

MANAGEMENT PRESENTATION

March 18, 2015



A preliminary prospectus and an amended and restated preliminary prospectus containing important information relating to the securities described in this presentation has been filed with the securities regulatory authorities in each of the provinces and territories of Canada. A copy of the amended and restated preliminary prospectus, and any amendment, is required to be delivered with this presentation. The amended and restated preliminary prospectus is still subject to completion. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final prospectus has been issued. This presentation does not provide full disclosure of all material facts relating to the securities offered. Investors should read the amended and restated preliminary prospectus, the final prospectus and any amendment for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision. Capitalized terms used but not otherwise defined herein shall have the respective meaning ascribed thereto in the amended and restated preliminary prospectus.

CARA

Disclaimers



Prospective investors should rely only on the information contained in the amended and restated preliminary prospectus dated March 18, 2015 (the "preliminary prospectus"). This presentation is qualified in its entirety by reference to, and must be read in conjunction with, the information contained in the preliminary prospectus. Neither the Company nor any of the Underwriters has authorized anyone to provide prospective investors with different or additional information. If anyone provides prospective investors with additional or different or inconsistent information, including information or statements in media articles about the Company, prospective investors should not rely on it. Prospective investors should not assume that the information contained in this document is accurate as of any date other than the date of the preliminary prospectus, or where information is stated to be as of a date other than the date of the preliminary prospectus, such other applicable date. No securities regulatory authority has expressed an opinion about the securities described herein and it is an offence to claim otherwise. **An investment in the securities described herein is speculative and involves a number of risks that should be considered by a prospective investor. Prospective investors should carefully consider the risk factors described under "Risk Factors" in the preliminary prospectus and other information included in the preliminary prospectus before investing in the Company and purchasing the securities described herein.**

The Company is not offering, or soliciting offers to acquire, the securities described herein in any jurisdiction in which such offer or solicitation is not permitted. For prospective investors outside Canada, neither the Company nor the Underwriters have done anything that would permit the offering or distribution of this document together with the preliminary prospectus in any jurisdiction where action for that purpose is required, other than in Canada. Prospective investors are required to inform themselves about and to observe any restrictions relating to the offering and the distribution of this document and of the preliminary prospectus.

In this presentation, all amounts are in Canadian dollars, unless otherwise indicated. Terms undefined herein have the meanings ascribed to them in the preliminary prospectus.

Forward-Looking Information

This presentation contains "forward-looking information" within the meaning of applicable securities laws. Forward-looking information may relate to the Company's future outlook and anticipated events or results and may include information regarding the financial position, business strategy, growth strategy (including the objectives to grow System Sales⁽¹⁾ and Operating EBITDA Margin on System Sales⁽¹⁾ over the next five to seven years), budgets, operations, financial results, taxes, dividends, plans and objectives of the Company. Particularly, information regarding future results, performance, achievements, prospects or opportunities of the Company or the Canadian market is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might", "will" or "will be taken", "occur" or "be achieved".

Discussions containing forward-looking information may be found in this presentation, in respect of the Canadian Foodservice Industry, the business of Cara, the Principal Shareholders, the use of proceeds, management's discussion and analysis of financial condition and results of operations, the Company's dividend policy, the description of share capital and risk factors. These forward-looking statements include, among other things, statements relating to:

- the Company's expectations regarding its revenue, expenses and operations;
- the Company's future growth plans, including expansion of Cara's current brands and acquisitions;
- the Company's expectations with respect to advancement in its technologies;
- the Company's expectations with respect to growth resulting from its off-premise sales initiatives;
- the Company's expectations with respect to SRS Growth⁽¹⁾ and to growth of System Sales⁽¹⁾ and Operating EBITDA⁽¹⁾;
- the Company's expectations with respect to restaurant closures and new restaurant openings;
- the Company's intention to declare dividends;
- the Company's expectations with respect to its strategic partnerships;
- the Company's expectations with respect to its ability to leverage its scale to reduce costs;
- the Company's expectations with respect to savings realized as a result of implementing improved scheduling practices;
- anticipated trends and challenges in the Company's business and the market in which it operates;
- the Company's anticipated use of the net proceeds of the Offering; and
- the market price for the Subordinate Voting Shares.

In addition, the Company's assessment of potential SRS Growth⁽¹⁾, System Sales Growth⁽¹⁾ and increases in Operating EBITDA Margin on System Sales⁽¹⁾ over the next five to seven years may be considered forward-looking information. See "Management's Discussion and Analysis of Financial Condition and Results of Operations — Outlook" in the preliminary prospectus for additional information concerning the Company's strategies, assumptions and market outlook in relation to this assessment.

The discussion in this presentation of Cara's potential growth opportunity is based on management's current strategies, its assumptions concerning its growth outlook, and its assessment of the outlook for the business and the Canadian Restaurant Industry as a whole, may be considered to be forward-looking information for purposes of applicable Canadian securities legislation. Readers are cautioned that actual results may vary. See "Risk Factors" in the preliminary prospectus for a description of the risks and uncertainties that impact the Company's business and that could cause actual results to vary. For the purposes of the outlook discussed in this presentation, the Company has assumed an average of 40 net new restaurant openings per year starting in 2016 (the mid-point of Cara's target of 30 to 50 net new restaurants per year), with each new restaurant having on average annual sales of \$2 million. The outlook discussed in this presentation also assumes the completion by the Company of one or two acquisitions of complementary businesses, although the Company does not believe that the opportunity for acquisitions is limited in this regard. Management considers these assumptions to be reasonable in the circumstances, given the time period for such outlook discussed in this presentation. However, there can be no assurance that the Company will be able to open 40 net new restaurants per year or that the Company will be able to complete any such acquisitions. Actual annual sales of new restaurants may vary from \$2 million per restaurant.

These statements and other forward-looking information are based on opinions, assumptions and estimates made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that the Company believes are appropriate and reasonable in the circumstances, but there can be no assurance that such estimates and assumptions will prove to be correct.

Forward-looking information is necessarily based on a number of the opinions, assumptions and estimates that, while considered reasonable by the Company as of the date such statements are made, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to the following factors described in greater detail in "Risk Factors" in the preliminary prospectus: absence of a prior public market; potential volatility of Subordinate Voting Share price; payment of dividends; financial reporting and other public company requirements; forward-looking information; significant ownership by the Principal Shareholders; future sales of Shares by the Principal Shareholders; dilution; limited voting rights of the Subordinate Voting Shares; quarterly operating results may fluctuate; securities analysts' research or reports could impact price of Subordinate Voting Shares; the restaurant industry; competition with other franchisors; quality control and health concerns; security breaches of confidential guest information; public safety issues; damage to the Company's reputation; availability and quality of raw materials; reliance on suppliers; growth of the Company; franchisees; franchise fees and other revenue; franchisee relations; revenue reporting risks; opening new restaurants; potential inability to consummate acquisitions; integration of acquisitions and brand expansion; retail licensing opportunities; seasonality and weather; regulations governing alcoholic beverages; laws concerning employees; dependence on key personnel; attracting and retaining quality employees; unionization activities may disrupt the Company operations; reliance on information technology; intellectual property; lawsuits; regulation; and Company's insurance may not provide adequate levels of coverage. These factors and assumptions are not intended to represent a complete list of the factors and assumptions that could affect the Company. These factors and assumptions, however, should be considered carefully.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information contained herein, except as required by applicable securities laws.

(1) See "Non-IFRS Measures".



Non-IFRS Measures



This presentation makes reference to certain non-IFRS measures. These measures are not recognized measures under International Financial Reporting Standards ("IFRS") and do not have a standardized meaning prescribed by IFRS. They are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement IFRS measures by providing further understanding of the Company's results of operations from management's perspective.

Accordingly, they should not be considered in isolation nor as a substitute for analysis of the Company's financial information reported under IFRS. The Company uses non-IFRS measures including "System Sales", "System Sales Growth", "Adjusted System Sales", "SRS Growth", "EBITDA", "Operating EBITDA", "Operating EBITDA Margin on System Sales", "Adjusted EBITDA", "Operating EBITDA Margin", "Adjusted EBITDA Margin", "Adjusted Net Earnings" to provide investors with supplemental measures of its operating performance and thus highlight trends in its core business that may not otherwise be apparent when relying solely on IFRS financial measures. See "Description of Non-IFRS Measures". The Company also believes that securities analysts, investors and other interested parties frequently use non-IFRS measures in the evaluation of issuers. The Company's management also uses non-IFRS measures in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and to determine components of management compensation. Please refer to "Selected Consolidated Financial Information" in the preliminary prospectus for the definitions and reconciliations of System Sales, System Sales Growth, Adjusted System Sales, SRS Growth, EBITDA, Operating EBITDA, Operating EBITDA Margin on System Sales, Adjusted EBITDA, Operating EBITDA Margin, Adjusted EBITDA Margin and Adjusted Net Earnings presented by the Company to the most directly comparable IFRS measure.

Prospective investors should review this information in conjunction with the Company's consolidated financial statements including the notes thereto, as well as "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Consolidated Capitalization", in the preliminary prospectus.

The preliminary prospectus constitutes a public offering of securities only in those jurisdictions where such securities may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities offered thereby have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered, sold or delivered, directly or indirectly, in the United States (as such term is defined in Regulation S under the U.S. Securities Act) (the "United States") or to, or for the account or benefit of, U.S. Persons (as defined in the U.S. Securities Act), except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

In connection with the Offering, the Underwriters may, subject to applicable law, over-allocate or effect transactions which stabilize or maintain the market price of the Subordinate Voting Shares at levels other than those which otherwise might prevail on the open market. The Underwriters may offer the Subordinate Voting Shares at a price lower than the Offering Price. See "Plan of Distribution" in the preliminary prospectus for further information.



Presentation Team



Bill Gregson

Chairman and
Chief Executive Officer

Ken Grondin

Chief Financial Officer



Investment Highlights



Leading Canadian Full-Service Restaurant Operator with Iconic Brands

Attractive Franchised-Focused Business Model

Successful Transformation Positions Cara for Success

Multiple Brand Strategy Provides Significant Competitive Advantages

Significant Opportunities for Growth Over Next 5 to 7 Years⁽²⁾

Fairfax is a Strategic Long-Term Shareholder

- Canada's largest full-service restaurant operator with 5 brands ranked in the top 12 based on sales
- Third largest restaurant operator in Canada behind only Tim Hortons / Burger King and McDonald's
- 10 distinctive brands offering variety of unique full and limited-service dining experiences
- Completed a strategic shift towards franchise model with 89% of restaurants franchised
- Increased royalty income and Operating EBITDA Margin⁽¹⁾ as well as decreased capex requirements
- Positions Cara for rapid expansion without significant incremental capital required
- Management team with strong turnaround track record at The Brick and Forzani
- Driving sales growth and profitability through marketing initiatives, leveraging shared services infrastructure and closing unprofitable restaurants
- From Fiscal 2013 to Fiscal 2014, System Sales⁽¹⁾ increased 24%, Total gross revenue from continuing operations increased 4.1%, SRS Growth⁽¹⁾ was 2.6% and Operating EBITDA⁽¹⁾ increased 74%
- Diversification across a broad spectrum of menus, customers demographics, dayparts and price points
- Brand-specific dedicated team and focus – the “best” of a single brand strategy
- Providing shared services infrastructure – the “best” of a multi-brand strategy
- Target System Sales⁽¹⁾ of \$2.5 to \$3.0 billion and Operating EBITDA⁽¹⁾ of \$175 to \$240 million
- Target SRS Growth⁽¹⁾ of between 2.5% to 4.0% per year, ~14 net new restaurants in 2015 and 30 to 50 per year thereafter
- Franchise net royalty rate closer to 5%; corporate-owned contribution margin of 10%-15%
- Strong balance sheet to pursue acquisitions
- Successful history of investing in renowned Canadian retail and foodservice brands
- Outstanding track record of shareholder value creation – over the last 29 years, book value per share and share price have grown by a CAGR of 21.1% and 19.8%, respectively
- Identifying acquisition opportunities – Fairfax is a “must call” for Canadian restaurant sale processes

(1) See “Non-IFRS Measures”.

(2) See “Forward-Looking Information”.















LEADING CANADIAN FULL-SERVICE
RESTAURANT OPERATOR WITH
ICONIC BRANDS



Canada's Largest Full-Service Restaurant Company












- Canada's largest full-service restaurant operator with 5 brands in the top 12 (based on sales)
- Third largest restaurant operator in Canada

Top Full-Service Chains (By 2013 Canadian Sales)











| Restaurant Chain | Sales (C\$ millions) |
|---|----------------------|
| Cara Full-Service Combined | \$1,417 |
| 1.  | \$975 |
| 2.  | \$519 |
| 3.  | \$470 |
| 4.  | \$384 |
| 5.  | \$275 |
| 6.  | \$231 |
| 7.  | \$210 |
| 8.  | \$198 |
| 9.  | \$183 |
| 10.  | \$176 |
| 11.  | \$155 |
| 12.  | \$149 |
| TOTAL FULL-SERVICE | \$23,722 |

Source: Technomic, Statistics Canada.

Top 10 Restaurant Operators (By 2013 Canadian Sales)

| Restaurant Operator | Sales (C\$ millions) |
|--|----------------------|
| 1.  /  (Restaurant Brands Intl.) | \$6,549 |
| 2.  | \$4,008 |
| 3.  | \$1,646 |
| 4.  | \$1,600 |
| 5.  | \$1,158 |
| 6.  | \$1,121 |
| 7.  | \$975 |
| 8.  | \$959 |
| 9.  | \$891 |
| 10.  | \$651 |
| TOTAL INDUSTRY | \$47,860 |

Iconic Brands that Resonate with Canadians

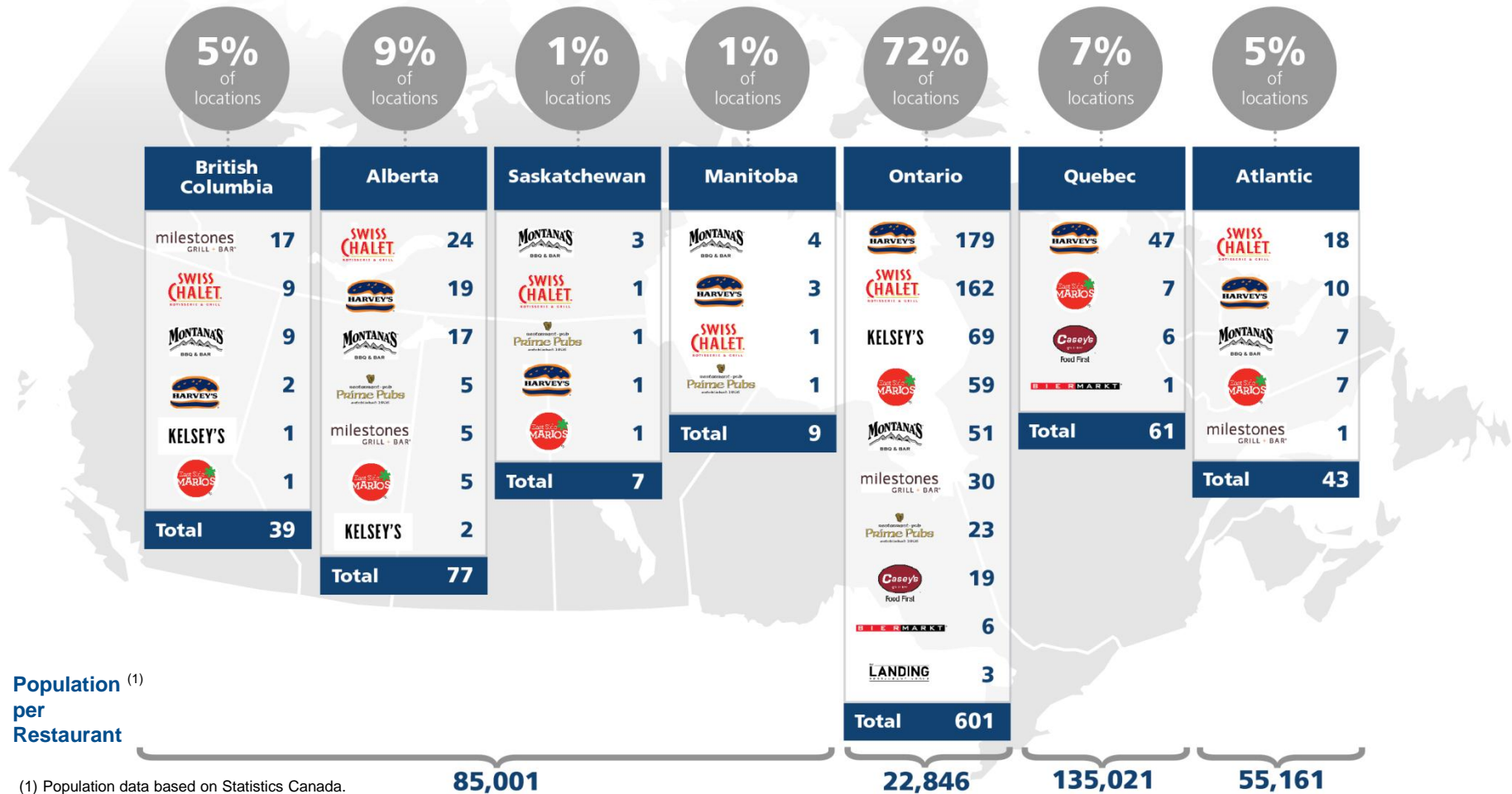
| Brands | Year Founded | Number of Stores | % Franchised | System Sales ⁽¹⁾ (C\$ millions) | Positioning |
|--|--------------|------------------|--------------|--|--|
|  <i>"Always so good for so little"</i> | 1954 | 215 | 98% | \$546 | Canada's leading national rotisserie chicken chain |
|  <i>"It's a beautiful thing"</i> | 1959 | 261 | 94% | \$267 | Home-grown national burger chain and entry point for a premium customized burger |
|  <i>"Smokin' Good BBQ"</i> | 1995 | 91 | 87% | \$234 | A leader in western-style BBQ family dining |
|  <i>"The story of food"</i> | 1989 | 53 | 57% | \$169 | A leader in casual upscale dining segment in Canada |
|  <i>"Home of all you can eat"</i> | 1980 | 80 | 95% | \$168 | Canada's leader in full-service Italian family dining |
|  <i>"Happiness Always"</i> | 1978 | 72 | 76% | \$157 | A leader in casual roadhouse-style dining in Ontario |
|  <i>"Great Food. Great Friends. Great Beer."</i> | 1996 | 30 | 87% | \$63 | Tastefully Irish pubs |
|  <i>"Food First"</i> | 1980 | 25 | 96% | \$59 | Laid-back neighbourhood gathering place |
|  <i>"Bier is beautiful"</i> | 1999 | 7 | 0% | \$27 | European brasserie-inspired menu |
|  <i>"Bar. Grill. Hub."</i> | 2011 | 3 | 0% | \$18 | Metropolitan Toronto-based, high-volume, premium casual concept |
| TOTAL | | 837 | 89% | \$1,710 | |

(1) See "Non-IFRS Measures".

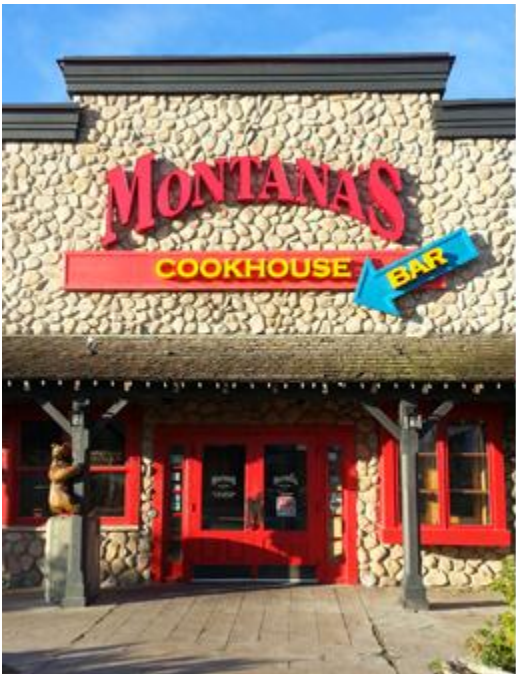
National Growth Platform

837 RESTAURANTS ACROSS ALL 10 PROVINCES

- Significant opportunity to expand in Western Canada and Quebec



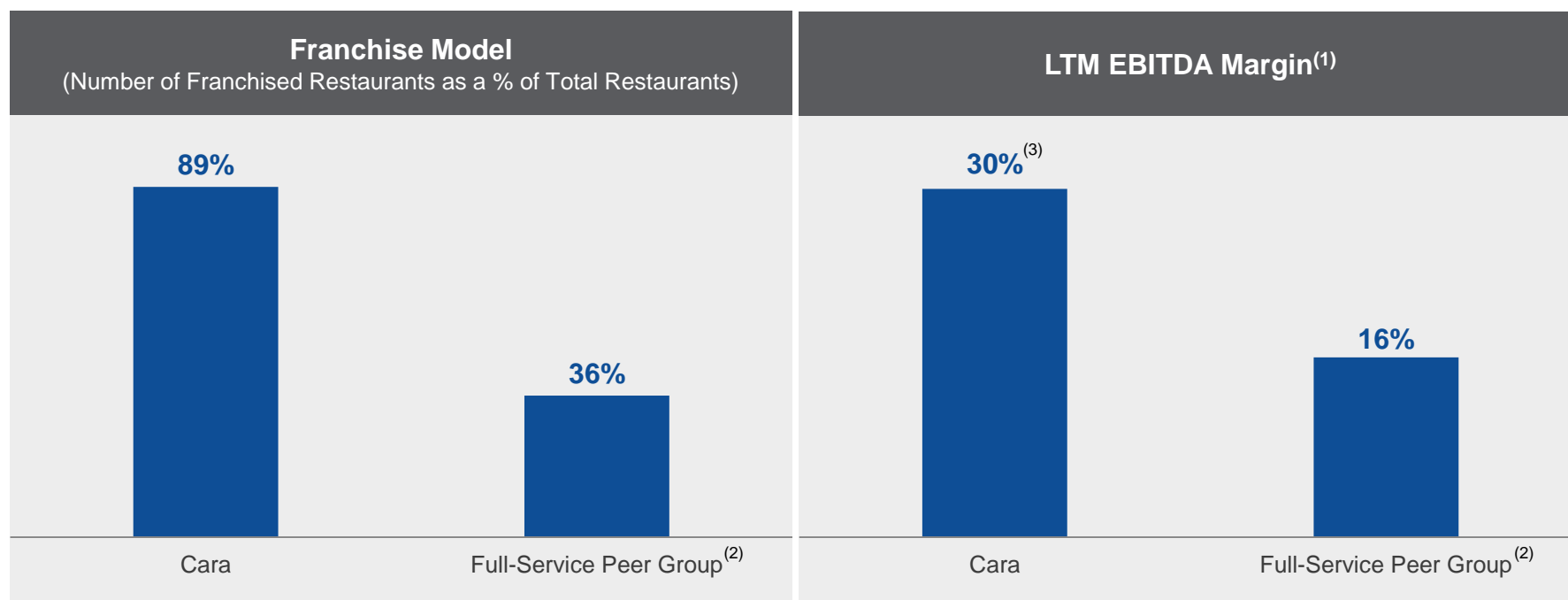
ATTRACTIVE FRANCHISED- FOCUSED BUSINESS MODEL



Attractive Franchised-Focused Business Model



- Completed a strategic shift towards franchise model with 89% of restaurants franchised
- Higher Operating EBITDA Margins⁽¹⁾ and lower capex requirements
- Unique opportunity to invest in a franchised full-service restaurant company



(1) See "Non-IFRS Measures".

(2) Refer to page 36.

(3) LTM Adjusted EBITDA Margin. See "Non-IFRS Measures".



SUCCESSFUL TRANSFORMATION POSITIONS CARA FOR SUCCESS



New Management with Turnaround and Restaurant Experience



Bill Gregson

CEO

The BRICK Former President & CEO

LE GROUPE FORZANI LTD. Former President & COO

Ken Grondin

CFO

The BRICK Former CFO

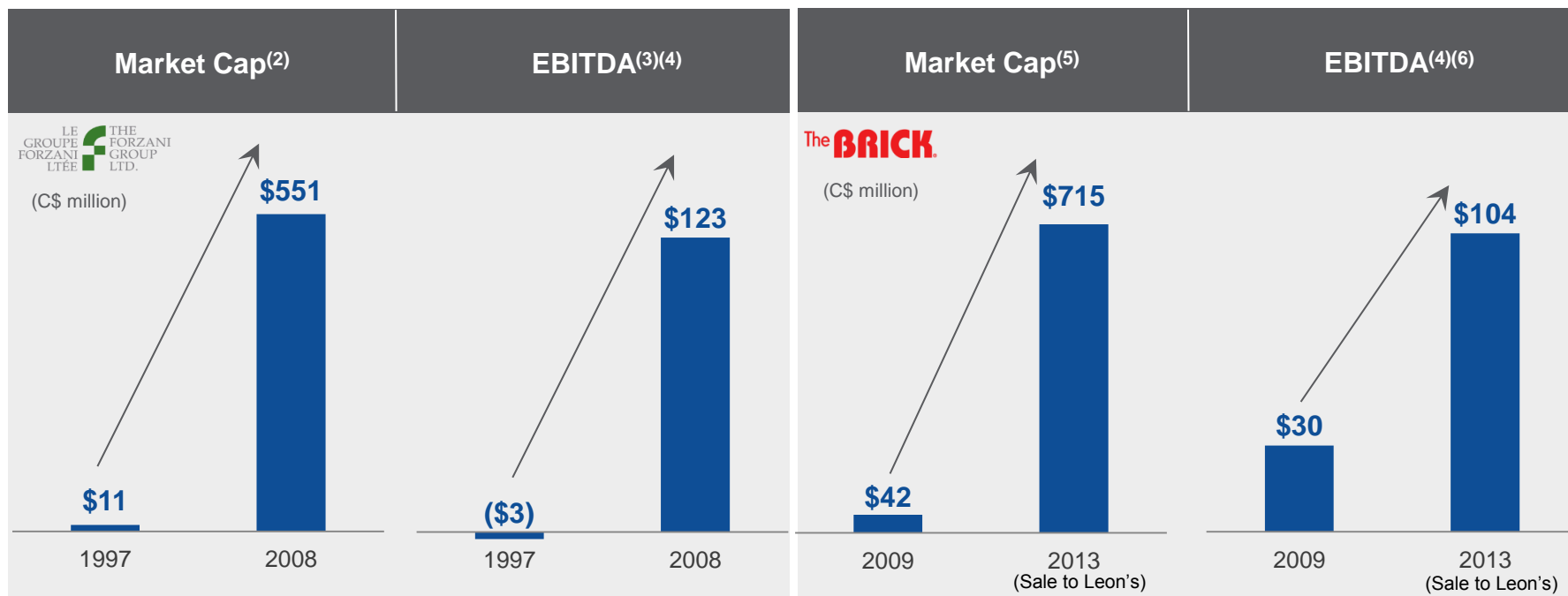
Former CFO of Parkland Fuel Corporation and Nygård International Limited

Ken Otto

President – Family Division & Chief Development Officer



Former COO
Helped grow Boston Pizza to ~\$1B in sales⁽¹⁾



(1) Technomic.

(2) From January 2, 1997 to January 10, 2008.

(3) For the 53-week periods ended February 2, 1997 and February 3, 2008.

(4) See "Non-IFRS Measures".

(5) From July 10, 2009 to March 28, 2013.

(6) For the 12-month periods ended June 30, 2009 and March 31, 2013.





Focus on Further Improving Franchisee Profitability and Network Health

- Drive sales growth through marketing and menu development
- Leverage Cara's shared service infrastructure to reduce all components of cost structure
- 24 unprofitable locations closed in 2014 and approximately 15 to 25 expected in 2015
- Disciplined approach to new restaurant openings



Comprehensive Overhaul of Marketing Strategy to Improve Sales

- "Win-the-week" sales culture (as previously executed at The Brick and Forzani)
- Increased accountability
- Tactical marketing initiatives to generate more impact per marketing dollar spent
- 2014 Q4 SRS Growth⁽¹⁾ best in the last 8 years
 - Cara: 4.8% SRS Growth⁽¹⁾
 - Harvey's: 20.6% SRS Growth⁽¹⁾

(1) See "Non-IFRS Measures".

Positive Impact of Turnaround on SRS Growth⁽¹⁾



- Q4 SRS Growth⁽¹⁾ was the best quarterly SRS Growth⁽¹⁾ in the last 8 years

Cara Combined SRS Growth⁽¹⁾



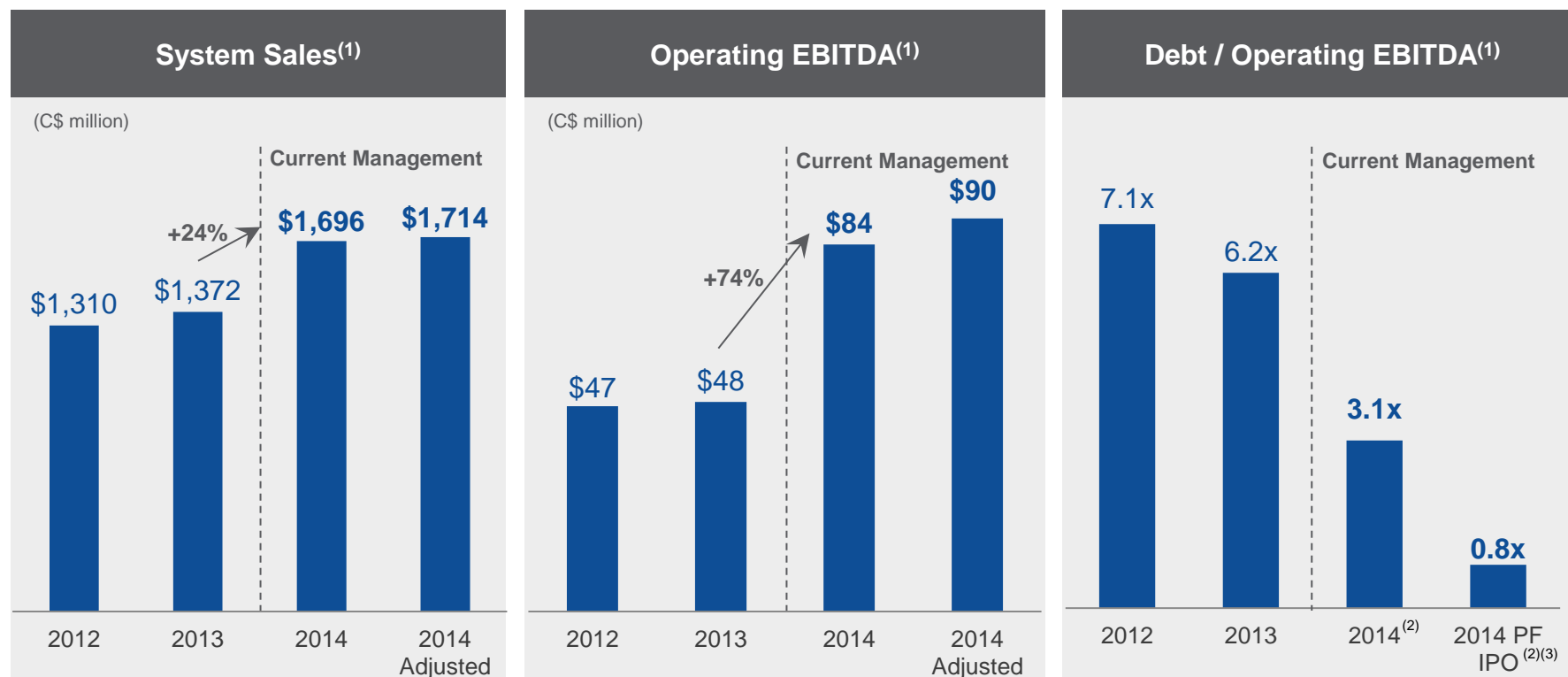
(1) See "Non-IFRS Measures".



Positive Impact of Turnaround on Financial Performance



- Financial performance has improved significantly under new management
 - Driven by increased scale, improved franchisee profitability and network health, and overhaul of marketing strategy
- Successful acquisition and integration of Prime



(1) See "Non-IFRS Measures".

(2) Based on Adjusted EBITDA. See "Non-IFRS Measures".

(3) Assumes net proceeds of \$185.0 million from the Offering.













MULTIPLE BRAND STRATEGY PROVIDES SIGNIFICANT COMPETITIVE ADVANTAGES



Multi-Brand Strategy Provides Diversification

- 10 distinctive, yet highly complementary brands
- Variety of unique dining menus and experiences in full and limited-service restaurant segments
- Broad spectrum of customers across various demographics, dayparts and price points
- Ability to operate multiple brands in the same geographic area without cannibalization
- Provides flexibility to adapt to rapidly evolving customer tastes across Canada
- Ability to convert existing locations from one brand to another at a lower cost



| Limited-Service Restaurants | | | Full-Service Restaurants | | | |
|-------------------------------|---|-------------------------|--|--|---|-------------|
| | Quick Service Restaurants | Fast Casual Restaurants | Midscale Restaurants | Casual-Dining Restaurants | Upscale Casual-Dining Restaurants | Fine Dining |
| Average Cheque ⁽¹⁾ | Under \$8.50 | \$8 to \$12 | \$8 to \$12 | \$12 to \$20 | \$20 to \$50 | \$50+ |
| Cara Brands |  | |    |    |    | |

(1) The ranges for "average cheque" in the Technomic Report are based on one meal, excluding alcoholic beverages.

Brand-Specific Dedicated Team Focus – the “Best” of a Single Brand Strategy

- Each brand has a dedicated team responsible for developing and delivering a superior brand experience and SRS Growth⁽¹⁾
 - Operations lead
 - Marketing lead
 - Chef / culinary
- Centralized resources and shared services allow each brand team to “live and breathe the brand 24 / 7”

Providing Scale and Shared Services Infrastructure – the “Best” of a Multi-Brand Strategy

| Driving Lower Costs | Strategic Partnerships | IT & Innovation | Operational Expertise |
|--|---|--|---|
| <ul style="list-style-type: none"> • Strategic sourcing • Real estate • Marketing • Construction & renovation • Bank financing • Other operating costs |  <ul style="list-style-type: none"> • Exclusive restaurant partner – points can be earned and redeemed at 8 of Cara’s brands ⁽²⁾ • One of Canada’s fastest growing loyalty programs  <ul style="list-style-type: none"> • 17% year-over-year growth for month of Dec. 2014 (vs. 6% for year to date period ended Nov. 2014) | <ul style="list-style-type: none"> • POS, back office systems, and security • Centralized data centre and help desk • Industry-leading off-premises order and delivery support infrastructure | <ul style="list-style-type: none"> • Extensive retail and restaurant knowledge • Sharing information and best practices • Tools for managing labour and monitoring performance <ul style="list-style-type: none"> ◦ Potential for restaurant labour savings of ~1.8% of corporate restaurant sales |

(1) See “Non-IFRS Measures”.

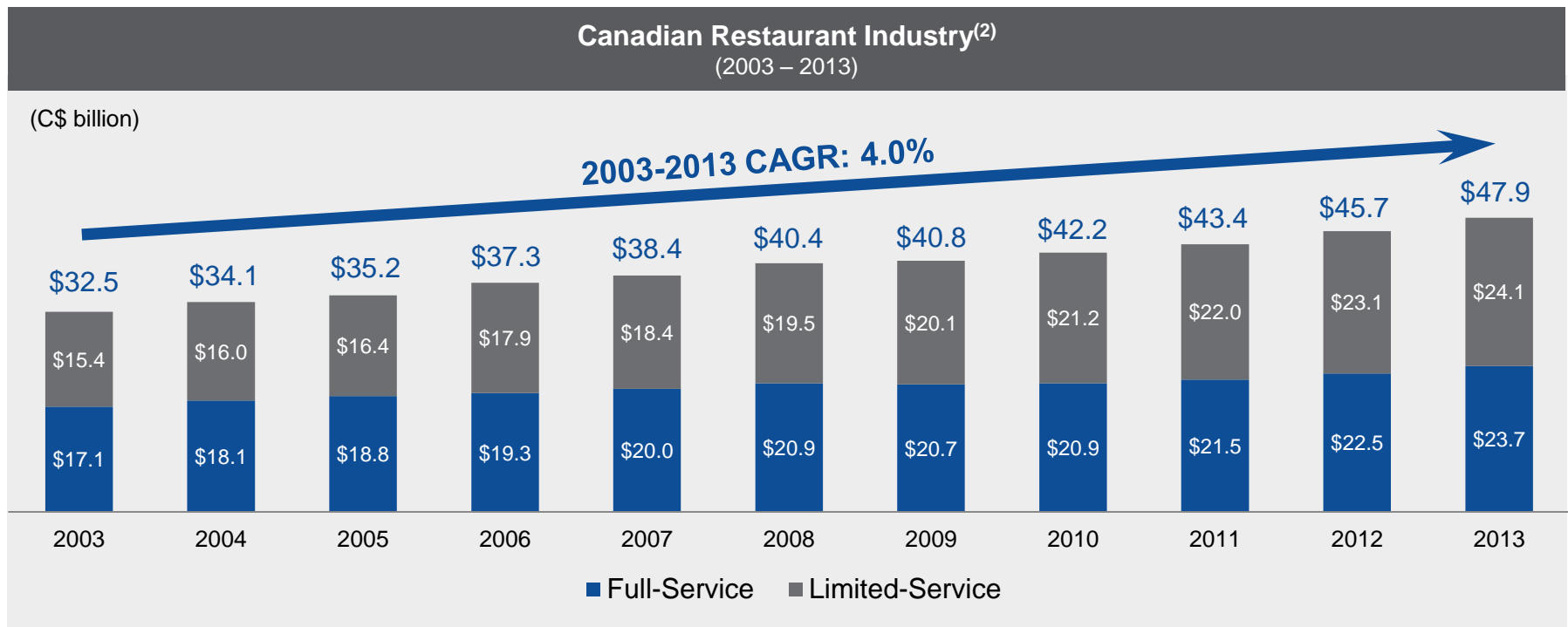
(2) Excludes Casey’s and The Landing Group.

SIGNIFICANT OPPORTUNITIES FOR GROWTH



Large and Growing Industry

- Canadian foodservice industry generated sales of ~\$68 billion⁽¹⁾ in 2013
 - Full-service and limited-service restaurants account for \$48 billion⁽²⁾
 - Remaining \$20 billion made up of caterers, drinking places, accommodation foodservice, institutional foodservice, retail foodservice and other foodservice⁽¹⁾



(1) Restaurants Canada.

(2) Statistics Canada; based on gross receipts excluding provincial sales tax and excise duties.

Significant Growth Opportunities⁽¹⁾



Grow System Sales⁽¹⁾ to \$2.5 to \$3 billion and increase Operating EBITDA⁽¹⁾ to \$175 to \$240 million (7% to 8% of System Sales⁽¹⁾) over next 5 – 7 years



(1) See “Non-IFRS Measures” and “Forward-Looking Information”.



Drive Same Restaurant Sales Growth⁽¹⁾



| | |
|------------------------------|--|
| Management | <ul style="list-style-type: none"> Proven and disciplined management team focused on the execution of Cara's multiple brand strategy (target 2.5% to 4.0% SRS Growth⁽¹⁾ versus 2.6% in Fiscal 2014; 4.8% in Q4 2014)⁽¹⁾ |
| Menu | <ul style="list-style-type: none"> Offer compelling menus of "craveable" food items and a variety of beverages |
| Customer Service | <ul style="list-style-type: none"> Gather and implement feedback on guest experiences so that front line associates are self-aware and have an ability to continually improve customer service |
| Atmosphere | <ul style="list-style-type: none"> Keep restaurant concepts up-to-date with brand-appropriate atmosphere |
| Marketing | <ul style="list-style-type: none"> Effective media spend with a "win-the-week" sales mindset, and the making of strategic "over-investment" to drive increased traffic |
| Strategic Partnership | <ul style="list-style-type: none"> Leverage and pursue strategic partnerships such as the relationship with SCENE to drive customer traffic |
| Off-Premise Service | <ul style="list-style-type: none"> Leverage existing infrastructure (off-premise is 43% of Swiss Chalet sales) to expand all brands' off-premise offerings starting with East Side Mario's and Montana's |

(1) See "Non-IFRS Measures" and "Forward-Looking Information".



Add New Franchise and Corporate Locations⁽¹⁾



- Opportunity to significantly expand all brands
- Forecasted ~14 net new locations in 2015 (30 to 40 openings offset by 15 to 25 closures)
- Target 30 to 50 net new locations per year thereafter
 - Expansion in new markets (e.g. Western Canada) and infill in existing, well-developed markets
 - Addition of Swiss Chalet / Harvey's combination restaurants
 - Swiss Chalet including Swiss Chalet / Harvey's combination restaurants, has potential to reach \$1 billion in annual System Sales⁽¹⁾
- Disciplined approach to growth
 - Appropriate lease occupancy cost and return on investment for franchisees
- Growth primarily via franchise model
- Mix of corporate / franchise for Milestones and corporate for Bier Markt and The Landing Group
 - Open new corporate restaurants with targeted contribution margin of ~10% to 15%
- Cara currently has 36 qualified franchise candidates awaiting a restaurant (\$1.5 million in deposits)

Committed to owning sizeable restaurant concepts that have potential to achieve minimum annual System Sales⁽¹⁾ of \$150 million to \$200 million

(1) See "Non-IFRS Measures" and "Forward-Looking Information".

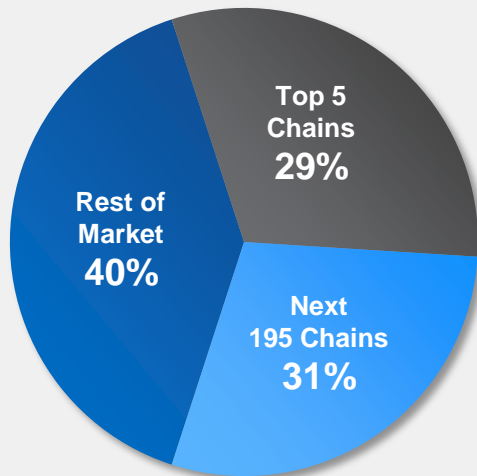


Pursue Acquisitions / New Concepts⁽¹⁾

- Acquisition history
 - Prime (October 31, 2013) – integration substantially completed
 - The Landing Group (December 18, 2014)

Significant Consolidation Opportunity

**\$47.9B Canadian Restaurant Industry
(2013)⁽²⁾**



- Top 5 full-service operators represent 16% of the full-service industry⁽²⁾

Acquisition Criteria

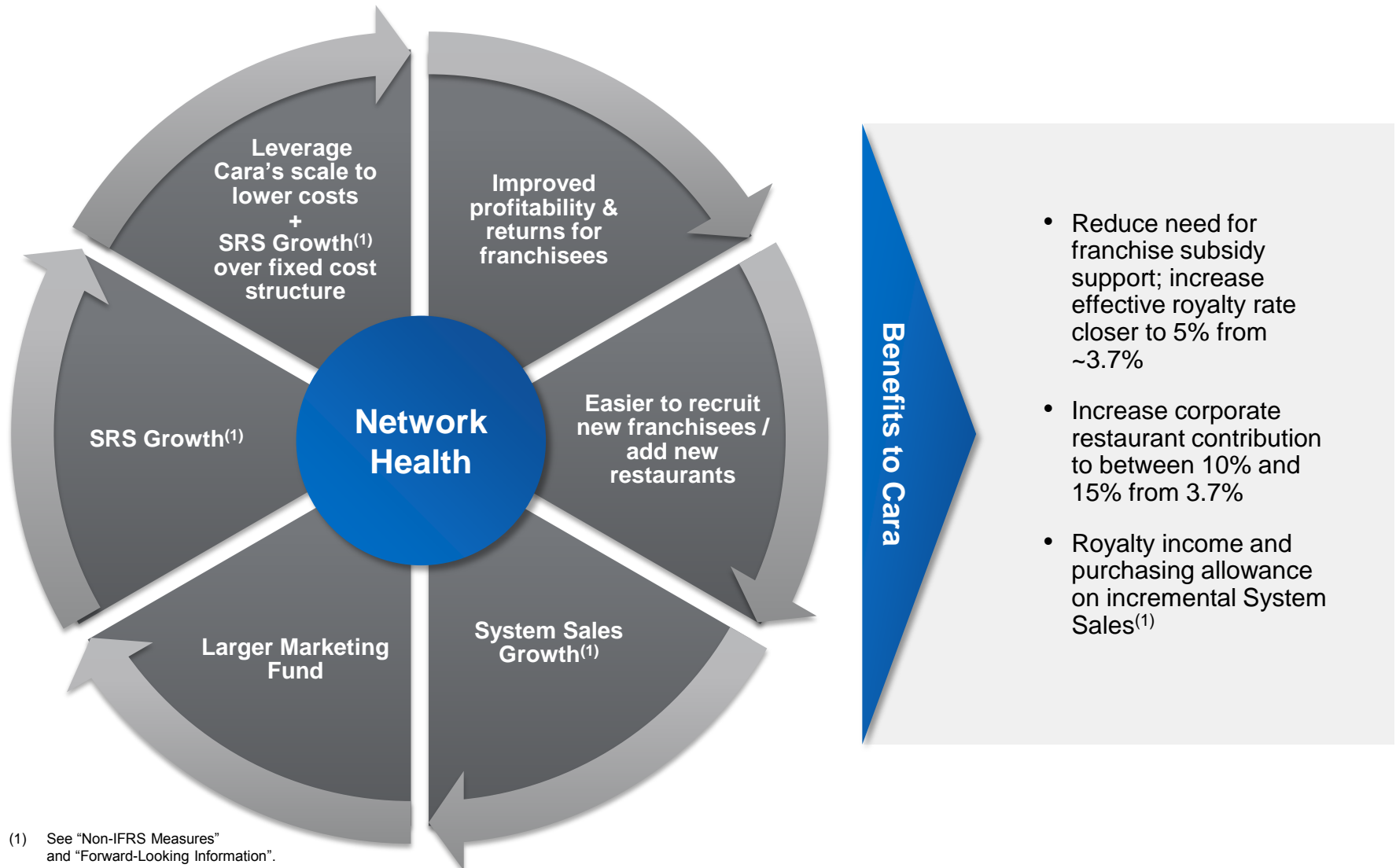
- Brands that complement existing brand portfolio ✓
- Selective limited-service concepts, establish presence in “fast casual” ✓
- Opportunity to realize synergies ✓
- Appropriate valuation ✓
- Prepared to own less than 100% ✓

Significant financial flexibility provides dry powder for growth (~0.8x Debt / Adjusted EBITDA⁽¹⁾)

(1) See “Non-IFRS Measures” and “Forward-Looking Information”.

(2) Technomic Report and Statistics Canada.

Further Improve Network Health and Profitability⁽¹⁾



New Retail Licensing Offering⁽¹⁾



- Cara currently offers a limited number of products such as Swiss Chalet Dipping Sauce mix
 - Products sold through select Canadian grocers and retail outlets including Sobey's, Wal-Mart and Loblaws
- Numerous other opportunities to leverage its iconic brands without competing with the core menu items offered through its restaurant network



(1) See "Forward-Looking Information".



STRATEGIC LONG-TERM SHAREHOLDER



Fairfax is a Strategic Long-Term Shareholder



FAIRFAX FINANCIAL HOLDINGS LIMITED

- Fairfax invested \$100 million and sold its interest in Prime Restaurants Inc. for ~\$70 million to Cara in October 2013
- A leading Canadian financial services holding company with an outstanding track record of being a committed partner
 - 21% book value per share CAGR over past 29 years⁽¹⁾
 - 20% share price CAGR over past 29 years⁽¹⁾

Fairfax Investments in Renowned Foodservice and Retail Brands



(1) 2014 Fairfax Annual Report.

(2) Sold to Leon's in 2013.



FINANCIAL OVERVIEW



Selected Segmented Financial Highlights & Growth Targets⁽¹⁾



| (C\$ millions unless otherwise stated) | Fiscal 2013 | Fiscal 2014 | Fiscal 2014 Adjusted ⁽²⁾ | 5-7 Year Target ⁽³⁾ |
|--|------------------|------------------|--|--------------------------------|
| Consolidated: | | | | |
| System Sales | \$1,371.9 | \$1,696.0 | \$1,714.0 | \$2,500 - \$3,000 |
| System Sales Growth % | 4.7% | 23.6% | 24.9% | 2.5% - 4.0% per year |
| SRS Growth % | 0.5% | 2.6% | 2.6% | 30 - 50 net openings per year |
| Number of restaurants (at period end) | 833 | 837 | 837 | |
| Total gross revenue from continuing operations | \$270.6 | \$281.8 | \$299.7 | |
| Operating EBITDA | \$47.9 | \$83.6 | \$89.9 | \$175 - \$240 |
| Operating EBITDA Margin | 17.7% | 29.7% | 30.0% | 7% - 8% |
| Operating EBITDA Margin on System Sales | 3.5% | 4.9% | 5.2% | |
| Corporate Segment: | | | | |
| Sales from Corporate Restaurants | \$185.0 | \$195.4 | \$213.4 | |
| Total Contribution from Corporate Restaurants | (\$2.2) | \$7.3 | \$11.2 | |
| Total contribution as a % of Corporate Sales | (1.2%) | 3.7% | 5.3% | 10% - 15% |
| Franchise Segment: | | | | |
| System Sales from Franchise Restaurants | \$1,177.1 | \$1,500.6 | \$1,500.6 | |
| Total Contribution from Franchise Restaurants | \$41.7 | \$55.3 | \$55.3 | |
| Total Contribution as a % of Franchise System Sales (Effective royalty recovery rate) | 3.5% | 3.7% | 3.7% | closer to 5% |
| Central Segment: | | | | |
| Total Central Contribution | \$8.4 | \$20.9 | \$23.3 | |

(1) See "Non-IFRS Measures".

(2) Adjusted to reflect the acquisition of The Landing Group (full year total gross revenue and Operating EBITDA of \$18.5 million and \$4.0 million, respectively) and a \$2.4 million adjustment to reflect a normalized management bonus.

(3) See "Forward-Looking Information".



Historical Capex



| (C\$ millions unless otherwise stated) | Fiscal 2012 | Fiscal 2013 | Fiscal 2014 |
|--|-----------------|-----------------|-----------------|
| Maintenance: | | | |
| Corporate restaurants | (\$3.6) | (\$3.9) | (\$3.5) |
| Central / other | (\$1.8) | (\$1.3) | (\$0.1) |
| IT expenditures | (\$6.7) | (\$5.8) | (\$3.6) |
| Total maintenance | (\$12.2) | (\$11.0) | (\$7.2) |
| Growth initiatives: | | | |
| Major renovations | (\$0.9) | (\$1.3) | (\$0.4) |
| New builds | (\$2.6) | (\$5.6) | (\$10.1) |
| Total growth | (\$3.5) | (\$6.9) | (\$10.5) |
| Total purchase of property, plant and equipment | (\$15.6) | (\$17.9) | (\$17.7) |



Strong Balance Sheet



| Capitalization | | |
|---|---|-----------------------------|
| (C\$ millions unless otherwise stated) | As at December 30, 2014 (audited) | Pro Forma ⁽¹⁾⁽²⁾ |
| Cash | \$3.8 | \$3.8 |
| Total Debt: | | |
| Revolving-term credit facility ⁽³⁾ | \$231.0 | \$46.0 |
| Finance leases | \$22.4 | \$22.4 |
| Assumed debt obligation from acquisition ⁽⁴⁾ | \$1.8 | \$1.8 |
| Subordinated Debentures ⁽²⁾ | \$25.6 | \$0.0 |
| Total Debt | \$280.8 | \$70.2 |
| Preferred Shares⁽²⁾ | \$137.4 | \$0.0 |
| Shareholders' Equity⁽²⁾⁽⁵⁾ | (\$238.0) | \$105.9 |
| Total Debt / Fiscal 2014 Adjusted EBITDA⁽⁶⁾ | 3.1x | 0.8x |

- (1) As adjusted to give effect to the Offering (assuming an offering size of \$200.0 million, Underwriters' commission of \$10.0 million, \$5.0 million of other expenses and no exercise of the Over-Allotment Option), the Pre-Closing Capital Changes, and the repayment of indebtedness under the term credit facility with the net proceeds of the Offering. See "Use of Proceeds".
- (2) Each of Fairfax and the Prime Shareholders will exercise all of the Warrants and tender as payment all of the Class A Preferred Shares, Class B Preferred Shares and Subordinated Debentures in order to acquire Voting Common Shares. Thereafter, the articles of the Company will be amended to change all of the outstanding Cara Voting Common Shares into Multiple Voting Shares on a one to one basis. The holders of Multiple Voting Shares other than the Phelan Group Shareholders and Fairfax will convert their Multiple Voting Shares into an equivalent number of Subordinate Voting Shares in accordance with the articles. Every 2.79 Multiple Voting Shares and every 2.79 Subordinate Voting Shares will convert into one Multiple Voting Share or one Subordinate Voting Share respectively. See "Description of Share Capital — Pre-Closing Capital Changes".
- (3) The Existing Credit Facility is comprised of revolving credit in the amount of \$195 million plus a \$5 million accordion feature and \$85 million term credit, maturing on October 31, 2017. Concurrent with Closing, the Company expects to enter into the New Credit Facility. The New Credit Facility is expected to be comprised of revolving credit of \$150 million with a \$50 million accordion feature, maturing in June 2019.
- (4) Includes current portion of long-term debt and long term debt of The Landing Group.
- (5) Assumes Underwriters' commission of \$10.0 million, \$5.0 million of other expenses (which includes \$0.3 million related to the New Credit Facility), the write-off of \$1.9 million of financing costs related to the Class A and B Preferred Shares and the write-off of \$2.5 million of financing costs related to the term credit facility and Subordinated Debentures.
- (6) See "Non-IFRS" Measures".



Investment Highlights



Leading Canadian Full-Service Restaurant Operator with Iconic Brands

Attractive Franchise-Focused Business Model

Successful Transformation Positions Cara for Success

Multiple Brand Strategy Provides Significant Competitive Advantages

Significant Opportunities for Growth Over Next 5 to 7 Years⁽¹⁾

Fairfax is a Strategic Long-Term Shareholder

(1) See "Forward-Looking Information".



Summary of the Offering

| | |
|---|--|
| Amount | <ul style="list-style-type: none"> Approximately \$200 million + 15% Over-Allotment Option |
| Offering Price | <ul style="list-style-type: none"> \$19.00 – \$22.00 per Subordinate Voting Share (“SVS”) |
| Initial Proposed Yield⁽¹⁾ | <ul style="list-style-type: none"> 1.9% – 2.1%, before giving effect to the Over-Allotment Option |
| DRIP | <ul style="list-style-type: none"> 3% discount to the 5-day VWAP |
| Use of Proceeds | <ul style="list-style-type: none"> Repay indebtedness |
| Governance | <ul style="list-style-type: none"> Fairfax and Phelan Group Shareholders will own Multiple Voting Shares (“MVS”) MVS: 25:1 votes SVS: 1:1 vote |
| Retained Interest | <ul style="list-style-type: none"> Fairfax: 40% – 41% of total shares outstanding (approximately 53% voting interest) Phelan Group Shareholders: 35% – 36% of total shares outstanding (approximately 46% voting interest) |
| Eligibility | <ul style="list-style-type: none"> RRSPs, RESPs, RRIFs, RDSPs, TFSA's and DPSPs |
| Listing | <ul style="list-style-type: none"> The Company has applied for the ticker “CAO” |
| Pricing | <ul style="list-style-type: none"> Expected the week of April 6, 2015 |
| Closing | <ul style="list-style-type: none"> Expected the week of April 20, 2015 |

(1) Represents anticipated annual dividend per share, divided by the issue price. Unlike fixed income securities, there is no obligation of the issuer to distribute to shareholders any fixed amount. Reductions in, or suspensions of, cash dividends may occur that would reduce yield based on the offering price.

IPO Valuation



| IPO Valuation | | | |
|--|----------------|----------------|----------------|
| IPO Share Price | \$19.00 | \$20.50 | \$22.00 |
| Pro Forma Fully Diluted Shares Outstanding (TSM ⁽¹⁾) | 52.6 | 51.9 | 51.4 |
| Fully Diluted Market Capitalization | \$999 | \$1,065 | \$1,130 |
| Add: Pro Forma Net Debt ⁽²⁾ | \$66 | \$66 | \$66 |
| Add: Minority Interest (The Landing Group) | \$15 | \$15 | \$15 |
| Enterprise Value | \$1,081 | \$1,146 | \$1,212 |
| LTM Adjusted EBITDA | \$89.9 | \$89.9 | \$89.9 |
| <i>EV / LTM Adjusted EBITDA</i> | <i>12.0x</i> | <i>12.8x</i> | <i>13.5x</i> |
| LTM Adjusted Net Earnings | \$45.9 | \$45.9 | \$45.9 |
| <i>P / E (LTM Adjusted)</i> | <i>21.8x</i> | <i>23.2x</i> | <i>24.6x</i> |

(1) 38.9 million pre-IPO shares, 3.6 million options with a strike price of \$8.51, 1.2 million options with a strike price of \$0.01, plus \$200 million of SVS to be issued pursuant to the Offering; treasury stock method ("TSM") assumes options are exercised and \$30.5 million of proceeds from exercise are used to repurchase shares at the IPO price.

(2) \$280.8 million of gross debt outstanding (excluding unamortized financing costs) as of December 30, 2014, less \$185.0 million of estimated net IPO proceeds, less \$25.6 million of subordinated debentures to be converted to equity immediately prior to Closing, less \$3.8 million of cash.



Public Benchmarks



In accordance with Section 13.7(4) of National Instrument 41-101 – *General Prospectus Requirements*, all the information relating to Cara's comparables and any disclosure relating to the comparables, which is contained in the presentation to be provided to potential investors, has been removed from this template version for purposes of its filing on the System for Electronic Document Analysis and Retrieval (SEDAR).



Description of Non-IFRS Measures



The Company's audited financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") and accounting policies adopted by the Company in accordance with IFRS.

The Company's management also uses non-IFRS measures in order to facilitate operating performance comparisons from period to period, to prepare annual operating budgets and to determine components of management compensation. These measures are not recognized measures under IFRS and do not have a standardized meaning prescribed by IFRS. They are therefore unlikely to be comparable to similar measures presented by other companies. Rather, these measures are provided as additional information to complement IFRS measures by providing further understanding of the Company's results of operations from management's perspective. This presentation makes reference to certain non-IFRS measures including:

"System Sales" represents top-line sales received from restaurant guests at both corporate and franchise restaurants including take-out and delivery customer orders. System Sales includes sales from both established restaurants as well as new restaurants.

"Adjusted System Sales" is defined as System Sales *pro forma* for The Landing Group acquisition, as if the acquisition had occurred on January 1, 2014.

"SRS Growth" is a metric used in the restaurant industry to compare sales earned in established locations over a certain period of time, such as a fiscal quarter, for the current period against sales in the same period in the previous year. SRS Growth helps explain what portion of sales growth can be attributed to growth in established locations and what portion can be attributed to the opening of net new restaurants. Cara defines SRS Growth as the percentage increase or decrease in sales during a period of restaurants open for at least 24 complete fiscal months relative to the sales of those restaurants during the same period in the prior year. Cara's SRS Growth results exclude its United States operations which are comprised of four restaurants.

"EBITDA" is defined as net earnings (loss) from continuing operations before: (i) net interest expense and other financing charges; (ii) loss (gain) on derivative; (iii) income taxes; (iv) depreciation of property, plant and equipment; (v) amortization of other assets; and (vi) impairment of assets, net of reversals.

"Operating EBITDA Margin on System Sales" is defined as Operating EBITDA Margin divided by System Sales.

"Operating EBITDA" is defined as net earnings (loss) from continuing operations before: (i) net interest expense and other financing charges; (ii) gain (loss) on derivative; (iii) income taxes; (iv) depreciation of property, plant and equipment; (v) amortization of other assets; (vi) impairment of assets, net of reversals; (vii) losses on early buyout / cancellation of equipment rental contracts; (viii) restructuring; (ix) conversion fees; (x) net (gain) / loss on disposal of property, plant and equipment; (xi) stock based compensation; (xii) change in onerous contract provision; and (xiii) lease costs and tenant inducement amortizations.

"Adjusted EBITDA" is defined as Operating EBITDA *pro forma* for The Landing Group acquisition, as if the acquisition had occurred on January 1, 2014 and a normalized management bonus.

"Operating EBITDA Margin" is calculated as Operating EBITDA divided by revenue.

"Adjusted EBITDA Margin" is calculated as Adjusted EBITDA divided by revenue *pro forma* for The Landing Group acquisition, as if the acquisition had occurred on January 1, 2014.

"Adjusted Net Earnings" is defined as net earnings attributable to shareholders of the Company *pro forma* the acquisition of The Landing Group, as if the acquisition had occurred on January 1, 2014, and adjusted for the following: (i) gain (loss) on derivative; (ii) impairment of assets, net of reversals; (iii) losses on early buyout / cancellation of equipment rental contracts; (iv) restructuring; (v) conversion fees; (vi) net gain / (loss) on disposal of property, plant and equipment; (vii) stock based compensation; (viii) change in onerous contract provision; (ix) normalized management bonus; (x) net interest expense and other financing charges savings *pro forma* for the Offering and use of proceeds contemplated herein; (xi) income taxes on all adjustments excluding stock based compensation; (xii) the elimination of Part VI.1 taxes and (xiii) the elimination of unrecognized income tax benefit.

See "Selected Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the preliminary prospectus.



MANAGEMENT PRESENTATION

