

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 9:00 a.m. on the 1st day of March, 2020 to conduct the following business:

1. Confirm the minutes of the 74th annual meeting;
2. Present the 2019 summary financial statements;
3. Appoint the public accountant of Restaurants Canada for the ensuing year;
4. Present the annual report of the Chair;
5. Present the nominations to the Restaurants Canada board of directors; and
6. 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/industry-news/notices-to-members/> or by contacting Restaurants Canada at 1-800-387-5649. 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 "A".

DATED this 7th day of February 2020

BY ORDER OF THE BOARD OF DIRECTORS

SCHEDULE "A"

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 27th, 2020. 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 9:00 a.m. on the 1st day of March, 2020, 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 74 th annual meeting	<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 Michael Conway as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Norman Hower as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Kent Scales as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Julie Denton as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Tina Chiu as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Mike Yasinski as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Nicolas Filiatrault as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Jeremy Bonia as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):

Election of Peter Stoddart as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Bill Allen as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):

DATED as of the _____ day of _____, 2020.

PRINT NAME OF ORGANIZATION:

Per: _____

Print Name:

Print Title:

(I have authority to bind the member)