

## THE SECOND CUP LTD.

### FORM OF PROXY

**THIS FORM OF PROXY IS BEING SOLICITED BY MANAGEMENT OF THE SECOND CUP LTD. (THE “CORPORATION”) FOR USE AT THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE CORPORATION TO BE HELD ON MAY 6, 2016.**

The undersigned, a registered shareholder (“**Shareholder**”) of shares (“**Shares**”) of the Corporation hereby nominates, constitutes and appoints as his or her nominee, Alix Box, or failing her, Barbara Mallon, or, instead of either of the foregoing, strike out preceding names and print name of alternative nominee in the space below,

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with full power of substitution, to attend and vote all of the Shares held by the undersigned for and on behalf of the undersigned at the annual and special meeting of Shareholders of the Corporation to be held at TMX Broadcast Centre, 130 King Street West, Toronto, Ontario on May 6, 2016 at [10:00 a.m.] (the “**Meeting**”) and at any adjournment or postponement thereof in the manner indicated:

1. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting (or if no specification is made, **FOR**), ALIX BOX to act as director of the Corporation for the ensuing year;
2. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting (or if no specification is made, **FOR**), MICHAEL BREGMAN to act as director of the Corporation for the ensuing year;
3. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting (or if no specification is made, **FOR**), STEPHEN KELLEY to act as director of the Corporation for the ensuing year;
4. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting (or if no specification is made, **FOR**), ALTON McEWEN to act as director of the Corporation for the ensuing year;
5. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting (or if no specification is made, **FOR**), RAEL MERSON to act as director of the Corporation for the ensuing year;
6. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting (or if no specification is made, **FOR**), ALAN SIMPSON to act as director of the Corporation for the ensuing year;
7. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting, (or if no specification is made, **FOR**), the re-appointment of PricewaterhouseCoopers LLP to act as auditors of the Corporation for the ensuing year and the authorization of the directors of the Corporation to fix the remuneration of the auditors;
8. at the proxy holder’s discretion upon any amendments or variations to matters specified in the notice of Meeting or upon any other matters as may properly come before the Meeting or any adjournments or postponements thereof.

**I hereby revoke any prior proxy or proxies. With respect to amendments or variations to any matter in the notice of Meeting and other matters which may properly come before the Meeting, I hereby confer discretionary authority on the person who votes and acts on my behalf hereunder to vote with respect to the matter as he or she thinks fit but only if management has not been made aware within a reasonable time prior to this solicitation that such amendments, variations or other matters are to be presented at the Meeting. The Shares represented by this proxy will be voted or withheld in**

accordance with the instructions given on any vote or ballot called. If no voting instructions are indicated above, this proxy will be voted as recommended by management.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

*Please print legibly*

NAME: \_\_\_\_\_

SIGNATURE OF REGISTERED HOLDER OF SHARES: \_\_\_\_\_

NUMBER OF SHARES REPRESENTED HEREBY: \_\_\_\_\_

**INSTRUCTIONS FOR PROXY:**

1. This form of proxy may not be valid unless it is dated and signed by a registered Shareholder or by his or her attorney duly authorized in writing, or if the registered Shareholder is a corporation, by the proper officers or directors under its corporate seal, or by an officer or attorney thereof duly authorized. When signing in a fiduciary or representative capacity, please give full title as such.
2. **A registered Shareholder has the right to appoint a person, who need not be a Shareholder, to attend and act for him or her and on his or her behalf at the Meeting other than the persons designated in this form of proxy. Such right may be exercised by filling in the name of such person in the blank space provided in the form of proxy and striking out the names of the nominees for proxy holder. A person appointed as your proxy holder must be present at the Meeting to vote.**
3. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by management.**
4. If not dated, this proxy will be deemed to bear the date on which it was mailed on behalf of the Corporation.
5. Each registered Shareholder who is unable to attend the Meeting is requested to date and sign this form of proxy and return it using the self-addressed envelope provided.
6. To be valid, this form of proxy must be received by the Proxy Department of Computershare Trust Company of Canada, 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1 not later than 5:00 p.m. (Toronto time) on the second last business day (excluding Saturdays, Sundays and statutory holidays in Toronto) before the date of the Meeting or any adjournment or postponement thereof.
7. The proxy should be read in conjunction with the accompanying documentation provided by management.