

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
KAHALA BRANDS, LTD.**

Special Meeting of Stockholders on July 21, 2016

The undersigned stockholder of Kahala Brands, Ltd., a Delaware corporation (the "Company"), was a record holder of shares of Common Stock of the Company on the record date (May 24, 2016) for the special meeting of stockholders to be held on July 21, 2016, at 10:00 a.m. Arizona time, at the Company's headquarters, located at 9311 East Via De Ventura, Scottsdale, Arizona 85258 (the "Meeting"), and hereby appoints Michael Serruya and Michael Reagan, and each of them, proxies and attorneys-in-fact, with full power to each of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the Meeting, and at any adjournment(s) or postponement(s) thereof, and to vote all shares of Common Stock which the undersigned would be entitled to vote, if then and there personally present, on the matters set forth below:

PLEASE PROMPTLY COMPLETE, DATE, SIGN AND MAIL THIS PROXY IN THE ENCLOSED POSTAGE-PAID ENVELOPE. DO NOT STAPLE OR MUTILATE.

1. To approve the Merger, the Transaction Agreement, dated as of May 24, 2016, as it may be amended from time to time, by and among the Company, MTY Food Group Inc., MTY Franchising USA, Inc., 113 Acquisition Corp., and certain other parties, and the transactions contemplated by the Transaction Agreement.

FOR AGAINST ABSTAIN

2. To adjourn or postpone the special meeting to a later date, if necessary or appropriate.

FOR AGAINST ABSTAIN

(continued and to be signed on reverse side)

▲ PLEASE DETACH PROXY CARD HERE ▲

I WILL ATTEND THE SPECIAL MEETING.

Any one of such attorneys-in-fact or substitutes as shall be present and shall act at said meeting or any adjournment(s) and postponement(s) thereof shall have and may exercise all powers of said attorneys-in-fact hereunder.

Signature _____

Signature _____
(IF HELD JOINTLY)

Dated: _____, 2016

(This Proxy should be marked, dated and signed by the stockholder(s) **exactly** as his or her name appears hereon and returned promptly in the enclosed envelope. Persons signing in a fiduciary capacity should so indicate. If shares are held by joint tenants or as community property, both should sign.)

This Proxy may be revoked at any time before it is exercised by submitting another proxy to the Company's Corporate Secretary, Michael Reagan, or by giving written notice of revocation of this Proxy to the Company's Corporate Secretary, either of which must be filed with the Corporate Secretary by the time the Meeting begins.

▲ PLEASE DETACH PROXY CARD HERE ▲

YOUR VOTE IS IMPORTANT — VOTE TODAY:

VOTE BY MAIL

Mark, sign and date your proxy card and return it to Interwest Transfer Company, Inc., P.O. Box 17136, Salt Lake City, UT 84117 in the postage-paid envelope we have provided.