

**The Second Cup Ltd.**  
6303 Airport Road  
Mississauga, Ontario  
L4V 1R8

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** to holders of **THE SECOND CUP LTD.** (the “**Corporation**”) shares (the “**Shareholders**”) that an annual general meeting of Shareholders will be held at TMX Broadcast Centre, 130 King Street West, Toronto, Ontario, M5X 1J2 on Friday, May 6, 2016 at **[10:00 a.m.]** (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended December 26, 2015;
2. to elect directors of the Corporation (the “**Directors**”);
3. to appoint auditors for the Corporation and to authorize the Directors of the Corporation to fix the remuneration of the auditors; and
4. to transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

All Shareholders, other than CDS Clearing and Depository Services Inc. (“**CDS**”), must provide voting instructions in the manner described in the enclosed voting instruction form and in the accompanying management information circular. **Your shares will not be voted without your instructions.**

CDS, which through its nominee is the sole registered Shareholder of the Corporation, must deposit completed proxies with Computershare Trust Company of Canada, Attention: Proxy Department, 9<sup>th</sup> floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 before 5:00 p.m. (Toronto time) on May 4<sup>th</sup>, 2016 or not later than 5:00 p.m. (Toronto time) on the second last business day prior to any adjournment or postponement of the meeting. However, all Shareholders other than CDS must communicate their voting instructions well in advance of this deadline in order to allow their instructions to be processed before the deadline.

The Directors of the Corporation have fixed March 24, 2016 as the record date for the meeting.

We urge you to read these materials carefully and cast your vote on these important matters.

DATED at Mississauga, Ontario this 24th day of March, 2016.

**THE SECOND CUP LTD.**

Michael Bregman  
Chair of the Board of Directors