

## THE SECOND CUP LTD.

### FORM OF PROXY

**THIS FORM OF PROXY IS BEING SOLICITED BY AND ON BEHALF OF MANAGEMENT OF THE SECOND CUP LTD. (THE “CORPORATION”) FOR USE AT THE ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS OF THE CORPORATION TO BE HELD ON SEPTEMBER 24, 2020.**

**You are receiving this Form of Proxy because you are a registered shareholder.**

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

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with full power of substitution, to attend and vote all of the Shares held by the undersigned for and on behalf of the undersigned at the Annual and Special Meeting of Shareholders of the Corporation to be held virtually via live webcast at <https://web.lumiagm.com/437977350> on Thursday, September 24, 2020 at 10:00 a.m. EDT and at any adjournment or postponement thereof in the manner indicated:

1. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting (or if no specification is made, **FOR**), STEVE PELTON to act as director of the Corporation for the ensuing year;
2. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting (or if no specification is made, **FOR**), MICHAEL BREGMAN to act as director of the Corporation for the ensuing year;
3. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting (or if no specification is made, **FOR**), STEPHEN KELLEY to act as director of the Corporation for the ensuing year;
4. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting (or if no specification is made, **FOR**), MELINDA LEE to act as director of the Corporation for the ensuing year;
5. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting (or if no specification is made, **FOR**), ALTON MCEWEN to act as director of the Corporation for the ensuing year;
6. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting (or if no specification is made, **FOR**), ALAN SIMPSON to act as director of the Corporation for the ensuing year;
7. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting (or if no specification is made, **FOR**), MICHAEL SERRUYA to act as director of the Corporation for the ensuing year;
8. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting (or if no specification is made, **FOR**), AARON SERRUYA to act as director of the Corporation for the ensuing year;
9. vote **FOR** [ ] or to **WITHHOLD** [ ] from voting, (or if no specification is made, **FOR**), the re-appointment of PricewaterhouseCoopers LLP to act as auditors of the Corporation for the ensuing year and the authorization of the directors of the Corporation to fix the remuneration of the auditors;
10. vote **FOR** [ ] or to **AGAINST** [ ], (or if no specification is made, **FOR**), to pass a special resolution, the full text of which is attached as Appendix C to the Information Circular, with or without variation, to authorize an amendment to the Corporation’s articles to change the Corporation’s name from “The Second Cup Ltd.” to “Aegis Brands Inc.”;

11. vote **FOR** [ ] or to **AGAINST** [ ], (or if no specification is made, **FOR**), to pass an ordinary resolution, the full text of which is attached as Appendix E to the Information Circular, with or without variation, to affirm, ratify and approve the Corporation's Amended and Restated Stock Option Plan;
12. vote **FOR** [ ] or to **AGAINST** [ ], (or if no specification is made, **FOR**), to pass an ordinary resolution, the full text of which is attached as Appendix F to the Information Circular, with or without variation, to affirm, ratify and approve the awards of stock options issued under the Corporation's Amended and Restated Stock Option Plan;
13. at the proxyholder's discretion upon any amendments or variations to matters specified in the notice of Meeting or upon any other matters as may properly come before the Meeting or any adjournments or postponements thereof.

**I hereby revoke any prior proxy or proxies. With respect to amendments or variations to any matter in the notice of Meeting and other matters which may properly come before the Meeting, I hereby confer discretionary authority on the person who votes and acts on my behalf hereunder to vote with respect to the matter as he or she thinks fit but only if management has not been made aware within a reasonable time prior to this solicitation that such amendments, variations or other matters are to be presented at the Meeting. The Shares represented by this proxy will be voted or withheld in accordance with the instructions given on any vote or ballot called. If no voting instructions are indicated above, this proxy will be voted as recommended by management.**

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

*Please print legibly*

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

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

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

**INSTRUCTIONS FOR PROXY:**

1. This form of proxy may not be valid unless it is dated and signed by a registered Shareholder or by his or her attorney duly authorized in writing, or if the registered Shareholder is a corporation, by the proper officers or directors under its corporate seal, or by an officer or attorney thereof duly authorized. When signing in a fiduciary or representative capacity, please give full title as such.
2. **Every holder has the right to appoint a person, who need not be a Shareholder, to attend and act for him or her and on his or her behalf at the Meeting other than the persons designated in this form of proxy. Such right may be exercised by filling in the name of such person in the blank space provided in the form of proxy and striking out the names of the nominees for proxyholder.** Registering the proxyholder is an additional step once a Shareholder has submitted their proxy. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. To register a proxyholder, you must visit <https://www.computershare.com/SecondCup> by 10:00 a.m. EDT on Tuesday, September 22, 2020

and provide Computershare with the required information for your proxyholder, so that Computershare may provide the proxyholder with a Username or Control Number via email. Without a Username or Control Number, proxyholders will not be able to vote at the Meeting. The Username or Control Number will allow your proxyholder to log in and vote at the Meeting.

3. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by management.**
4. If not dated, this proxy will be deemed to bear the date on which it was mailed on behalf of the Corporation.
5. Each registered Shareholder who is unable to attend the Meeting is requested to date and sign this form of proxy and return it using the self-addressed envelope provided.
6. To be valid, this form of proxy must be received by the Proxy Department of Computershare Trust Company of Canada, Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 not later than 5:00 p.m. (Toronto time) on the second last business day (excluding Saturdays, Sundays and statutory holidays in Toronto) before the date of the Meeting or any adjournment or postponement thereof. Complete and sign the form of proxy and return the form in the envelope provided or submit your proxy by fax at 1-866-249-7775/ 416-263-9524. If you vote by fax, DO NOT mail back this proxy.
7. The proxy should be read in conjunction with the accompanying documentation provided by management.