

Notice of Annual Meeting of Members

Take notice that an annual meeting of the members of Restaurants Canada will be held at Restaurants Canada, 1155 Queen St. W., Toronto, ON., at 12:30 EST on the 31st day of March, 2021 to conduct the following business:

1. Confirm the minutes of the 75th annual meeting held 1 March 2020;
2. Present the 2020 summary financial statements;
3. Appoint the public accountant of Restaurants Canada for the 2021 fiscal 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.

Note that, due to Covid19, it is expected that all attendees will be attending via electronic means. For this purpose, please register online by [clicking here](#) no later than 17 March 2021, indicating the email address that will be used on the day of the meeting. This list will be used to confirm quorum and who is entitled to attend, and vote. Meeting log in details will be distributed closer to the date.

Detailed materials related to the above may be accessed, free of charge, by logging into the Restaurants Canada Member Portal ([click here](#)) 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 as Schedule "A".

DATED this 9th day of March 2021

BY ORDER OF THE BOARD OF DIRECTORS

APPENDIX 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 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 March 24th, 2021, via email to grocha@restaurantscanada.org or facsimile to 416-923-1450. Proxies may be received after this date by email or fax to an officer of Restaurants Canada up to the commencement of the meeting, which will be accepted 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 meeting of the members of the Corporation to be held at Restaurants Canada, 1155 Queen St. W., Toronto, Ontario at 12:30PM EST, on the 31st day of March, 2021 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>
Resolve that the holding of this meeting by means of an electronic communication facility is ratified and confirmed.	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
Approve minutes of 2020 annual meeting	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
Appointment of Grant Thornton LLP as public accountant for 2021 Fiscal Year.	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Guy Laframboise as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Bill Pratt as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Mo Jessa as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Kelvin Lum as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Leslie Echino as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Brad Kramble as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Lacey Sellinger as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Ibrahim Khan as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Mark Findlay as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):

Election of Bruce Miller as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Court Desautels as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Mohamad Fakhri as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Sachit Mehra as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Elizabeth Rowe as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Gene Cormier as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Hakan Uluer as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):

DATED as of the _____ day of _____, 2021.

PRINT NAME OF ORGANIZATION:
Member Number:

Per: _____

Print Name:

Print Title:

(I have authority to bind the member)