



MTY FOOD GROUP INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON MAY 2, 2018

INFORMATION CIRCULAR

March 28, 2018



8150 route Transcanadienne, Suite 200
Saint-Laurent, QC, H4S 1M5
Tel.: (514) 336-8885

NOTICE OF ANNUAL GENERAL MEETING

TAKE NOTICE that the annual general meeting (the “Meeting”) of the shareholders of **MTY Food Group Inc./Groupe d’Alimentation MTY Inc.** (“MTY” or the “Corporation”) will be held on Wednesday, May 2, 2018 at 1:00 p.m. (local time) in the Fairmont The Queen Elizabeth Hotel, 900, Boulevard René-Lévesque Ouest, Montréal, QC, for the following purposes:

1. To receive the financial statements of the Corporation for its fiscal year ended November 30, 2017, and the report of the Auditor thereon;
2. To elect directors;
3. To appoint the Auditor for the ensuing year and to authorize the Directors to fix their remuneration; and
4. To transact such other business as may properly come before the Meeting.

The accompanying Information Circular contains details of matters to be considered at the Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting, or any adjournment thereof in person, please read the Notes accompanying the Form of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes. The enclosed Form of Proxy is solicited by Management but, as set out in the Notes, you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at Ville St-Laurent, Québec, on March 28, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

“Stanley Ma”

Stanley Ma,
Chairman, President and Chief Executive Officer

**YOUR VOTE IS IMPORTANT. PLEASE PROMPTLY SUBMIT
YOUR PROXY BY TELEPHONE, FAX, INTERNET OR MAIL.**



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Saint-Laurent, QC H4S 1M5
Tel.: (514) 336-8885

INFORMATION CIRCULAR

(as at March 28, 2018, except as otherwise provided)

This Information Circular is furnished in connection with the solicitation of proxies by the management of MTY Food Group Inc./Groupe d'Alimentation MTY Inc. ("MTY" or the "Corporation") for use at the annual general meeting (the "Meeting") of the holders of the common shares in the capital of the Corporation (the "Common Shares") to be held on May 2, 2018 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to Beneficial Shareholders held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard. "Beneficial Shareholders" means shareholders who do not hold Common Shares in their own name and "intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

The Corporation is not relying on the notice-and-access provisions of National Instrument 54-101 to send proxy related materials to registered shareholders or beneficial owners of shares in connection with the Meeting.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "Proxy") are directors or officers of the Corporation. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Corporation's transfer agent, Computershare Investor Services Inc. ("Computershare"), by fax at 1-866-249-7775 or (416) 263-9524, or by mail or hand delivered to 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1;
- (b) using a touch-tone phone to transmit voting choices to a toll free number at 1-866-732-8683 and following the instructions of the voice response system by providing the control number on the proxy form on the lower left hand side. Instructions are then conveyed by use of the touchtone selections over the telephone; or
- (c) using the internet at <http://www.investorvote.com>. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the control number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares).

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders, those who object to their name being made known to the issuers of securities which they own (called OBOs for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called NOBOs for Non-Objecting Beneficial Owners).

The Corporation is taking advantage of the provisions of National Instrument 54-101 that permit it to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a scannable Voting Instruction Form (a "VIF") from our transfer agent, Computershare. These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and internet voting as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These security holder materials are being sent to both registered and non-registered owners of the securities of the Corporation. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in Canada and in the United States. Broadridge mails a VIF in lieu of a proxy provided by the Corporation. The VIF will name the same persons as the Corporation's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation), other than the persons designated in the VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. If you receive a VIF from Broadridge, you cannot use it to vote Common Shares directly at the Meeting. The VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.

Alternatively, you can request in writing that your broker send you a legal proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and are being effected in accordance with the corporate laws of Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States' Securities Exchange Act of 1934, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The Corporation has appointed The Corporation Trust Company ("Agent"), located at 1209 Orange Street, Wilmington, DE 19801; telephone (302) 777-0220 as the agent of the Corporation upon whom may be served any process, pleadings, subpoenas, or other papers in any investigation or administrative proceeding conducted by the United States Securities and Exchange Commission; and any civil suit or action brought against the Corporation or to which the Corporation has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United States, or of any of its territories or possessions or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns (i) any offering made or purported to be made in connection with the securities registered or qualified by the Corporation on Form F-80 on January 16, 2018 or any purchases or sales of any security in connection therewith; (ii) the securities in relation to which the obligation to file an annual report on Form 40-F arises, or any purchases or sales of such securities; (iii) any tender offer for the securities of a Canadian issuer with respect to which filings are made by the Corporation with the United States Securities and Exchange Commission on Schedule 13E-4F, 14D-1F or 14D-9F; or (iv) the securities in relation to which the Corporation acts as trustee pursuant to an exemption under Rule 10a-5 under the United States Trust Indenture Act of 1939.

Notwithstanding the foregoing, the enforcement by shareholders of civil liabilities and other rights under the United States' federal securities laws and other laws may be affected adversely by the fact that the Corporation is continued

under the *Canada Business Corporation Act*, as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to claim against a foreign company or its officers or directors in a foreign court for violations of United States' federal securities laws and other laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare at 8th Floor, 100 University Avenue, Toronto, Ontario, Canada M5J 2Y1, or at the address of head office of the Corporation, at 8150 route Transcanadienne, Suite 200, Saint-Laurent, QC, H4S 1M5, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Corporation, or any person who has held such a position since the beginning of the last completed financial year end of the Corporation, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "Board") of the Corporation has fixed March 28, 2018 as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Common Shares of the Corporation are listed for trading on the Toronto Stock Exchange (the "TSX"). The Corporation is authorized to issue an unlimited number of Common Shares. As of March 28, 2018, there were 25,160,493 Common Shares issued and outstanding, each carrying the right to one vote.

To the knowledge of the directors and executive officers of the Corporation, the only person or corporation that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Corporation as at March 28, 2018 is as set out in the following table:

Shareholder Name	Number of Common Shares Held⁽¹⁾	Percentage of Issued Common Shares⁽²⁾
Stanley Ma	4,885,643	19.4%

(1) This information was supplied to the Corporation by the named shareholder or was based on the insider reports made available at www.sedi.ca.

(2) Based on the 25,160,493 Common Shares issued and outstanding as of March 28, 2018.

Copies of documents referred to in this Information Circular may be obtained by a Shareholder upon request without charge from the Corporation at 8150 route Transcanadienne, Suite 200, Saint-Laurent, QC, H4S 1M5, or by telephone at (514) 336-8885, by fax at (514) 336-9222, or by email at info@mtygroup.com. These documents are also available through the Internet on SEDAR under the Corporation's profile, which can be accessed at www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or for appointment of the Corporation's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The board of directors of the Corporation (the "Board" or the "Board of Directors") currently consists of six (6) directors, all of whom are elected annually. The term of office for each of the present directors of the Corporation expires at the Meeting. All of the current directors of the Corporation will be standing for re-election. It is proposed that the number of directors for the ensuing year be fixed at six (6), subject to such increases as may be permitted by the By-laws of the Corporation.

In connection with the Corporation's recently completed transaction with Imvescor Restaurant Group Inc., the Corporation agreed to cause one individual designated by Imvescor Restaurant Group Inc. who meets applicable eligibility requirements, to join the Board of Directors and to cause such nominee to be nominated for election to the Board of Directors at two annual meetings of Shareholders following the completion of the Transaction. On February 20, 2018, the Board of Directors resolved to increase the size of the Board of Directors to six and to appoint Gary O'Connor to the Board of Directors in accordance with the articles and by-laws of the Corporation.

It is proposed that six (6) directors be elected and that the persons named below will be nominated at the Meeting. Each director elected will hold office until the next Annual General Meeting of the Corporation or until his successor is duly elected or appointed pursuant to the By-laws of the Corporation unless his office is earlier vacated in accordance with the provisions of the *Canada Business Corporations Act* or the Corporation's By-laws.

It is the intention of the management designees, if named as proxy, to vote for the election of the said persons to the Board of Directors, unless the Shareholder has specified in its proxy that its Common Shares are to be withheld from voting on the election of directors. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following information relating to the nominees for election to the Board of Directors is based on information received by the Corporation from said nominees.

Murat Armutlu⁽¹⁾⁽²⁾
Québec, Canada
Director since May, 2005

Chartered Professional Accountant in public practice.

Age: 58

Common Shares: 131,600⁽³⁾

Stanley Ma⁽¹⁾
Québec, Canada
Director from December, 1993 to June, 1996; and since May, 1997
Chairman since May, 1997
President and CEO since May, 2004

Chairman since 1997, and President and Chief Executive Officer of MTY since May, 2004; President of MTY Tiki Ming Enterprises Inc. since 1980.

Age: 71

Common Shares: 4,885,643

Dickie Orr ⁽¹⁾⁽²⁾ British Columbia, Canada <i>Director since May, 2011</i>	Retired, formerly an Investment Advisor at Canaccord Financial Ltd. from 1989 to 2010.
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Age: 66

Common Shares: 96,000⁽⁴⁾

Claude St-Pierre ⁽¹⁾ Québec, Canada <i>Director from May, 1994 to August, 1995; and since October, 1996</i> <i>Secretary since September, 1996</i> <i>CFO from May, 2004 to June, 2012</i> <i>COO since June, 2012</i>	Chief Operating Officer since June 2012, Secretary since 1996, and Chief Financial Officer from May 2004 to June 2012.
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Age: 49

Common Shares: 514,500

David K. Wong ⁽¹⁾⁽²⁾ British Columbia, Canada <i>Director since February, 2011</i>	Managing Director of DK Wong & Associates Inc., a financial advisory consulting firm.
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Age: 50

Common Shares: Nil

Gary O'Connor ⁽¹⁾ Québec, Canada <i>Director since March, 2018</i>	Former Chartered Professional Accountant, including more than 30 years as audit partner with KPMG Canada from 1968 to 2009, a firm that provides audit, tax, and advisory services, and KPMG Barbados from 2009 to 2012. Mr. O'Connor retired in 2012. Mr. O'Connor is a member of the Quebec Order of Chartered Accountants. He has experience with both SEC registrants and Canadian public companies in retail, consumer products and financial services. From 2003 to 2017, Mr. O'Connor was a member of the Board of Trustees of the Canadian Irish Studies Foundation associated with the Concordia University. From 2014 to 2018, he was a member of the Board of Directors of Imvescor Restaurant Group Inc. and from June 2017 to present is a member of the Board of Directors of DAVIDsTEA Inc.
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⁽¹⁾ Information as to the Province of residence, principal occupation, and shares beneficially owned, directly or indirectly, or controlled or directed, has been furnished by the respective directors.

⁽²⁾ Member or proposed member of the audit committee.

⁽³⁾ Of which 30,000 shares are held indirectly through Nadya Kasbaroglu, and 1,000 shares are held indirectly in trust for Nathalie & Mathew Armutlu.

⁽⁴⁾ Of which 30,000 shares are held indirectly through Sandy Orr.

Penalties and Sanctions

No proposed director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Cease Trade Orders and Bankruptcies

No proposed director of the Corporation is, as of the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director or chief executive officer or chief financial officer of any company (including the Corporation) that: (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed director of the Corporation is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

For the purpose of the above paragraphs, “order” means a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

Personal Bankruptcies

No proposed director of the Corporation has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors of the Corporation also holding positions as directors or officers of other companies. Some of the directors and proposed directors of the Corporation have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Corporation will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies provided under the *Canada Business Corporations Act*. Directors who are in a position of conflict will abstain from voting on any matters relating to the conflicting situation.

Majority Voting for Directors

The Board has adopted a policy stipulating that if the votes in favour of the election of a director nominee at a shareholders’ meeting represent less than a majority of the total common shares voted and withheld, the nominee will offer his or her resignation promptly after the meeting. The Board’s decision to accept or reject the resignation offer will be disclosed to the public within 90 days of the applicable shareholders’ meeting, together with the voting results for each director. The Corporation will promptly issue a news release with the Board’s decision to accept or reject a director’s resignation, a copy of which must be provided to the TSX. If the Board determines to not accept a resignation, the news release must fully state the reasons for that decision. Resignations must be accepted, except in situations where exceptional circumstances would warrant the applicable director to continue to serve as a member of the Board. The nominee will not participate in any committee or Board deliberations on the resignation offer. The policy does not apply in circumstances involving contested director elections.

APPOINTMENT OF AUDITOR

PricewaterhouseCoopers LLP, Chartered Professional Accountants, will be nominated at the Meeting for appointment as auditor of the Corporation to hold office until the next annual general meeting of the shareholders. The persons named in the enclosed form of proxy (provided the same is duly executed in their favour and is duly deposited) intend to vote for the appointment of PricewaterhouseCoopers LLP as auditor of the Corporation. The reporting package as required by applicable securities regulations regarding the change of auditors is included with this Information Circular, and is also available on SEDAR (www.sedar.com) under the Company’s public filings.

FINANCIAL STATEMENTS

The financial statements of the Corporation for the fiscal year ended November 30, 2017 and the auditor’s report thereon will be placed before the shareholders at the Meeting for their consideration. No formal action will be taken at the Meeting to approve the financial statements. If any shareholder has questions regarding such financial statements, such questions may be brought forward at the Meeting.

CORPORATE GOVERNANCE

Corporate governance refers to the policies and structure of the board of directors of a corporation, whose members are elected by and are accountable to the shareholders of the corporation. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board of the Corporation is committed to sound corporate governance practices; as such practices are both in the interests of shareholders, and help to contribute to effective and efficient decision-making.

Constitution and Independence of the Board

On an annual basis, the Board reviews each relationship that a director has with the Corporation in order to determine whether the director is or remains independent. Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is defined in National Instrument 52-110 *Audit Committees* to mean any relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board is currently comprised of six persons, of whom four are independent directors. The following table outlines the Corporation’s current independent and non-independent, executive directors and the basis for a determination that a director is non-independent.

Independent and Non-Independent Directors

Name	Independent/Non-Independent
Murat Armutlu	Independent
Stanley Ma	Non-Independent (Mr. Ma serves as Chairman, President and Chief Executive Officer of the Corporation)
Dickie Orr	Independent
Claude St-Pierre	Non-Independent (Ms. St-Pierre serves as Chief Operating Officer and Secretary of the Corporation)
David Wong	Independent
Gary O’Connor	Independent

The independent members of the Board have met without management 4 times in the fiscal year ending November 30, 2017. Stanley Ma, Chairman of the Board, President and Chief Executive Officer, and Claude St-Pierre, Chief Operating Officer and Secretary, are not independent members of the Board. Individual directors may engage an outside advisor at the expense of the Corporation in appropriate circumstances, and the independent directors may retain independent advice on those occasions as appropriate.

Other than Mr. Gary O’Connor who serves on the board of directors of DAVIDsTEA Inc., none of the directors of the Corporation currently serve on the board of directors of other public issuers.

The information presented below reflects the Board meetings since December 1, 2016 up to November 30, 2017.

Attendance Record of Directors

Name	Board Meetings Attended	% of Board Meetings Attended
Murat Armutlu	8/8	100%
Stanley Ma	8/8	100%
Dickie Orr	8/8	100%
Claude St-Pierre	8/8	100%
David Wong	8/8	100%

Board Mandate

The following is the mandate of the Board:

- Advocate and support the best interest of the Corporation;
- Review and approve strategic, business and capital plans for the Corporation;
- Ensure that specific and relevant corporate measurements are developed and adequate controls and information systems are in place with regard to business performance;
- Review the principal risks of the Corporation's business and pursue the implementation of appropriate systems to manage such risks;
- Monitor progress and efficiency of strategic, business, and capital plans and require appropriate action to be taken when performance falls short of goals;
- Establish and monitor the Ethics Policy for directors, officers and employees to address, among other matters, conflicts of interest, protection and proper use of corporate assets and opportunities, fair dealing with third parties, compliance with laws, rules and regulations, and reporting of any illegal or unethical behaviour;
- Review measures implemented and maintained by the Corporation to ensure compliance with statutory and regulatory requirements;
- Review and monitor the effectiveness of the Audit Committee, and the Audit Committee Charter, on at least an annual basis;
- Select, evaluate, and compensate the senior management based on their performance under the Corporation's strategic, business and capital plans;
- Monitor the practices of management to ensure appropriate and timely communication of material information concerning the Corporation to its shareholders, including the establishment and monitoring of the Public Disclosure Policy of the Corporation;
- Monitor overall health, safety and environmental policies and programs of the Corporation;
- Monitor the development and implementation of programs for management succession and development; and
- Discharge such other duties as may be required for the good stewardship of the Corporation.

Strategic Planning

The Board is responsible for adopting a strategic planning process. The role of management is to formalize, propose and implement strategic choices. The role of the Board is to approve strategic direction and evaluate strategic results. Senior management of the Corporation has a responsibility to develop long-term strategies with respect to the Corporation's operations to be adopted by the Board. The strategies are to be reviewed and updated as required.

Included in the development of these long-term strategies will be annual strategic, operating and capital plans. The strategic plan is to take into account, among other things, the opportunities and risks of the Corporation's business.

At least annually the Board will consider a strategic plan presented by management which takes into account, among other things, the opportunities and risks of the business.

Identification and Management of Risks

The Board has the responsibility to identify the principal risks of the Corporation's business and, with management, to establish systems and procedures (including internal control and management information systems) to ensure that these risks are monitored. These systems and procedures should include the effective management of the Corporation's assets and financial resources, and should ensure compliance with all regulatory obligations.

Supervision and Succession of Management

The Board is responsible for the supervision of senior management to ensure that the operations of the Corporation are conducted in accordance with objectives set by the Board. The Board has responsibility over the appointment and monitoring of senior management and, as part of the Corporation's planning process, will review and discuss succession planning for senior management positions on a regular basis.

The Board is responsible for identifying potential candidates for, and selecting, the Chief Executive Officer. In doing so, the Board will consider, among other things, a candidate's experience, understanding of the Corporation's business environment, leadership qualities, knowledge, skills, expertise, integrity and reputation in the business community. When appropriate or necessary, the Board is responsible for removing the Chief Executive Officer and selecting a successor.

Internal Control

The Board, through the Audit Committee, is responsible for the internal control and management information systems of the Corporation.

Stewardship of the Corporation

The Board is empowered by governing corporate law, the Corporation's By-laws and the Corporation's Corporate Governance Policies to manage, or supervise the management of, the affairs and business of the Corporation.

The Board performs its functions through quarterly and special meetings and has delegated certain of its responsibilities to the Audit Committee described below. In addition, the Board has established policies and procedures that limit the ability of management to carry out certain specific activities without the prior approval of the Board.

Long-term strategies and annual operating and capital plans with respect to the Corporation's operations are developed by senior management and reviewed and approved by the Board.

The Board, through the Audit Committee, has the responsibility to identify the principal risks of the Corporation's business. It works in coordination with management to implement policies to identify the risks and to establish systems and procedures to ensure that these risks are monitored.

The Board reviews and discusses succession planning for senior management positions as part of the Corporation's planning process. All appointments of senior management are approved by the Board.

The Board has developed written position descriptions for the Board chair and the chair of each Board committee. The Board has also, together with the Chief Executive Officer, developed a written position description for the Chief Executive Officer as well as Chief Financial Officer.

Procedures are in place to ensure proper dissemination of news releases, and that those shareholders who request information about the Corporation receive it in a timely manner. Inquiries by shareholders are directed to and dealt with by senior management.

The Corporation's external auditor report directly to the Audit Committee. In its regular meetings with the external auditor, the Audit Committee discusses, among other things, the Corporation's financial statements and the adequacy and effectiveness of the Corporation's internal controls and management information systems.

Orientation and Continuing Education

New directors, as part of the orientation program, have the opportunity to meet with senior management to discuss the business of the Corporation, receive corporate information, Board policies and historical and current operating and financial information and may tour selected offices and facilities of the Corporation. Directors are briefed regularly by senior management team on strategic issues affecting the Corporation, and these briefing include reviews of the competitive environment, the Corporation's performance relative to its peers, and any other developments that could materially affect the Corporation's business. The Board will also ensure that directors are

able to attend conferences or other similar events to participate in continuing education in matters relevant to their role as directors.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interest of the Corporation.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Corporation, this policy will be reviewed.

Committees

The Board has no other committees than the Audit Committee.

Audit Committee

The members of the Audit Committee are Murat Armutlu, Dickie Orr and David Wong, all of whom are independent directors. A member of the audit committee is independent if the member has no direct or indirect material relationship with the Corporation. A material relationship means a relationship which could, in the view of the Corporation's Board, reasonably interfere with the exercise of a member's independent judgement. All members of the Audit Committee are financially literate. A member of the audit committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation.

The Audit Committee's mandate and responsibilities are detailed in its Charter, and include assisting in the identification of the principal risks of the Corporation's business and, with the assistance of management, establishing procedures to ensure that these risks are monitored and managed; overseeing the work of the external auditor engaged for the purpose of preparing or issuing an audit report or related work; recommending to the Board the nomination and compensation of the external auditor; approving all non-audit services to be provided by the external auditor; and reviewing and recommending approval of the Corporation's financial statements, reviewing management's discussion and analysis and earnings press releases before the Corporation publicly discloses this information and satisfying itself that all regulatory compliance matters have been considered in the preparation of the financial statements of the Corporation. The full text of the Audit Committee Charter is attached as Schedule "A" to this Information Circular.

The Board, through the Audit Committee, is responsible for the integrity of the internal control and management information systems of the Corporation. The Audit Committee meets at least quarterly to review quarterly financial statements and management's discussion and analysis and meets regularly with the Corporation's external auditor. The Audit Committee discusses, among other things, the annual audit, the adequacy and effectiveness of the Corporation's internal control and management information systems and management's discussion and analysis and reviews the annual financial statements with the external auditor.

There have been no instances in which the Board has not accepted a recommendation of the Audit Committee to nominate or compensate any external auditor. All non-audit services provided to the Corporation or its subsidiaries by external auditors must be pre-approved by the Audit Committee.

Further information concerning the Audit Committee is contained in the Corporation's Annual Information Form for the year ended November 30, 2017, under "Audit Committee Information" (pages 46 – 50), incorporated by

reference herein, and which is available on SEDAR under the Company's profile filed on February 15, 2018, and may be accessed at www.sedar.com. In particular, details concerning the external auditor's fees for the past two years are shown at page 50 of the Annual Information Form.

Compensation and Governance

The Corporation does not have a separate Compensation Committee, and in result the entire Board of directors is responsible for, among other things, evaluating the performance of the Corporation's executive officers, determining or making recommendations with respect to the compensation of the Corporation's executive officers, making recommendations with respect to director compensation, incentive compensation plans and equity-based plans, making recommendations with respect to the compensation policy for the employees of the Corporation or its subsidiaries and ensuring that the Corporation is in compliance with all legal requirements with respect to compensation disclosure. In performing its duties, the Board has the authority to engage such advisors, including executive compensation consultants, as it considers necessary.

The Board is currently composed of six (6) directors, of whom Murat Armutlu, Dickie Orr, David K. Wong and Gary O'Connor are independent directors within the meaning set out in NI 58-101. Stanley Ma and Claude St-Pierre are not independent since they serve as the President and Chief Executive Officer, and Chief Operating Officer and Secretary of the Corporation respectively. All of the members of the Board are experienced participants in business or finance.

The Board does not have a pre-determined compensation plan. The Corporation does not engage in benchmarking practices and the process for determining executive compensation is at the discretion of the Board. The Board has not engaged the services of independent compensation consultants to assist it in making recommendations with respect to director and executive officer compensation.

Assessments

Due to the minimal size of the Corporation's Board, no formal policy has been established to monitor the effectiveness of the directors, the Board and its Audit Committee. The Board as a whole is responsible for the Corporation's approach to corporate governance, committee and individual director effectiveness issues on a continuous basis. Mr. Stanley Ma, as President and Chief Executive Officer of the Corporation, acts as Chairman of the Board. The Board considers this to be an appropriate role for Mr. Stanley Ma at this stage in the Corporation's development. The Board has functioned, and is of the opinion that it can continue to function, independently as required. When necessary or desirable, the Board will establish committees composed of members who are independent with respect to the issue to be determined.

The Board, together with the Chairman of the Board, monitors the size of the Board to ensure effective decision-making.

Term Limits

The Board has not adopted a formal term limit for directors. The Board strives to be constituted to achieve a balance between experience and the need for renewal and fresh perspective. The Board believes, however, that the imposition of director term limits on a board implicitly discounts the value of experience and continuity amongst Board members and runs the risk of excluding experienced and potentially valuable Board members as a result of an arbitrary determination. The Board believes that it is better served with a regular assessment of the effectiveness of the Board, Board committees and individual directors rather than on arbitrary term limits.

Corporate and Board Diversity

Diversity is an important part of the Corporation's culture and its operations. Consequently, the Corporation seeks to recruit and invest in the best available talent. However, the Corporation has not adopted a written policy relating to the identification and nomination of women directors or regarding the number of women in executive positions because it does not believe that a written policy is the best way to achieve the Corporation's diversity or business objectives at its current stage of development.

Furthermore, on appointing individuals to the Board and executive officer positions, the Corporation considers a number of factors, including the skills and experience required for the position and the personal attributes of the

candidates. The level of representation of women in senior leadership roles is considered by the Corporation as one such factor.

The Corporation recognizes the value of individuals with diverse attributes on the Board and in executive officer positions, and is committed to the desirability that there is representation of women on the Board and in executive officer positions. However, the Corporation has not established a target regarding the number of women on the Board or in executive officer positions, as the Corporation has determined that a target would not be the most effective way of achieving the Corporation's diversity or business objectives. There is currently one woman on the Board (16.7% of total board members), and one woman in an "executive officer" position, as such term is defined in NI 58-101 (33% of total executive officers of the Corporation), namely, Claude St-Pierre, COO and Secretary.

EXECUTIVE COMPENSATION

Named Executive Officer

A "Named Executive Officer" or "NEO" means the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer and each of the two most highly compensated executive officers of the Corporation, other than the Chief Executive Officer and Chief Financial Officer, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation exceeded \$150,000, as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Corporation at the end of the most recently completed financial year end.

The following individuals are the Corporation's Named Executive Officers for the fiscal year ended November 30, 2017:

- Stanley Ma, Chairman (since May 1997), President (since May 2004) and Chief Executive Officer (since May 2004);
- Claude St-Pierre, Chief Operating Officer (since June 2012) and Secretary (since September 1996);
- Eric Lefebvre, Chief Financial Officer (since June 2012);
- Jeff Smit, Chief Operating Officer, US operations (since July 25, 2016); and
- Marc Benzacar, Senior Vice President, Sushi Shop (since May 2008).

Compensation Discussion and Analysis

In assessing the compensation of its executive officers, and due to the present stage of development of the Corporation, the Corporation does not have in place any formal objectives, criteria or analysis; instead, it relies mainly on discussions at the Board level concerning the Corporation's performance during the most recently completed financial year in meeting its strategic business and capital plans.

The Corporation's executive compensation program has three principal components: base salary, incentive bonuses and could include incentive stock options. The determination and administration of base salaries or incentive bonuses, or both, are discussed in greater detail below. When appropriate to do so, incentive bonuses in the form of cash payments, are designed to add a variable component of compensation, in addition to stock options, based on corporate and individual performances for Named Executive Officers, and may or may not be awarded in any financial year. The Corporation has no other forms of compensation for its NEOs, although payments may be made from time to time to individuals who are NEOs or companies they control, for the provision of consulting services. Such consulting services are paid for by the Corporation at competitive industry rates for work of a similar nature by reputable arm's length services providers.

The Corporation's executive compensation program is administered by the Board of Directors, and is designed to provide incentives for the sustainable enhancement of shareholder value. The overall objectives are to attract and retain qualified executives critical to the success of the Corporation, to provide fair and competitive compensation, to align the interest of management with those of the Shareholders and to reward corporate and individual performance. The Corporation does not currently offer long-term incentive plans or pension plans to its Named Executive Officers.

The Corporation bases the compensation for a NEO on the years of service with the Corporation, responsibilities of each officer and their duties in that position. The Corporation also bases compensation on the performance of each officer. The Corporation believes that stock options can create a strong incentive to the performance of each officer and they are intended to recognize extra contributions and achievements towards the goals of the Corporation.

The Board, when determining cash compensation payable to a NEO, takes into consideration their experience in the franchising industry, as well as their responsibilities and duties and contributions to the Corporation's success. Named Executive Officers receive a base cash compensation that the Corporation feels is in line with that paid by similar non-reporting companies in the applicable geographical area and the Corporation's experience from past acquisitions, subject to the Corporation's financial resources; however, no formal survey was completed by the Board.

In performing its duties, the Board has considered the implications of risks associated with the Corporation's compensation policies and practices. At its current stage of development and considering its current compensation policies, the Corporation currently has no compensation policies or practices that would encourage an executive officer or other individual to take inappropriate or excessive risks. A NEO or director is permitted for his or her own benefit and at his or her own financial risk, to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units or exchange funds, that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Compensation Objectives

The Board considers the following objectives when reviewing annual compensation: (i) retaining individuals critical to the growth and overall success of the Corporation; (ii) rewarding achievements of individuals; (iii) providing fair and competitive compensation; (iv) compensating individuals based on their performance; and (v) balancing the interests of management and shareholders of the Corporation. In order to achieve these objectives, the compensation paid to the Corporation's executive officers consists of three components: (i) base salary; (ii) bonus incentive; and (iii) a long-term incentive in the form of stock options (if and when granted) under the Corporation's stock option plan.

Base Salary

The base salary of each of the Corporation's NEOs is set by mutual agreement with each NEO during their annual performance review. The Board considers the foregoing compensation philosophy, as well as the financial performance of the Corporation as a whole, in any review of base salaries. In addition, the base salary review for each NEO is based on assessment of factors such as current market conditions, and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual.

Bonus Incentives

The Corporation provides for the payment of cash bonuses to certain employees of the Corporation and its subsidiaries dependent on the performance of the Corporation and such employees. Such bonuses are generally based on the financial and operating performance of certain business units or brands.

Long-term Incentives

The Corporation has in place its stock option plan to directly focus on the long-term performance and to encourage ownership interest in the Corporation. The Corporation's stock option plan is a long-term incentive program that enables officers, directors, employees and consultants of the Corporation and its subsidiaries to acquire shares of the Corporation. The objective of granting such options is to encourage individuals to acquire an increased ownership interest in the Corporation, which acts as a financial incentive for the individuals to consider the long-term interests of the Corporation and its shareholders. Stock options if granted to executives and employees would take into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board.

Stock Option Plan

On March 16, 2016 the Board adopted, an incentive stock option plan (the “2016 Plan”) which was subsequently approved by the Corporation’s shareholders on May 4, 2016. For the purposes of this section “Shares” means the Common Shares in the capital of the Corporation.

The purpose of the 2016 Plan is to advance the interests of the Corporation by: providing eligible persons, being directors, employees, officers or consultants (as defined in the 2016 Plan) of the Corporation or its affiliates (collectively, the “Eligible Persons”) with additional incentives through equity ownership; increasing the proprietary interest of Eligible Persons in the success of the Corporation; encouraging Eligible Persons to remain with the Corporation or its affiliates as directors, employees, officers or consultants; and attracting new directors, employees, officers and service providers.

Options may be granted to Eligible Persons. Subject to the provisions of the 2016 Plan, the Board shall have the authority to determine the terms, limitations, restrictions and conditions, applicable to the vesting or to the exercise of an Option, including without limitation, the nature and duration of the restrictions, if any, to be imposed upon the sale or other disposition of Shares acquired upon exercise of the Option. An Eligible Person may receive Options on more than one occasion under the 2016 Plan and may receive separate Options on any one occasion.

Each Option granted pursuant to the 2016 Plan will vest at the rate of $\frac{1}{8}$ of the original number granted, every 6 months from the date of the grant, until fully vested at the 48th month following the date of the grant, unless otherwise specifically determined by the Board.

The aggregate number of Shares to be reserved for exercise of all Options granted under the 2016 Plan and any other security based compensation arrangements of the Corporation shall not exceed 500,000 Shares (on a non-diluted basis).

The maximum number of Shares issuable to any one person under the 2016 Plan, including the aggregate number of Shares reserved for issuance to such person under any other security based compensation arrangements of the Corporation, shall be 10% of the Shares issued and outstanding at the time of the grant (on a non-diluted basis).

The maximum number of Shares issuable to insiders under the 2016 Plan and any other security based compensation arrangement of the Corporation shall be 10% of the Shares issued and outstanding at the time of the grant (on a non-diluted basis). The maximum number of Shares which may be issued to insiders under the 2016 Plan and any other security based compensation arrangements of the Corporation within a 12-month period shall be 10% of the Shares, issued and outstanding at the time of the issuance (on a non-diluted basis).

Each Option shall be confirmed by an option agreement or option grant letter or other form of confirmation (electronic or otherwise) as prescribed by the Board from time to time. The Board will establish the exercise price of an Option at the time each Option is granted. The exercise price may not be less than the Market Price, being the closing price of the Shares on the TSX for the last trading day preceding the date of the grant. In the event that such Shares did not trade on such day, the Market Price shall be the average of the bid and ask prices in respect of such Shares at the close of trading on such date. In the event that such Shares are not listed and posted for trading on any stock exchange, the Market Price in respect thereof shall be the fair market value of such Shares as determined by the Board in its sole discretion.

Options granted must be exercised no later than ten years after the date of grant or such lesser period as the Board may approve. In the event that any Option expires during a Corporation-imposed blackout period on the trading of securities of the Corporation, such expiry will become the tenth business day after the end of the blackout period.

As a condition of and prior to participation in the 2016 Plan, any Optionee shall on request authorize the Corporation in writing to withhold from any remuneration otherwise payable to the Optionee, any amounts required by any taxing authority to be withheld for taxes of any kind as a consequence of the Optionee’s participation in the 2016 Plan.

Subject to specific exceptions and restrictions outlined in the 2016 Plan, Options are not assignable, and will terminate if a person ceases to be an Eligible Person for any reason other than death or an employee being terminated without cause, their Options will be cancelled upon the earlier of 30 days after ceasing to be an Eligible Person, and the expiry date of the Option. In the case of termination of an employee without cause, the Option will

be cancelled upon the earlier of 90 days after ceasing to be an Eligible Person, and the expiry date of the Option. In the case of the death of the Eligible Person, the Option will be cancelled after twelve (12) months following the date of death.

Options shall be non-assignable and non-transferable by the Participants, otherwise than by will or the laws of descent and distribution, and shall be exercisable only by the Eligible Person during the lifetime of the Eligible Person or only by the Eligible Person's legal representative after death of the Eligible Person (in accordance with the 2016 Plan). Notwithstanding, Options may be assigned by an Eligible Person to whom an Option has been granted to a Permitted Assign (as such term is defined in the 2016 Plan, being the trustee of an RRSP or RRIF of the Eligible Person) of such Eligible Person, following which such Options shall be non-assignable and non-transferable by such Permitted Assign, except to another Permitted Assign, otherwise than by will or the laws of descent and distribution, and shall be exercisable only by such Permitted Assign during the lifetime of such Permitted Assign and only by such Permitted Assign's legal representative after death of such Permitted Assign.

Subject to any applicable regulatory or stock exchange requirements or restrictions of the 2016 Plan, the Board may at any time and without shareholder approval, terminate the 2016 Plan or amend the provisions of the 2016 Plan or any Options granted under it, including without limitation, amendments:

1. to change the expiry date, include a cashless exercise feature where payment is in cash or Shares or otherwise, alter the vesting conditions, and/or change the exercise price of Options granted to Eligible Persons, other than Options granted to insiders of the Corporation ("Insiders");
2. deemed by the Board to be necessary or advisable because of any change in applicable securities laws or other laws;
3. to the definitions in the 2016 Plan;
4. to the change of control provisions in the 2016 Plan;
5. relating to the administration of the 2016 Plan;
6. to the vesting provisions of any outstanding Option;
7. to postpone or adjust any exercise of an Option or the issuance of any Shares pursuant to the 2016 Plan in order to permit the Corporation to effect or maintain registration of the 2016 Plan or the Shares issuable pursuant to the 2016 Plan under the securities laws of any applicable jurisdiction, or to determine that the Shares and the 2016 Plan are exempt from such registration; or
8. fundamental or otherwise, not requiring Shareholder approval under applicable law or the rules of an Exchange, including amendments of a "clerical" or "housekeeping" nature and amendments to ensure that the Options granted under the 2016 Plan will comply with any provisions respecting income tax and other laws in force in any country or jurisdiction of which an Eligible Person may from time to time be resident or a citizen.

Notwithstanding the foregoing, the Board may not amend the following provisions of the 2016 Plan or Options without first having obtained the approval of a majority of disinterested shareholders (i.e., shareholders who are not directly or indirectly insiders of the Corporation) voting at a duly called and held meeting of shareholders:

1. any reduction in the Option Price of an Option, if the Optionee is an Insider of the Corporation at the time of the proposed amendment;
2. any extension of the term of an Option, if the Optionee is an Insider of the Corporation at the time of the proposed amendment;
3. any amendment to the Insiders' participation limits set out under the subheading, "Securities Issuable under the 2016 Plan" above;
4. any increase in the maximum number of Shares issuable under the 2016 Plan;

5. an increase in the ability of the Board to amend the 2016 Plan without shareholder approval;
6. the definitions of “Eligible Person” and “Permitted Assigns”;
7. the transfer provisions of the 2016 Plan; or
8. in all other circumstances where disinterested shareholder approval is required by any stock exchange on which the Shares are listed, or by any applicable securities legislation.

Any Option granted under the 2016 Plan may include a stock appreciation right, either at the time of grant or by amendment adding it to an existing Option subject, however, to the grant of such stock appreciation right being in compliance with the applicable regulations and policies of any stock exchange or exchange upon which any securities of the Corporation may from time to time be listed. Stock appreciation rights granted under the 2016 Plan are exercisable to the extent, and only to the extent, the Option to which it is included is exercisable. To the extent a stock appreciation right included in or attached to an Option granted under the 2016 Plan is exercised, the Option to which it is included or attached shall be deemed to have been exercised to a similar extent.

A stock appreciation right granted under the 2016 Plan shall entitle the Optionee to elect to surrender to the Corporation an unexercised Option in which it is included and to receive from the Corporation in exchange therefor that number of Shares, having an aggregate value equal to the excess of the market value of one Share over the purchase price of one Share specified in such Option, multiplied by the number of Shares called for by the Option which is so surrendered, divided by the market value of one Share (Number of Shares = Number of Options exercised X the difference between the market value and the Option Price divided by the market value). The “market value” of a Share shall be determined for these purposes by the weighted average sale price per Share on the stock exchange or other publicly quoted market system having the greatest volume of trading of the Shares for the five (5) trading days preceding the date that the written notice of exercise of the right is received by the Corporation.

Compensation Procedures

The Board is responsible for the determination of the compensation of senior management. See “Corporate Governance – Compensation Governance”.

In consultation with senior management, the Board establishes the Corporation’s general compensation philosophy and oversees the development and implementation of executive compensation programs and policies. The Board reviews on a periodic basis the Corporation’s executive compensation programs.

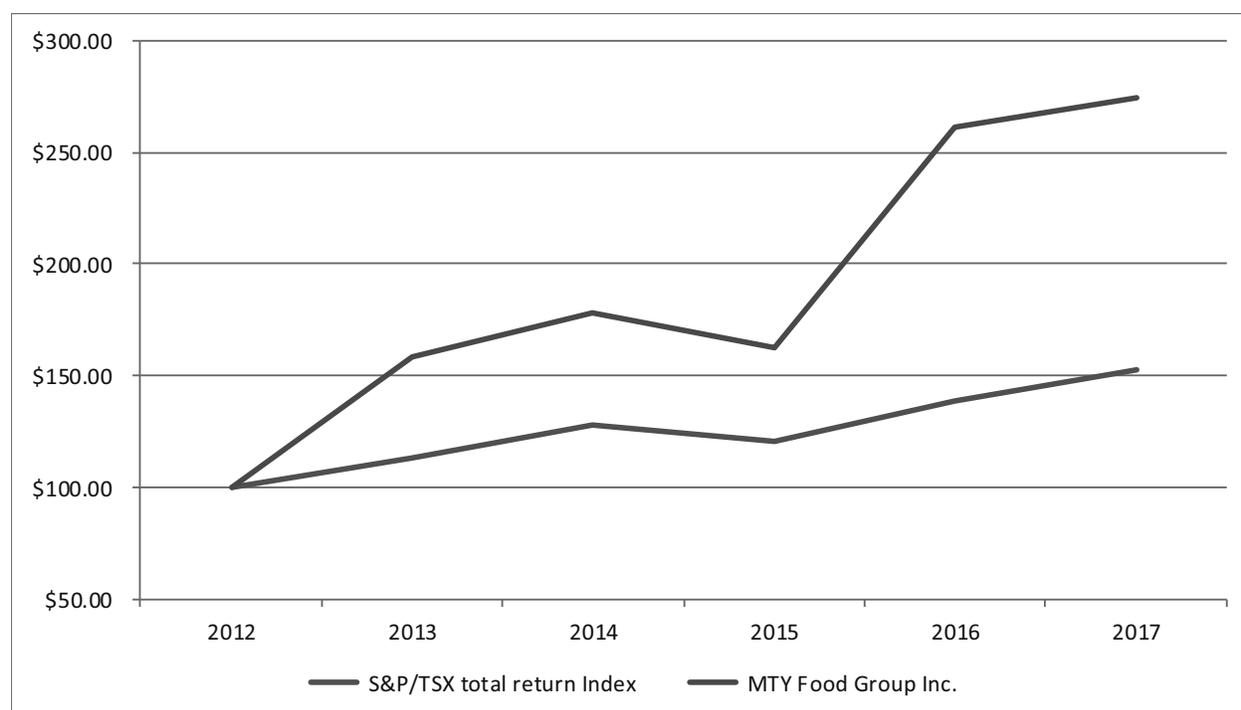
The Board annually reviews the Corporation’s goals and objectives relevant to the compensation of the Chief Executive Officer, and evaluates the performance of the Chief Executive Officer in light of such goals and objectives. Based on such evaluation, the Board has the authority to set the compensation (including base salary, incentive compensation and equity-based awards) of the Chief Executive Officer. In determining incentive compensation, the Corporation considers, among other factors it deems appropriate from time to time, the Corporation’s performance and relative shareholder return and the awards given to management in prior years. Both individual and corporate performances are also taken into account, but other than setting out the duties and responsibilities of the applicable office or position by way of a job description, the Corporation does not set specific annual performance goals or similar conditions.

The Board also reviews and approves the compensation (base salary, incentive compensation and equity-based awards of officers of the Corporation.

The Board reviews the terms of the Corporation’s incentive compensation plans and other plans. The Board administers such plans, including determining any option or share-based awards to be granted to members of management under any such plan. There were no new actions, decisions or policies since March 28, 2018 that could affect the understanding of compensation for the Named Executive Officers for the financial year ended November 30, 2017.

Performance Graph

The following line graph and succeeding table compare the return, assuming an initial investment of \$100, with the cumulative total return, in respect of the S&P/TSX Composite Total Return Index compiled by the Toronto Stock Exchange for the five most recently completed financial years.



	2013	2014	2015	2016	2017
MTY Food Group Inc.	\$158.71	\$177.95	\$162.74	\$260.88	\$273.99
S&P/TSX Composite Index	\$112.95	\$127.92	\$120.45	\$139.06	\$152.41

The table below shows the total shareholder returns for the Corporation's common shares and the S&P/TSX Composite Index for the five fiscal years ended November 30, 2017, together with the variation in the total compensation of the five (5) named executive officers. For the five-year measurement period, the shareholder returns have outpaced compensation levels.

A very limited number of common shares or other equity-based compensation awards have been granted since 2005, with the exception of 2017 during which one of the NEO was granted stock options. The level of calculated compensation is therefore not directly correlated to the shareholder returns, mainly because salary is relatively fixed and generally unaffected by the day-to-day changes in shareholder returns.

	11/30/2013	11/30/2014	11/30/2015	11/30/2016	11/30/2017
MTY Food Group Inc. Shareholder Returns	57%	12%	-9%	60%	5%
S&P/TSX Composite Total Return Index	13%	13%	-6%	15%	10%
Percentage Variation in compensation of all NEOs	1%	2%	3%	6%	236%
Total compensation of all NEOs	\$1,187,687	\$1,215,745	\$1,252,172	\$1,447,711	\$4,864,869

Summary Compensation Table

The following table sets forth the total compensation paid to or earned by the Named Executive Officers for the Corporation's three (3) most recently completed financial years:

Name and Principal Position	Year Ended	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$)	Non-equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Stanley Ma President, CEO, Chairman and Director	2017	426,785	Nil	Nil	Nil	Nil	Nil	23,414 ⁽¹⁾	450,199
	2016	384,689	Nil	Nil	Nil	Nil	Nil	23,414 ⁽¹⁾	408,103
	2015	378,462	Nil	Nil	Nil	Nil	Nil	27,260 ⁽¹⁾	405,722
Claude St-Pierre COO, Secretary, Director	2017	213,392	Nil	Nil	Nil	Nil	Nil	Nil	213,392
	2016	202,315	Nil	Nil	Nil	Nil	Nil	Nil	202,315
	2015	190,038	Nil	Nil	Nil	Nil	Nil	Nil	190,038
Eric Lefebvre CFO	2017	316,154	Nil	2,938,678 ⁽⁶⁾	Nil	Nil	Nil	14,227 ⁽²⁾	3,269,059
	2016	276,282	Nil	Nil	Nil	Nil	Nil	4,144 ⁽²⁾	280,426
	2015	237,548	Nil	Nil	Nil	Nil	Nil	3,563 ⁽²⁾	241,111
Marc Benzacar Sr. Vice President Sushi Shop	2017	209,584	Nil	Nil	33,075 ⁽⁵⁾	Nil	Nil	10,920 ⁽²⁾	253,579
	2016	202,692	Nil	Nil	7,875 ⁽⁵⁾	Nil	Nil	3,163 ⁽²⁾	213,731
	2015	187,173	Nil	Nil	23,625 ⁽⁵⁾	Nil	Nil	3,162 ⁽²⁾	213,960
Jeff Smit ⁽³⁾ Chief Operating Officer, US operations	2017	402,219	Nil	Nil	38,306 ⁽⁵⁾	Nil	Nil	10,774 ⁽⁴⁾	451,299
	2016	118,125	Nil	Nil	Nil	Nil	Nil	1,938 ⁽⁴⁾	120,063

⁽¹⁾ Stanley Ma has benefited from the Corporation during the period, as it provided Mr. Ma with an automobile.

⁽²⁾ Compensation offered to all office employees of MTY in the form of a Deferred Profit Sharing Plan.

⁽³⁾ Jeff Smit joined the Corporation on July 25, 2016.

⁽⁴⁾ The Corporation offers all of its US-based employees a matching contribution to a 401(k).

⁽⁵⁾ See "Bonus Incentives" for information on Non-Equity Annual Incentive Plans.

⁽⁶⁾ Calculated using the Black-Scholes formula

Incentive Plan Awards

Outstanding Option-Based Awards and Share-Based Awards

The following table sets forth the options granted to the Named Executive Officers to purchase or acquire securities of the Company outstanding at the end of the most recently completed financial year:

Name	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-money Options (\$) ⁽¹⁾
Eric Lefebvre CFO	200,000 ⁽²⁾	\$48.36	April 11, 2027	\$776,000

- (1) The aggregate dollar value of the in-the-money unexercised options held at the end of the last financial year, based on the difference between the market value of the shares at the financial year end of \$52.24, and the exercise price. This does not mean the options were exercised or that any shares were sold at these values.
- (2) These options vest as to 1/9 of the original number of options granted, on April 11, 2019 then on April 11th of each of the ensuing eight years until fully vested on April 11, 2027.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value vested or earned during the year of option-based awards, share-based awards and non-equity incentive plan compensation paid to NEOs during the most recently completed financial year ended November 30, 2017:

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Eric Lefebvre	Nil	Nil	Nil

⁽¹⁾ The aggregate dollar value that would have been realized if the options granted during the year had been exercised on the vesting date.

Termination of Employment, Change in Responsibilities and Employment Contracts

The various compensation plans applicable to certain employees also contain different provisions that apply upon termination of employment or change of control of MTY. MTY does not have a formal policy for providing severance payment in the case of termination of employment but may provide severance payments and benefits as required by law.

Mr. Eric Lefebvre and MTY are parties to an agreement pursuant to which such executive is entitled to termination of employment benefits where the executive’s employment is expressly or implied (constructive dismissal) terminated without cause. Mr. Lefebvre also has a right to terminate his own employment in circumstances such as a change in control, change in CEO or change in the location of MTY’s headquarters. In such event, the executive is entitled to 24 months of annual compensation, payable as a lump sum at the date of the termination or resignation of the executive.

There are no management or consulting agreements with any NEOs or directors of the Corporation, and no arrangements for termination or change of control benefits other than the agreement with Mr. Lefebvre mentioned above.

Compensation of Directors

The current compensation package for the independent directors is as set out below:

Type of Compensation	Fee (\$)
Annual Retainer for Independent Director	\$14,955
Additional Annual Retainer for the Audit Committee Chair	\$4,985

Director Compensation Table

The following table sets forth information regarding the compensation to the directors (other than Named Executive Officers) for the financial year ended November 30, 2017.

Name	Fees Earned (\$)	Option-based Awards (\$)	All Other Compensation (\$)	Total (\$)
Murat Armutlu	19,650	Nil	Nil	19,650
Dickie Orr	14,738	Nil	Nil	14,738
David K. Wong	14,738	Nil	Nil	14,738

Outstanding Option-Based Awards and Share-Based Awards

There were no share-based awards or stock options granted to directors during the most recently completed fiscal year.

Incentive Plan Awards – Value Vested or Earned During the Year

There were no incentive plan awards made made to directors.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out equity compensation plan information as at the end of the financial year ended November 30, 2017, under the current stock option plan:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders	200,000	\$48.36	300,000
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	200,000	N/A	300,000

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation as of the end of the most recently completed financial year or as at the date of this Information Circular.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Corporation, none of the directors or executive officers of the Corporation or other informed person, nor any proposed nominee for election as a Director of the Corporation, nor any person who beneficially owned, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the corporation's last completed financial year or in any proposed transaction which, in either case, has or will materially affect the Corporation, except as disclosed herein or elsewhere in this Information Circular.

MANAGEMENT CONTRACTS

There are no management functions of the Corporation that are to any substantial degree performed by a person or company other than the directors or executive officers of the Corporation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR under the Corporation's profile at www.sedar.com. Security holders may contact the Corporation at 8150 route Transcanadienne, Suite 200, Saint-Laurent, Québec, H4S 1M5, or by telephone at (514) 336-8885, or by fax at (514) 336-9222, or by email at info@mtygroup.com, to request copies of the Corporation's financial statements and related management's discussion and analysis.

Financial information is provided in the audited financial statements of the Corporation for the financial year ended November 30, 2017 and in the related management's discussion and analysis. This material and the report of the auditor will be placed before the Meeting.

Copies of the above documents will be provided free of charge to security holders of the Corporation. The Corporation may require the payment of a reasonable charge from any person or company who is not a security holder of the Corporation, who requests a copy of any such document. The foregoing documents are also available on SEDAR at www.sedar.com under the Corporation's profile filed on February 15, 2018.

OTHER MATTERS

Management of the Corporation is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of the Meeting. However, if any other matter properly comes before the Meeting, the accompanying form of proxy confers discretionary authority to vote with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters that properly may come before the Meeting.

DATED at Ville St-Laurent, Québec, on March 28, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

"Stanley Ma"

Stanley Ma,
Chairman, President and Chief Executive Officer

SCHEDULE “A”

**MTY FOOD GROUP INC./
GROUPE D’ALIMENTATION MTY INC.**

AUDIT COMMITTEE

Audit Committee Charter

1. Purpose of the Committee

1.1 The purpose of the Audit Committee is to assist the Board in its oversight of the integrity of the Corporation’s financial statements and other relevant public disclosures, the Corporation’s compliance with legal and regulatory requirements relating to financial reporting, the external auditors’ qualifications and independence and the performance of the internal audit function and the external auditors.

2. Members of the Audit Committee

2.1 All of the Members must be “financially literate” as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

2.2 The Audit Committee shall consist of no less than three Directors.

2.3 All of the Members of the Audit Committee must be “independent” as defined under NI 52-110.

3. Relationship with External Auditors

3.1 The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board of Directors and the Audit Committee.

3.2 The external auditors must be able to complete their audit procedures and reviews with professional independence, free from any undue interference from the management or directors.

3.3 The Audit Committee must direct and ensure that the management fully co-operates with the external auditors in the course of carrying out their professional duties.

3.4 The Audit Committee will have direct communications access at all times with the external auditors.

4. Non-Audit Services

4.1 The external auditors are prohibited from providing any non-audit services to the Corporation, without the express written consent of the Audit Committee. In determining whether the external auditors will be granted permission to provide non-audit services to the Corporation, the Audit Committee must consider that the benefits to the Corporation from the provision of such services, outweighs the risk of any compromise to or loss of the independence of the external auditors in carrying out their auditing mandate.

4.2 Notwithstanding section 4.1, the external auditors are prohibited at all times from carrying out any of the following services, while they are appointed the external auditors of the Corporation:

- (i) acting as an agent of the Corporation for the sale of all or substantially all of the undertaking of the Corporation; and
- (ii) performing any non-audit consulting work for any director or senior officer of the Corporation in their personal capacity, but not as a director, officer or insider of any other entity not associated or related to the Corporation.

5. Appointment of Auditors

5.1 The external auditors will be appointed each year by the shareholders of the Corporation at the annual general meeting of the shareholders.

5.2 The Audit Committee will nominate the external auditors for appointment, such nomination to be approved by the Board of Directors.

6. Evaluation of Auditors

- 6.1 The Audit Committee will review the performance of the external auditors on at least an annual basis, and notify the Board and the external auditors in writing of any concerns in regards to the performance of the external auditors, or the accounting or auditing methods, procedures, standards, or principles applied by the external auditors, or any other accounting or auditing issues which come to the attention of the Audit Committee.

7. Remuneration of the Auditors

- 7.1 The remuneration of the external auditors will be determined by the Board of Directors, upon the annual authorization of the shareholders at each general meeting of the shareholders.
- 7.2 The remuneration of the external auditors will be determined based on the time required to complete the audit and preparation of the audited financial statements, and the difficulty of the audit and performance of the standard auditing procedures under generally accepted auditing standards and generally accepted accounting principles of Canada.

8. Termination of the Auditors

- 8.1 The Audit Committee has the power to terminate the services of the external auditors, with or without the approval of the Board of Directors, acting reasonably.

9. Funding of Auditing and Consulting Services

- 9.1 Auditing expenses will be funded by the Corporation. The auditors must not perform any other consulting services for the Corporation, which could impair or interfere with their role as the independent auditors of the Corporation.

10. Role and Responsibilities of the Internal Auditor

- 10.1 The Corporation has created a position to perform the task of internal audit. Areas of focus for the internal audit are recommended by management to the Audit Committee for approval. The internal audit reports are to be sent to the Audit Committee and to the CFO.

11. Oversight of Internal Controls

- 11.1 The Audit Committee will have the oversight responsibility for ensuring that the internal controls are implemented and monitored, and that such internal controls are effective.

12. Continuous Disclosure Requirements

- 12.1 The CFO of the Corporation is primarily responsible for ensuring that the Corporation's continuous reporting requirements are met and in compliance with applicable regulatory requirements.

13. Other Auditing Matters

- 13.1 The Audit Committee may meet with the Auditors independently of the management of the Corporation at any time, acting reasonably.
- 13.2 The Auditors are authorized and directed to respond to all enquiries from the Audit Committee in a thorough and timely fashion, without reporting these enquiries or actions to the Board of Directors or the management of the Corporation.

14. Annual Review

- 14.1 The Audit Committee Charter will be reviewed annually by the Board of Directors and the Audit Committee to assess the adequacy of this Charter.

15. Independent Advisers

- 15.1 The Audit Committee shall have the power to retain legal, accounting or other advisors to assist the Committee.

MTY FOOD GROUP INC.
(the "Company")

NOTICE
NATIONAL INSTRUMENT 51-102

TO: British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
New Brunswick Securities Commission
Nova Scotia Securities Commission
Securities NL Financial Services Regulation Division
Prince Edward Island Office of the Superintendent of Securities
Nunavut Superintendent of Securities
Northwest Territories Office of the Superintendent of Securities
Yukon Superintendent of Securities

AND TO: Deloitte LLP
PricewaterhouseCoopers LLP

The Company hereby gives notice, pursuant to Section 4.11 of National Instrument 51-102, not to propose the reappointment of Deloitte LLP (the "**Former Auditor**") as the auditor of the Corporation, and to instead proposed the nomination of PricewaterhouseCoopers LLP (the "**Successor Auditor**") as auditor of the Company, and that:

1. The Board of Directors has decided not to renew the mandate of Former Auditor for the financial year ending November 30, 2018.
2. The effective date of termination of the Company's Former Auditor will be the Company's next annual general meeting, scheduled for May 2, 2018.
3. The Audit Committee of the Corporation's Board of Directors, along with the Chief Financial officer, has conducted a review of the Corporation's audit requirements.
4. After careful review of the proposals received and due consideration of all relevant factors, the Audit Committee recommended to the Board of Directors of the Corporation that Successor Auditor be nominated for appointment as auditor of the Corporation by the shareholders of the Corporation for the financial year of the Corporation ending November 30, 2018.
5. During its meeting held on March 14, 2018, the Board of Directors of the Corporation approved the recommendation of its Audit Committee indicated in paragraph 4 above.
6. There have been no modified opinions in the Former Auditor's Reports for the Company's two most recently completed fiscal years or any subsequent period.

7. In the opinion of the Corporation, there have been no Reportable Events, as that term is defined in National Instrument 51-102 (including disagreements, consultations and unresolved issues) in connection with the audits of the two most recent financial years ended November 30, 2016 and 2017 and with any subsequent period to date.

DATED at Montréal, Québec, this 14th day of March, 2018.

BY ORDER OF THE BOARD OF DIRECTORS OF MTY FOOD GROUP INC.

“Stanley Ma”
Chairman & Chief Executive Officer

March 20, 2018

To : British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
New Brunswick Securities Commission
Nova Scotia Securities Commission
Securities NL Financial Services Regulation Division
Prince Edward Island Office of the Superintendent of Securities
Nunavut Superintendent of Securities
Northwest Territories Office of the Superintendent of Securities
Yukon Superintendent of Securities

RE: **MTY Food Group Inc.**
Notice of Change of Auditor

Dear Sirs:

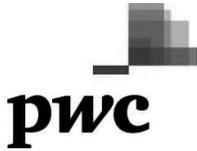
We have read the statements made by the Corporation in the attach copy of the Notice of Change of Auditor dated March 14, 2018, which we understand will be filed pursuant to section 4.11 of National Instrument 51-102.

We agree with the statements in the Notice of Change of Auditor dated March 14, 2018.

Yours truly,

*Deloitte LLP*¹

¹CPA auditor, CA, public accountancy permit No. A110972



March 21, 2018

To: British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
New Brunswick Securities Commission
Nova Scotia Securities Commission
Securities NL Financial Services Regulation Division
Prince Edward Island Office of the Superintendent of Securities
Nunavut Superintendent of Securities
Northwest Territories Office of the Superintendent of Securities
Yukon Superintendent of Securities

We have read the statements made by MTY Food Group Inc. in the attached copy of change of auditor notice dated March 14, 2018, which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102.

We agree with the statements concerning PricewaterhouseCoopers LLP in the change of auditor notice dated March 14, 2018.

Yours very truly,

PricewaterhouseCoopers LLP

Partnership of Chartered Professional Accountants

PricewaterhouseCoopers LLP/s.r.l./s.e.n.c.r.l.
1250 René-Lévesque Boulevard West, Suite 2500, Montréal, Quebec, Canada H3B 4Y1
T: +1 514 205 5000, F: +1 514 876 1502, www.pwc.com/ca

"PwC" refers to PricewaterhouseCoopers LLP/s.r.l./s.e.n.c.r.l., an Ontario limited liability partnership.

