vote together in respect of the Share so held.

(3) If this Proxy is not dated in the space provided, it shall be deemed to bear the date it was received by the Proxy Holder.

(4) The completed proxy should be delivered to the following address:

AmFin Financial Corporation
Centric Apartment and Office Complex
1999 Circle Drive, Suite B
Cleveland, Ohio 44106