

BOSTON PIZZA ROYALTIES INCOME FUND



8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
www.computershare.com

Security Class

Holder Account Number

Fold

Form of Proxy - Annual General Meeting to be held on June 19, 2019 (the "Meeting")

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every registered holder of Trust Units or Special Voting Units of the Fund (a "Unitholder") has the right to appoint some other person of their choice, who need not be a Unitholder, to attend and act on their behalf at the Meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the Trust Units or Special Voting Units (collectively, the "Units") are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management or its agent to the Unitholder.
5. **The Units represented by this proxy will be voted as directed by the registered Unitholder, however, if such a direction is not made or instructions are uncertain in respect of any matter, this proxy will be voted FOR the resolutions.**
6. The Units represented by this proxy will be voted in favour of or withheld from voting on each of the matters described herein, in accordance with the instructions of the registered Unitholder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the Units will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Annual General Meeting or other matters that may properly come before the Meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management of Boston Pizza GP Inc., the Managing General Partner of Boston Pizza Royalties Limited Partnership, Administrator to the Fund.

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Proxies submitted must be received by 2:00 PM, Pacific Time, on June 18, 2019.



Appointment of Proxyholder

The undersigned Unitholder of Boston Pizza Royalties Income Fund (the "Fund") hereby appoints: W. Murray Sadler, a Trustee of the Fund, or failing him, David L. Merrell, a Trustee of the Fund,

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in accordance with the following direction (or if no directions or uncertain instructions for each matter) in respect of all matters that may properly come before the Meeting and at every adjournment or postponement thereof, to the same extent and with the same powers as if the undersigned Unitholder was present at the said meeting, or any adjournment or postponement thereof. The Unitholder hereby directs the proxyholder to vote the Units of the Fund registered in the name of the undersigned as specified herein.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. To elect the following persons as Trustees of the Fund until the next annual general meeting:

	For	Withhold		For	Withhold		For	Withhold
01. David L. Merrell	<input type="checkbox"/>	<input type="checkbox"/>	02. Marc Guay	<input type="checkbox"/>	<input type="checkbox"/>	03. Paulina Hiebert	<input type="checkbox"/>	<input type="checkbox"/>

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For **Withhold**

2. Appointment of Auditor

To appoint KPMG LLP, Chartered Accountants, as Auditor of the Fund and to authorize the Trustees to fix the remuneration to be paid to the Auditor.

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Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD / MM / YY



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Voting Instruction Form ("VIF") - Annual General Meeting to be held on June 19, 2019 (the "Meeting")

NON-REGISTERED (BENEFICIAL) SECURITYHOLDERS

1. We are sending to you the enclosed proxy-related materials that relate to a meeting of the holders of Trust Units or Special Voting Units (the "Unitholders") of Boston Pizza Royalties Income Fund (the "Fund") that are held on your behalf by the intermediary identified above. Unless you attend the meeting and vote in person, your Trust Units or Special Voting Units of the Fund (collectively, the "Units") can be voted only by Management, as proxyholder of the registered Unitholder, in accordance with your instructions.
2. **We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions.** In order for these securities to be voted at the meeting, it will be necessary for us to have your specific voting instructions. Please complete and return the information requested in this VIF to provide your voting instructions to us promptly.
3. **If you want to attend the meeting and vote in person, write your name in the place provided (see reverse) or, alternatively, provide the Fund with another document that sets out that you would like to be appointed as a proxyholder.** You can also write in the name of someone else whom you wish to attend the meeting and vote on your behalf, unless prohibited by law, the person whose name is written in the space provided will have full authority to present matters to the meeting and vote on all matters that are presented at the meeting, even if those matters are not set out in this VIF or the Information Circular. Consult a legal advisor if you wish to modify the authority of that person in any way. If you need help, contact the Registered Representative who services your account.
4. This VIF should be signed by you in the exact manner as your name appears on the VIF. If these voting instructions are given on behalf of a body corporate set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.
5. If this VIF is not dated, it will be deemed to bear the date on which it is mailed by management to you.
6. **When properly signed and delivered, the Units represented by this VIF will be voted as directed by you, however, if such a direction is not made in respect of any matter, the VIF will direct the voting of the Units to be made FOR the resolutions.**
7. Your voting instructions will be recorded on receipt of the VIF and a legal form of proxy will be submitted on your behalf.
8. By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these Units.
9. If you have any questions regarding the enclosed documents, please contact the Registered Representative who services your account.
10. This VIF should be read in conjunction with the accompanying documentation provided by Management.

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VIFs submitted must be received by 2:00 PM, Pacific Time, on June 18, 2019.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-734-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com

If you vote by telephone or the Internet, DO NOT mail back this VIF.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may choose an appointee other than the Management appointees named on the reverse of this VIF. Instead of mailing this VIF, you may choose one of the two voting methods outlined above to vote this VIF.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below.

CONTROL NUMBER



Appointee(s)

The undersigned Unitholder of Boston Pizza Royalties Income Fund (the "Fund") hereby appoints: W. Murray Sadler, a Trustee of the Fund, or failing him, David L. Merrell, a Trustee of the Fund,

OR

If you wish to attend in person or appoint someone else to attend on your behalf, print your name or the name of your appointee in this space (see Note #3 on reverse).

as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in accordance with the following direction (or if no directions or uncertain instructions for each matter) in respect of all matters that may properly come before the Meeting and at every adjournment and postponement thereof, to the same extent and with the same powers as if the undersigned Unitholder was present at the said meeting, or any adjournment or postponement thereof. The Unitholder hereby directs the proxyholder to vote the Units of the Fund registered in the name of the undersigned as specified herein.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

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	For	Withhold		For	Withhold		For	Withhold
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For **Withhold**

2. Appointment of Auditor

To appoint KPMG LLP, Chartered Accountants, as Auditor of the Fund and to authorize the Trustees to fix the remuneration to be paid to the Auditor.

Fold

Authorized Signature(s) - This section must be completed for your instructions to be executed.

If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this VIF with signing capacity stated.

Signature(s)

Date

DD / MM / YY

