



PROXY

This proxy is solicited on behalf of the Directors of Cineplex Inc. (the "Corporation") for use at the annual meeting of holders of common shares of the Corporation ("Shareholders") to take place May 11, 2016 and should be read in conjunction with the accompanying notice of such meeting and the management information circular. This proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made, this proxy will be voted FOR the election of each of the nominees listed below as directors of the Corporation, FOR the appointment of PricewaterhouseCoopers LLP as auditors of the Corporation and FOR the advisory resolution of the Corporation's approach to executive compensation.

APPOINTMENT OF PROXYHOLDER

The undersigned Shareholder of Cineplex Inc. hereby appoints Ellis Jacob, Chief Executive Officer of Cineplex Inc. or failing him, Gord Nelson, Chief Financial Officer of Cineplex Inc., or _____ (See *Note 1) with full power of substitution as proxy for the undersigned to attend, act and vote all common shares held of record by the undersigned at the **ANNUAL MEETING OF SHAREHOLDERS** of the Corporation to be held on the 11th day of May, 2016 and at every adjournment or postponement thereof in the same manner, to the same extent and with the same powers as if the undersigned were present at the said annual meeting or any adjournments thereof and without limiting the general authorization and powers hereby given, each of the persons named as proxy is specifically directed to vote as follows:

1. ELECTION OF DIRECTORS:

	FOR	WITHHOLD FROM VOTING		FOR	WITHHOLD FROM VOTING
1. Jordan Banks	☐	☐	6. Robert Bruce	☐	☐
2. Joan Dea	☐	☐	7. Ian Greenberg	☐	☐
3. Ellis Jacob	☐	☐	8. Sarabjit Marwah	☐	☐
4. Anthony Munk	☐	☐	9. Edward Sonshine	☐	☐
5. Robert Steacy	☐	☐	10. Phyllis Yaffe	☐	☐

2. **APPOINTMENT OF AUDITORS: VOTE FOR ☐ OR WITHHOLD FROM VOTING ☐ OR**, if no specification is made, **VOTE FOR** the appointment of PricewaterhouseCoopers LLP as auditors of the Corporation and the authorization of the directors to fix their remuneration; and

3. **SAY-ON-PAY:** **VOTE FOR ☐ OR AGAINST ☐ OR**, if no specification is made, **VOTE FOR** non-binding say-on-pay advisory resolution set forth in the accompanying management information circular on the Corporation's approach to executive compensation.
4. In his/her discretion with respect to the amendments to or variations of matters identified above or upon such other matters as may properly come before the annual meeting in accordance with applicable law, hereby revoking any proxy previously given.

Proxies may be forwarded to (See *Note 2):

Cineplex Inc.
c/o CST Trust Company
Proxy Department, P.O. Box 721
Agincourt, Ontario, M1S 0A1

Facsimile: 416-368-2502
Toll Free N.A. Facsimile: 1-866-781-3111

DATED this ____ day of _____, 2016. (See *Note 3)

SIGNATURE:_____

(Please date, sign and promptly return this proxy
in the envelope provided.)

PRINT NAME:_____

***NOTE 1:** You have the right to appoint a person (who need not be a shareholder) to represent you at the annual meeting of shareholders other than the aforementioned nominees. If you desire to designate as proxy a person other than Ellis Jacob or Gord Nelson, the aforementioned nominees, you should strike out their names and insert in the space provided the name of the person you desire as proxy.

***NOTE 2:** To be valid, proxies must be returned to CST Trust Company so as to arrive not later than 48 hours prior (excluding Saturdays, Sundays and holidays) to commencement of the meeting (by Monday, May 9, 2016 at 10:30 a.m.) or, if the meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays) before any reconvened meeting. Proxies may also be delivered in any other manner permitted by law.

***NOTE 3:** If this form of proxy is not dated in the space provided, it is deemed to bear the date on which it was mailed by the Corporation.