

Notice of Annual and Special Meeting of Members

Take notice that an annual meeting of the Members of Restaurants Canada will be held, by electronic means, at 12:30 pm EST on the 30st day of March, 2022 to conduct the following business:

1. Approve ByLaw changes (Appendix B) to allow fully virtual member meetings
2. Confirm the minutes of the 76th annual meeting held 31 March 2021;
3. Present the 2021 summary financial statements;
4. Appoint the public accountant of Restaurants Canada for the 2022 fiscal 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.

Note that it is expected that all attendees will be attending via electronic means. For this purpose, please register online by [clicking here](#) no later than 17:00 EST 17 March 2022, indicating the email address that will be used on the day of the meeting. This email list will be used to confirm quorum and entitlement to attend and vote. Meeting connection details will be distributed closer to the date following registration.

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 that proxy is enclosed with this notice as Appendix "A".

DATED this 9th day of March 2022

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 the 25th day of March, 2022, 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 12:30PM EST, on the 30th day of March, 2022 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 ByLaw changes as described in Appendix B	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
Approve minutes of 2021 Annual Meeting	<input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain
Appointment of Grant Thornton LLP as public accountant for 2022 Fiscal Year.	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Jeff Kroll as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Jordan Holm as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Re-election of Cindy Simpson as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of David Fritz as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Tatiana Carrascal as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Paul Bognar as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Jon Cercone as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):
Election of Jason Brading as director	<input type="checkbox"/> Vote <input type="checkbox"/> Withhold vote Additional instructions (if any):

DATED as of the _____ day of _____, 2022.

PRINT NAME OF ORGANIZATION:
Member Number:

Per: _____

Print Name:

Print Title:

(I have authority to bind the member)

APPENDIX B

PROPOSED BYLAW CHANGES

RESTAURANTS CANADA

(the "Corporation")

At the Board meeting of 2 March 2022, it was approved that both Member and Board meetings could be held entirely using telecommunication means. To formalize this the following amendments are required to the existing ByLaw sections pertaining to meeting format. (additions in *italics*)

4.10 Participation at Meetings by Telephone or Electronic Means. Any person entitled to attend a Meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility or the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular member or group of Members voted. *If the Board or Members call a Members' meeting, the Board or Members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility, subject to the conditions of this Section.*

7.8 Participation at Meeting by Telephone or Electronic Means. A Director may, if all Directors are in agreement and have provided their written consent (*which may be delivered by electronic means*), participate in a meeting of Directors or of a committee of Directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. *If the Board so determines, a meeting may be held entirely by telephonic, electronic or other communications means, subject to the conditions of this Section.*

ByLaw 4.9 requires correction with respect to Section reference only:

4.9 Quorum. A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be twenty-five (25) Members. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a member may be present in person, or, if authorized under Section 4.10, by telephonic and/or other electronic means.