CINEPLEX INC. PROXY

This proxy is solicited on behalf of the Directors of Cineplex Inc. (the "Corporation") for use at the annual meeting of holders of shares ("Shareholders") to take place May 14, 2013 and should be read in conjunction with the accompanying notice of such meeting and the management information circular. This proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made, this proxy will be voted FOR the election of each of the nominees listed below as directors of the Corporation and FOR the appointment of PricewaterhouseCoopers LLP as auditors of the Corporation.

The undersigned owner of shares of Cineplex Inc. hereby appoints Ellis Jacob, Chief Executive Officer of Cineplex Inc. or failing him, Gord Nelson, Chief Financial Officer of Cineplex Inc., or …… (See *Note 1) with full power of substitution as proxy for the undersigned to attend, act and vote all shares held of record by the undersigned at the **ANNUAL MEETING OF SHAREHOLDERS** of the Corporation to be held on the 14th day of May, 2013 and at every adjournment or postponement thereof in the same manner, to the same extent and with the same powers as if the undersigned were present at the said annual meeting or any adjournments thereof and without limiting the general authorization and powers hereby given, each of the persons named as proxy is specifically directed to vote as follows:

1. ELECTION OF DIRECTORS:

	FOR	**WITHHOLD FROM VOTING**		**FOR**	**WITHHOLD FROM VOTING**
Jordan Banks	❒	❒	Robert Bruce	❒	❒
Joan Dea	❒	❒	Ian Greenberg	❒	❒
Ellis Jacob	❒	❒	Sarabjit Marwah	❒	❒
Anthony Munk	❒	❒	Edward Sonshine	❒	❒
Robert Steacy	❒	❒	Phyllis Yaffe	❒	❒

2. APPOINTMENT OF AUDITORS: VOTE FOR ❒ OR WITHHOLD FROM VOTING ❒ OR, IF NO SPECIFICATION IS MADE, VOTE FOR the appointment of PricewaterhouseCoopers LLP as auditors of the Corporation and the authorization of the directors to fix their remuneration; and

3. In his/her discretion with respect to the amendments to or variations of matters identified above or upon such other matters as may properly come before the annual meeting in accordance with applicable law, hereby revoking any proxy previously given.

Proxies may be forwarded to (See *Note 3):

Cineplex Inc.
c/o CIBC Mellon Trust Company
Proxy Department, P.O. Box 721
Agincourt, Ontario, M1S 0A1

Facsimile: 416-368-2502
Toll Free Facsimile within North America: 1-866-781-3111

***NOTE 1:** You have the right to appoint a person (who need not be a shareholder) to represent you at the annual meeting of shareholders other than the aforementioned nominees. If you desire to designate as proxy a person other than Ellis Jacob or Gord Nelson, the aforementioned nominees, you should strike out their names and insert in the space provided the name of the person you desire as proxy.

***NOTE 2:** If this form of proxy is not dated in the space provided, it is deemed to bear the date on which it was mailed by the Corporation.

***NOTE 3:** To be valid, proxies must be returned to CIBC Mellon Trust Company so as to arrive not later than 48 hours prior (excluding Saturdays, Sundays and holidays) to commencement of the meeting (by Friday, May 10, 2013 at 10:30 a.m.) or, if the meeting is adjourned, 48 hours (excluding Saturdays, Sundays and holidays) before any reconvened meeting. Proxies may also be delivered in any other manner permitted by law. For clarity, Canadian Stock Transfer Company Inc. acts as the administrative agent for CIBC Mellon Trust Company.

DATED this day of , 2013.
(See *Note 2)

SIGNATURE:_____

PRINT NAME:_____

PRINT NAME:_____

(Please date, sign and promptly return this proxy in the envelope provided.)