



SAPUTO GROUP INC.

**NOTICE OF ANNUAL AND SPECIAL
MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of the holders of common shares of SAPUTO GROUP INC. will be held in the Laval room of the Hotel Sheraton Laval, 2440 autoroute des Laurentides, Laval, Québec, on August 2, 2000 at 11:00 a.m. (local time) for the following purposes:

- (1) to receive the consolidated balance sheet, the consolidated statement of earnings and retained earnings and the consolidated statement of cash flows for the year ended March 31, 2000 and the auditors' report relating thereto;
- (2) to elect directors for the ensuing year;
- (3) to appoint auditors for the ensuing year and authorize the directors to fix their remuneration;
- (4) to approve by way of special resolution the proposed change of the corporate name;
- (5) to approve by way of special resolution the proposed amendment to the Articles of the Company authorizing the directors to appoint additional directors;
- (6) to approve the proposed amendment to the General By-Laws of the Company authorizing the appointment of additional directors; and
- (7) to transact such other business as may properly come before the meeting and any adjournment thereof.

The information circular for solicitation of proxies for the meeting is appended to this Notice. A copy of the annual report to shareholders and a form of proxy for the meeting are also enclosed with this Notice.

Saint-Léonard, Québec, June 7, 2000.

BY ORDER OF THE BOARD OF DIRECTORS

Executive Vice-President
Finance and Administration and Secretary

(signed) Louis-Philippe Carrière, CA

Holders of common shares may exercise their rights by attending the meeting or by completing a form of proxy. The holders of common shares who will be unable to attend the meeting in person are kindly asked to sign the enclosed form of proxy and return it in the stamped envelope provided as soon as possible. Your shares will be voted in accordance with your instructions as indicated on the proxy. If the proxy does not provide for any instructions, the persons whose names are printed on the form will vote in favour of the proposals made by Management.