

Notice of Annual and Special Meeting of Members

Take notice that an annual and special meeting of the members of Restaurants Canada (formerly Canadian Restaurant and Foodservices Association - Association Canadienne des Restaurateurs et des Services Alimentaires) will be held in the New Fort Hall at Hotel X, 111 Princes' Boulevard, Toronto, ON M6K 3C3 at 8:00 a.m. on the 24th day of February, 2019 to conduct the following business:

1. Confirm the minutes of the 73rd annual meeting;
2. Present the 2017 and 2018 audited financial statements;
3. Approve, by special resolution, the name of the Corporation be updated from "Canadian Restaurant & Foodservices Association" to "Restaurants Canada," the fiscal year of the corporation be changed to September 30th, and an update to section 5.3 of Article V of the By-Law regarding director qualifications;
4. Appoint the public accountant of Restaurants Canada for the ensuing year;
5. Present the annual report of the Chair;
6. Present the nominations to the Restaurants Canada board of directors; and
7. Elect the directors of Restaurants Canada.

Detailed materials related to the above may be accessed, free of charge, at the following secure link: <https://www.restaurantscanada.org/notices-to-members/> or by contacting Restaurants Canada at 1-800-387-5649. Item 3 constitutes "special business" under the Act. As such, the text of the special resolution to be submitted to the meeting is attached hereto as Schedule "A". Members who are organizations are required to submit a valid proxy to Restaurants Canada to confirm the individual entitled to vote on behalf of the organization at the meeting. A form of proxy is enclosed with this notice for convenience as Schedule "B".

DATED this 1st day of February, 2019

BY ORDER OF THE BOARD OF DIRECTORS

SCHEDULE "A"
FORM OF SPECIAL RESOLUTION OF THE MEMBERS
AMENDMENT TO BY-LAW

WHEREAS the Corporation wishes to amend its by-law relating generally to the conduct of the affairs of the Corporation (the "**By-Law**") to: (a) update the name of the Corporation to match the Articles of Amendment filed on March 6, 2015; (b) update the fiscal year end of the Corporation as approved by the Canada Revenue Agency on February 19, 2018; and (c) clarify director qualifications;

AND WHEREAS the directors of the Corporations have approved the amendments to the By-Law;

RESOLVED AS A SPECIAL RESOLUTION that:

1. the name of the Corporation on the cover page and on page 1 of the By-Law be updated from "Canadian Restaurant & Foodservices Association/ Association Canadienne Des Restaurateurs et des Services de L'Alimentation" to "Restaurants Canada" in accordance with the Articles of Amendment of the Corporation filed on March 6, 2015;
2. Section 2.3 of Article II of the By-Law, relating to the fiscal year of the Corporation, be deleted in its entirety and replaced with the following:

2.3 Fiscal Year. The fiscal year of the Corporation shall end on September 30 of each year or as otherwise set by the Board.

3. Section 5.3 of Article V of the By-Law, relating to director qualifications, be deleted in its entirety and replaced with the following:

5.3 Qualifications. A Director need not be a Member. The following persons are disqualified from being a Director of the Corporation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not an individual;
- (d) a person who has the status of bankrupt;
- (e) any person, other than the Chief Executive Officer, who is an employee of the Corporation, or the immediate family member of an employee of the Corporation;
- (f) any person who is not an operator or executive in the restaurant or foodservices business in Canada on a full-time basis, and only if such person is an employee

of or otherwise working in association with a Member in good standing; or

(g) any Director who fails to attend three (3) consecutive meetings of the Board.

4. the By-Law be amended and restated in its entirety to make only the changes set out herein (the "**Amended and Restated By-Law**") and such Amended and Restated By-Law, in the form circulated to the members, be and is hereby confirmed as the by-law relating generally to the conduct of the affairs of the Corporation;
5. any two (2) directors or officers are directed to certify a copy of the Amended and Restated By-Law as confirmed by the members and place such certified copy in the minute book of the Corporation.

SCHEDULE "B"

PROXY

RESTAURANTS CANADA

(the "Corporation")

By completing, signing and dating this proxy, any member of the Corporation may appoint a proxyholder to attend and act at the annual and special meeting of the members in the manner and to the extent authorized by this proxy. To assist with the timely validation of proxies prior to the meeting, please deliver the proxy signed and dated by an authorized signatory of the member to Restaurants Canada by noon on February 22nd, 2019. Delivery can be effected by email to grocha@restaurantscanada.org or lwhite@restaurantscanada.org, or facsimile to 416-923-1450, or by physically depositing the proxy with an officer of Restaurants Canada on the day of the meeting up to the commencement of the meeting at the discretion of the chair of the meeting.

Appointment of Proxyholder

The undersigned member of the Corporation hereby appoints the Secretary of the Corporation or **the member may appoint a proxyholder and any alternative proxyholder(s), other than the person designated in this proxy, to attend and act on their behalf at the meeting by designating such person(s) in the space provided below:**

(Print name of person to be your proxyholder)

AND _____

(Print name(s) of person(s) to be your alternative proxyholder(s), if any)

as the proxyholder of the undersigned, to attend, act and vote for and on behalf of the undersigned at the **annual and special meeting of the members of the Corporation to be held in the New Fort Hall at Hotel X, 111 Princes' Boulevard, Toronto, ON M6K 3C3 at 8:00 a.m. on the 24th day of February, 2019, and at any adjournment or adjournments thereof** (the "**Meeting**") in the same manner, to the same extent and with the same power as if the undersigned were present at the Meeting or such adjournment or adjournment thereof.

Revoking Proxy

The undersigned may revoke this proxy by depositing an instrument or act in writing executed by the undersigned: (a) at the registered office of the Corporation no later than the last business day preceding the day of the Meeting, or the day of the continuation of that Meeting after an adjournment of that Meeting, at which the proxy is to be used; or (b) with the chairperson of the Meeting on the day of the Meeting or the day of the continuation of that Meeting after an adjournment of that Meeting.

Voting

The proxyholder shall vote in accordance with the instructions of the member on any ballot that may be called for and if the member specifies a choice below with respect to any matter to be acted on, the proxyholder shall vote accordingly. **When the proxy is signed, unless specific voting instructions are set forth below in respect of any specific business to be put to the meeting, the proxyholder shall vote in favour of that matter.** For certainty, unless specifically instructed

otherwise below, the proxyholder shall be entitled to exercise discretion in respect of voting on any amendments to matters that may properly come before the Meeting.

<u>Matter</u>	<u>Voting Instructions</u>
Verify minutes of 73 rd annual meeting	<input type="checkbox"/> For <input type="checkbox"/> Against
Approve amendments to by-law	<input type="checkbox"/> For <input type="checkbox"/> Against
Appointment of public accountant	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Matthew Senecal-Junkeer as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Brent Todd as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Duncan Fulton as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Nivera Wallini as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Doug Rosencrans as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Alan Howie as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Kelly Higginson as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):

DATED as of the _____ day of _____, 2019.

PRINT NAME OF ORGANIZATION:

Per: _____

Print Name:

Print Title:

(I have authority to bind the member)