

SIR Royalty Income Fund

Consolidated Financial Statements
(Unaudited)

**For the three-month and nine-month
periods ended**

September 30, 2017 and September 30, 2016

SIR Royalty Income Fund
Consolidated Statements of Financial Position
(Unaudited)

	September 30, 2017 \$	December 31, 2016 \$
Assets		
Current assets		
Cash	331,783	340,896
Prepaid expenses and other assets	8,877	31,674
Amounts due from related parties (note 8)	4,535,937	3,712,400
	<u>4,876,597</u>	<u>4,084,970</u>
Loan receivable from SIR Corp. (note 3)	40,000,000	40,000,000
Investment in SIR Royalty Limited Partnership (note 4)	50,984,321	50,984,321
	<u>95,860,918</u>	<u>95,069,291</u>
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	97,824	101,294
Income taxes payable	271,543	188,836
Amounts due to related parties (note 8)	3,093,526	2,759,268
	<u>3,462,893</u>	<u>3,049,398</u>
Deferred income taxes (note 11)	1,827,000	1,785,000
	<u>5,289,893</u>	<u>4,834,398</u>
Fund units (note 6)	96,169,787	96,169,787
Deficit	<u>(5,598,762)</u>	<u>(5,934,894)</u>
Total unitholders' equity	<u>90,571,025</u>	<u>90,234,893</u>
	<u>95,860,918</u>	<u>95,069,291</u>

The accompanying notes are an integral part of these consolidated financial statements.

SIR Royalty Income Fund

Consolidated Statements of Earnings and Comprehensive Income

(Unaudited)

	Three-month period ended September 30, 2017 \$	Three-month period ended September 30, 2016 \$	Nine-month period ended September 30, 2017 \$	Nine-month period ended September 30, 2016 \$
Investment income				
Equity income from SIR Royalty Limited Partnership (notes 4 and 8)	2,874,905	2,567,192	8,320,956	7,160,335
Interest income (note 3)	750,000	750,000	2,250,000	2,250,000
	<u>3,624,905</u>	<u>3,317,192</u>	<u>10,570,956</u>	<u>9,410,335</u>
General and administrative expenses	102,781	99,443	338,006	308,869
	<u>3,522,124</u>	<u>3,217,749</u>	<u>10,232,950</u>	<u>9,101,466</u>
Net earnings before income taxes				
Income tax expense (note 11)	941,200	859,750	2,735,708	2,434,541
	<u>2,580,924</u>	<u>2,357,999</u>	<u>7,497,242</u>	<u>6,666,925</u>
Net earnings and comprehensive income for the period				
	<u>2,580,924</u>	<u>2,357,999</u>	<u>7,497,242</u>	<u>6,666,925</u>
Basic and diluted earnings per Fund unit (note 7)	\$ 0.31	\$ 0.30	\$ 0.90	\$ 0.86

The accompanying notes are an integral part of these consolidated financial statements.

SIR Royalty Income Fund

Consolidated Statements of Changes in Unitholders' Equity

(Unaudited)

	Nine-month period ended September 30, 2017			
	Number of Fund units	Amount \$	Deficit \$	Total \$
Balance - Beginning of period	8,375,567	96,169,787	(5,934,894)	90,234,893
Net earnings for the period	-	-	7,497,242	7,497,242
Distributions declared and paid (note 6)	-	-	(7,161,110)	(7,161,110)
Balance - End of period	8,375,567	96,169,787	(5,598,762)	90,571,025

	Nine-month period ended September 30, 2016			
	Number of Fund units	Amount \$	Deficit \$	Total \$
Balance - Beginning of period	7,625,567	85,557,287	(5,834,425)	79,722,862
Net earnings for the period	-	-	6,666,925	6,666,925
Distributions declared and paid (note 6)	-	-	(6,591,110)	(6,591,110)
Issuance of Fund units (note 6)	750,000	10,612,500	-	10,612,500
Balance - End of period	8,375,567	96,169,787	(5,758,610)	90,411,177

The accompanying notes are an integral part of these consolidated financial statements.

SIR Royalty Income Fund

Consolidated Statements of Cash Flows

(Unaudited)

	Three-month period ended September 30, 2017 \$	Three-month period ended September 30, 2016 \$	Nine-month period ended September 30, 2017 \$	Nine-month period ended September 30, 2016 \$
Cash provided by (used in)				
Operating activities				
Net earnings for the period	2,580,924	2,357,999	7,497,242	6,666,925
Items not affecting cash				
Deferred income taxes (note 11)	14,000	12,250	42,000	36,750
Current income taxes (note 11)	927,200	847,500	2,693,708	2,397,791
Equity income from SIR Royalty Limited Partnership	(2,874,905)	(2,567,192)	(8,320,956)	(7,160,335)
Distributions received from SIR Royalty Limited Partnership	2,498,882	2,304,933	7,496,647	6,720,847
Income taxes paid	(819,948)	(829,748)	(2,611,001)	(2,775,512)
Net change in non-cash working capital items (note 9)	102,754	358,124	354,357	542,094
	2,428,907	2,483,866	7,151,997	6,428,560
Financing activities				
Distributions paid to unitholders	(2,387,037)	(2,244,537)	(7,161,110)	(6,591,110)
Change in cash during the period	41,870	239,329	(9,113)	(162,550)
Cash - Beginning of period	289,913	274,580	340,896	676,459
Cash - End of period	331,783	513,909	331,783	513,909

The accompanying notes are an integral part of these consolidated financial statements.

SIR Royalty Income Fund

Notes to Consolidated Financial Statements
September 30, 2017 and September 30, 2016
(Unaudited)

1 Nature of operations and seasonality

Nature of operations

SIR Royalty Income Fund (the Fund) is a trust established on August 23, 2004 under the laws of the Province of Ontario, Canada.

On October 1, 2004, the Fund filed a final prospectus for a public offering of units of the Fund. The net proceeds of the offering to the Fund of \$51,166,670 were used by the Fund to acquire, directly, certain bank debt of SIR Corp. (the SIR Loan) and, indirectly, through SIR Holdings Trust (the Trust), all of the Ordinary LP Units of SIR Royalty Limited Partnership (the Partnership). The Partnership owns the Canadian trademarks (the SIR Rights) formerly owned or licensed by SIR Corp. (SIR) or its subsidiaries and used in connection with the operation of the majority of SIR's restaurants in Canada (the SIR Restaurants). The Partnership has granted SIR a 99-year licence to use the SIR Rights in most of Canada in consideration for a Royalty, payable by SIR to the Partnership, equal to 6% of the revenues of the restaurants included in the Royalty Pooled Restaurants (the Licence and Royalty Agreement). The Fund indirectly participates in the revenues generated under the Licence and Royalty Agreement through its Investment in the Partnership (note 4).

The address of the registered office of the Fund is 5360 South Service Road, Suite 200, Burlington, Ontario. The consolidated financial statements were approved by the Board of Trustees on November 8, 2017.

Seasonality

The full-service restaurant sector of the Canadian food-service industry, in which SIR operates, experiences seasonal fluctuations in revenues. Favourable summer weather generally results in increased revenues during SIR's fourth quarter (ending the last Sunday in August) when patios can be open. Additionally, certain holidays and observances also affect dining patterns both favourably and unfavourably. Accordingly, equity income from the Partnership recognized by the Fund will vary in conjunction with the seasonality in revenues experienced by SIR.

2 Basis of presentation

The Fund prepares its interim condensed consolidated financial statements in accordance with International Financial Reporting Standards (IFRS), applicable to the preparation of interim financial statements, including International Accounting Standard (IAS) 34, Interim Financial Reporting. The disclosures contained in these interim consolidated financial statements do not include all requirements of IFRS for annual financial statements and should be read in conjunction with the 2016 annual consolidated financial statements and notes thereto. The financial performance of the Fund for the interim period is not necessarily indicative of the results that may be expected for the full year due to the seasonality of the Fund's business.

The accounting policies as applied in these interim consolidated financial statements are consistent with those followed in the 2016 annual consolidated financial statements.

SIR Royalty Income Fund

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IFRS issued but not yet effective

IFRS 9, Financial Instruments - Classification and Measurement

In July 2014, the International Accounting Standards Board (IASB), issued the final version of IFRS 9, Financial Instruments, bringing together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39 Financial Instruments: Recognition and Measurement. The mandatory effective date of IFRS 9 would be annual periods beginning on or after January 1, 2018 with early adoption permitted. Management is evaluating the standard and has not yet determined the impact on its consolidated financial statements.

IFRS 7, Financial Instruments - Disclosure

IFRS 7, Financial Instruments: Disclosure has been amended to require additional disclosures on transition from IAS 39 to IFRS 9. This amendment is effective on adoption of IFRS 9. Management is evaluating this amendment and has not yet determined the impact on its consolidated financial statements.

3 Loan receivable from SIR Corp.

The SIR Loan of \$40,000,000 bears interest at 7.5% per annum, is due October 12, 2044 and is collateralized by a general security agreement covering substantially all of the assets of SIR and its subsidiaries in Canada. Interest income of \$2,250,000 was earned during the nine-month periods ended September 30, 2017 and September 30, 2016, respectively (three-month periods ended September 30, 2017 and September 30, 2016 - \$750,000).

SIR has a credit agreement (Credit Agreement) with a Schedule I Canadian chartered bank (the Lender). The Credit Agreement between SIR and the Lender provides for a three-year facility for a maximum principal amount of \$30,000,000 consisting of a \$20,000,000 revolving term credit facility (Credit Facility 1), and a \$10,000,000 revolving term loan (Credit Facility 2). SIR and the Lender have also entered into a purchase card agreement providing credit of up to an additional \$5,000,000.

Credit Facility 1 is for general corporate and operating purposes, bearing interest at the prime rate plus 2.25% and/or the bankers' acceptance rate plus 3.25%, principal repaid in one bullet repayment on July 6, 2018. A standby fee of 0.65% is charged on the undrawn balance of Credit Facility 1. Provided SIR is in compliance with the Credit Agreement, the principal amount of Credit Facility 1 can be repaid and reborrowed at any time during the term of the agreement. Credit Facility 2 bears interest at the prime rate plus 2.25% and/or the bankers' acceptance rate plus 3.25%. The initial advance on Credit Facility 2 is repayable in quarterly instalments of \$500,000, with the remaining outstanding principal balance due on July 6, 2018. Subsequent advances on Credit Facility 2 may be requested (subject to availability and lender approval), in minimum multiples of \$1,000,000, annually on the anniversary of the closing date of the Credit Agreement (July 6), to finance capital spending on new and renovated restaurants. Each subsequent advance will be repayable in equal quarterly instalments based on a five year amortization, with the remaining outstanding principal balance due on July 6, 2018. During 2016, the Lender approved SIR's request for an advance of \$2,000,000 on Credit Facility 2. As of September 30, 2017, SIR has not yet drawn on this advance.

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The Credit Agreement is secured by substantially all of the assets of SIR and most of its subsidiaries, which are also guarantors. The Partnership and the Fund have not guaranteed the Credit Agreement. The Credit Agreement qualifies as “permitted indebtedness” within the meaning of the agreements between the Fund, the Partnership and SIR, and as a result the Fund and the Partnership have, as contemplated in the existing agreements, subordinated and postponed their claims against SIR to the claims of the Lender. The terms of the subordination are as contemplated in the previous agreements between the Fund, the Partnership and SIR. This subordination includes a subordination of the Partnership’s rights under the License and Royalty Agreement between the Partnership and SIR whereby the Partnership licenses to SIR the right to use trademarks and related intellectual property in return for royalty payments based on revenues and will be effected pursuant to the terms of an Intercreditor Agreement which replaced the Amended and Restated Subordination and Postponement Agreement.

The Credit Agreement matures on July 6, 2018 and accordingly has been classified as a current liability in SIR’s consolidated statement of financial position. SIR is currently in negotiations with its Lender to extend the maturity of the Credit Agreement, under substantially the same terms as its current agreement, for an additional two years. While SIR expects to be successful in negotiating an extension to the Credit Agreement under acceptable terms and conditions, there can be no assurances of this occurrence.

Under the Intercreditor Agreement, absent a default or event of default under the Credit Agreement, ordinary payments to the Fund and the Partnership can continue and the Partnership can exercise any and all of its rights to preserve the trademarks and related intellectual property governed by the License and Royalty Agreement. However, if a default or an event of default were to occur, the Fund and the Partnership agree not to take actions on their security until the Lender has been repaid in full. However, payments by SIR, to the Fund and the Partnership, will be permitted for such amounts as are required to fund their monthly operating expenses, up to an annual limit. In addition, the Fund, the Partnership and SIR will have the right, acting cooperatively, to reduce payments of Royalties and/or interest on the SIR Loan by up to 50% without triggering a cross default under the Credit Agreement for a period of up to nine consecutive months. SIR and each obligor provided an undertaking to cooperate and explore all options with the Fund to maximize value to the Fund’s unitholders and SIR and its shareholders in exchange for the subordinating parties not demanding repayment or enforcing security as a result of any such related party obligation default. The Intercreditor Agreement also contains various other typical covenants of the Fund and the Partnership.

SIR has the right to require the Fund to, indirectly, purchase the Class C GP Units and assume a portion of the SIR Loan as consideration for the acquisition of the Class C GP Units.

4 Investment in SIR Royalty Limited Partnership

On October 12, 2004, the Fund, indirectly through the Trust and SIR GP Inc., respectively, acquired all of the Ordinary LP Units and 99 Ordinary GP Units. The holders of the Ordinary LP Units are entitled to receive a pro rata share of distributions and the holders of the Ordinary GP Units receive a fixed monthly distribution of \$5 in aggregate.

The holders of the Class A LP Units are entitled to receive a pro rata share of all residual distributions of the Partnership. As at September 30, 2017, the Fund’s interest in the residual earnings of the Partnership was 80.9% (September 30, 2016 – 80.3%). Generally, the Partnership units have no voting rights, except in certain specified conditions.

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The Partnership makes cash distributions to its partners in the following order of priority: i) First, to the holders of the Class C GP Units and the Class C LP Units, ii) second, to the holders of the Class B GP Units, iii) third, to the holders of the Ordinary GP Units, and iv) thereafter, to the holders of the Class A GP Units, the Class A LP Units, and the Ordinary LP Units.

The continuity of the Investment in the Partnership is as follows:

	Three-month period ended September 30, 2017 \$	Three-month period ended September 30, 2016 \$	Nine-month period ended September 30, 2017 \$	Nine-month period ended September 30, 2016 \$
Balance - Beginning of period	50,984,321	40,371,821	50,984,321	40,371,821
Acquisition of Class A LP units (note 6)	-	10,612,500	-	10,612,500
Equity income	2,874,905	2,567,192	8,320,956	7,160,335
Distributions declared	(2,874,905)	(2,567,192)	(8,320,956)	(7,160,335)
Balance - End of period	<u>50,984,321</u>	<u>50,984,321</u>	<u>50,984,321</u>	<u>50,984,321</u>

The summarized financial information of the Partnership is as follows:

	As at September 30, 2017 \$	As at December 31, 2016 \$
Cash	965,200	-
Other current assets	5,255,968	5,076,464
Intangible assets	<u>97,585,372</u>	<u>97,569,544</u>
Total assets	<u>103,806,540</u>	<u>102,646,008</u>
Current liabilities and total liabilities	<u>6,221,158</u>	<u>5,076,454</u>
Partners' Interest		
SIR Royalty Income Fund	35,616,956	35,616,956
SIR Corp.	<u>61,968,426</u>	<u>61,952,598</u>
Total partners' interest	<u>97,585,382</u>	<u>97,569,554</u>

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	Three-month period ended September 30, 2017 \$	Three-month period ended September 30, 2016 \$	Nine-month period ended September 30, 2017 \$	Nine-month period ended September 30, 2016 \$
Revenues	4,479,339	4,355,347	13,057,734	12,648,069
Net earnings and comprehensive income of the Partnership	4,458,221	4,335,202	12,992,018	12,597,320

The reconciliation of the Fund's investment in the Partnership to the Partnership's partners' interest is as follows:

	As at September 30, 2017 \$	As at December 31, 2016 \$
Investment in the Partnership	50,984,321	50,984,321
Transaction costs incurred by the Partnership to issue Ordinary LP units	(3,533,090)	(3,533,090)
Difference between carrying value and fair value on the conversion of the Class A GP units to Class A LP units	(11,834,275)	(11,834,275)
Partners' interest to SIR Royalty Income Fund	35,616,956	35,616,956

The reconciliation of the Partnership's net earnings to the Fund's equity income is as follows:

	Three-month period ended September 30, 2017 \$	Three-month period ended September 30, 2016 \$	Nine-month period ended September 30, 2017 \$	Nine-month period ended September 30, 2016 \$
Net earnings and comprehensive income of the Partnership	4,458,221	4,335,202	12,992,018	12,597,320
Priority income allocated to SIR Corp. (Class C GP and Class B GP units)	(750,003)	(750,003)	(2,250,009)	(2,250,009)
Residual earnings SIR Corp.'s share	3,708,218 (833,313)	3,585,199 (1,018,007)	10,742,009 (2,421,053)	10,347,311 (3,186,976)
Equity income	2,874,905	2,567,192	8,320,956	7,160,335

SIR Royalty Income Fund

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The following table presents the carrying amounts of assets and liabilities recognized by the Fund relating to its interest in the Partnership as well as the Fund's maximum exposure to loss from those interests:

	As at September 30, 2017		As at December 31, 2016	
	Carrying Amount	Maximum Exposure to Loss	Carrying Amount	Maximum Exposure to Loss
Distributions receivable (note 8)	4,285,937	4,285,937	3,461,628	3,461,628
Advances payable (note 8)	(3,092,523)	(3,092,523)	(2,759,268)	(2,759,268)
Amounts due from related parties	1,193,414	1,193,414	702,360	702,360
Investment in SIR Royalty Limited Partnership	50,984,321	50,984,321	50,984,321	50,984,321
Total	52,177,735	52,177,735	51,686,681	51,686,681

The maximum exposure to loss is equal to the current carrying amounts of the assets and liabilities recognized by the Fund. The Fund does not provide financial support to the Partnership, nor has the Fund provided any guarantees or other contingent support to the Partnership.

5 Financial instruments

Classification

As at September 30, 2017 and December 31, 2016, the classifications of the financial instruments, as well as their carrying and fair values, are as follows:

	Classification	Carrying and fair value	
		As at September 30, 2017	As at December 31, 2016
Cash	Loans and receivables	331,783	340,896
Distributions, interest and advances receivable from related parties	Loans and receivables	4,535,937	3,712,400
Loan receivable from SIR Corp.	Loans and receivables	See below	See below
Accounts payable and accrued liabilities	Financial liabilities at amortized cost	97,824	101,294
Advances payable to related parties	Financial liabilities at amortized cost	3,093,526	2,759,268

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Carrying and fair values

Cash, distributions, interest and advances receivable from related parties, accounts payable and accrued liabilities, and advances payable to related parties are short-term financial instruments whose fair value approximates the carrying amount given that they will mature in the short term. The SIR Loan is accounted for at amortized cost and the investment in the Partnership is accounted for by the equity method. The carrying values of the SIR Loan and the investment in the Partnership as at September 30, 2017 are \$40,000,000 and \$50,984,321, respectively (December 31, 2016 – \$40,000,000 and \$50,984,321, respectively). The fair values of the SIR Loan and the investment in the Partnership could only be determined through the valuation of the individual assets. The aggregate fair value of the SIR Loan and the investment in the Partnership as at September 30, 2017 is estimated to be approximately \$124,380,000 (December 31, 2016 – \$118,930,000) based on the fair value of the Fund units as of the close of business on September 30, 2017.

6 Fund units

An unlimited number of Fund units may be issued pursuant to the Declaration of Trust. Fund units are redeemable by the holder at a price equal to the lesser of 90% of the market price of a Fund unit during the ten consecutive trading day period ending on the trading day immediately prior to the date on which the Fund units were surrendered for redemption and an amount based on the closing price on the redemption date, subject to certain restrictions. Each holder of Fund units participates pro rata in any distributions from the Fund.

During the year ended December 31, 2016, SIR converted 750,000 of its Class A GP Units into 750,000 Fund units and sold these Fund units. In exchange for the Fund issuing an additional 750,000 Fund units, the Fund received an increased interest in the Partnership recorded at fair value of \$10,612,500. The issuance of Fund units has been recorded at \$10,612,500, being the gross proceeds received by SIR for the sale of the Fund units received. In accordance with the exchange agreement between the Fund, the Partnership, the Trust and SIR, the Fund exchanged the Class A GP Units received from SIR for the 750,000 Class A LP Units. Accordingly the Partnership issued 750,000 Class A LP Units to the Fund.

There were no conversions of Class A GP Units into Fund units during the three-month and nine-month periods ended September 30, 2017.

This transaction did not have a dilutive effect on the Fund. As at September 30, 2017, there are 8,375,567 (December 31, 2016 – 8,375,567) Fund units issued and outstanding. Each Fund unit is entitled to one vote at any meeting of unitholders.

During the three-month and nine-month periods ended September 30, 2017, the Fund declared distributions of \$0.285 and \$0.855 per unit, respectively (three-month and nine-month periods ended September 30, 2016 – \$0.285 and \$0.855 per unit, respectively). Subsequent to September 30, 2017, distributions of \$0.095 per unit were declared and paid in the month of October, and declared in the month of November.

The distribution policy of the Fund is, at the discretion of the Trustees, to make distributions of its available cash to the fullest extent possible, taking into account trends in revenues, earnings and cash flows.

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7 Earnings per Fund unit

Basic earnings per Fund unit is computed by dividing net earnings by the weighted average number of Fund units outstanding during the period.

SIR has the right to convert the Class A GP Units into Fund units. Diluted earnings per Fund unit is calculated using the weighted average number of Fund units outstanding adjusted to include the effect of the conversion of the Class A GP Units into Fund units.

The following table reconciles the basic and diluted weighted average number of Fund units outstanding and basic and diluted earnings per Fund unit:

	Basic	Adjustment for conversion of Class A GP units	Diluted
Net earnings for the three-month period ended September 30, 2017	\$ 2,580,924	\$ 610,630	\$ 3,191,554
Net earnings per Fund unit for the three-month period ended September 30, 2017	\$ 0.31		\$ 0.31
Weighted average number of Fund units outstanding for the three-month period ended September 30, 2017	8,375,567	1,981,616	10,357,183
Net earnings for the nine-month period ended September 30, 2017	\$ 7,497,242	\$ 1,773,799	\$ 9,271,041
Net earnings per Fund unit for the nine-month period ended September 30, 2017	\$ 0.90		\$ 0.90
Weighted average number of Fund units outstanding for the nine-month period ended September 30, 2017	8,375,567	1,981,616	10,357,183
Net earnings for the three-month period ended September 30, 2016	\$ 2,357,999	\$ 747,004	\$ 3,105,003
Net earnings per Fund unit for the three-month period ended September 30, 2016	\$ 0.30		\$ 0.30
Weighted average number of Fund units outstanding for the three-month period ended September 30, 2016	7,935,350	2,501,314	10,436,664
Net earnings for the nine-month period ended September 30, 2016	\$ 6,666,925	\$ 2,335,440	\$ 9,002,365
Net earnings per Fund unit for the nine-month period ended September 30, 2016	\$ 0.86		\$ 0.86
Weighted average number of Fund units outstanding for the nine-month period ended September 30, 2016	7,729,582	2,707,082	10,436,664

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8 Related party transactions and balances

During the three-month and nine-month periods ended September 30, 2017, the Fund recorded equity income of \$2,874,905 and \$8,320,956, respectively (three-month and nine-month periods ended September 30, 2016 - \$2,567,192 and \$7,160,335, respectively) and received distributions of \$2,498,882 and \$7,496,647 (three-month and nine-month periods ended September 30, 2016 - \$2,304,933 and \$6,720,847, respectively) from the Partnership. The Fund, indirectly through the Trust, is entitled to receive a pro rata share of all residual distributions. The Fund's equity income is dependent upon the revenues generated by SIR for the restaurants subject to the Licence and Royalty Agreement. Under the terms of the Licence and Royalty Agreement, SIR may be required to pay a Make-Whole Payment in respect of the reduction in revenues for restaurants permanently closed during a reporting period. SIR is not required to pay any Make-Whole Payment in respect of a permanently closed restaurant following the date on which the number of restaurants in the Royalty Pooled Restaurants is equal to or greater than 68 or following October 12, 2019, whichever occurs first. On January 1 of each year (the Adjustment Date), the restaurants subject to the Licence and Royalty Agreement are adjusted for new restaurants opened for at least 60 days preceding such Adjustment Date in the previous fiscal year. At each Adjustment Date, SIR will be entitled to convert its Class B GP Units into Class A GP Units based on a conversion formula defined in the Partnership Agreement.

On January 1 of each year, Class B GP Units are converted into Class A GP Units for new SIR Restaurants added to the Royalty Pooled Restaurants based on 80% of the initial estimated revenues and the formula defined in the Partnership Agreement. Additional Class B GP Units may be converted into Class A GP Units in respect of these new SIR Restaurants if actual revenues of the new SIR Restaurants exceeded 80% of the initial estimated revenues and the formula defined in the Partnership Agreement. Conversely, converted Class A GP Units will be returned by SIR if the actual revenues of the new SIR Restaurants are less than 80% of the initial estimated revenues. On January 1 of each year, SIR will reconvert the Class A GP Units received to Class B GP Units for the permanent closure of a SIR Restaurant.

In December of each year, an additional distribution will be payable to the Class B GP unitholders provided that actual revenues of the new SIR Restaurants exceed 80% of the initial estimated revenues, or there will be a reduction in the distributions to the Class A GP unitholders if revenues are less than 80% of the initial estimated revenues.

On January 1, 2017, one (January 1, 2016 - two) new SIR Restaurant was added to Royalty Pooled Restaurants in accordance with the Partnership Agreement. As consideration for the additional Royalty associated with the addition of one new SIR Restaurant on January 1, 2017 (January 1, 2016 - two), as well as the Second Incremental Adjustment for two new SIR Restaurants added to Royalty Pooled Restaurants on January 1, 2016 (January 1, 2015 - two), SIR converted its Class B GP Units into Class A GP Units based on the formula defined in the Partnership Agreement. In addition, there was a re-conversion of Class A GP Units into Class B GP Units for the permanent closure of one (January 1, 2016 - nil) SIR Restaurant during the prior year. The net effect of these adjustments to Royalty Pooled Restaurants was that SIR exchanged 79,481 Class A GP Units for 79,481 Class B GP Units (January 1, 2016 - SIR converted 322,676 Class B GP Units into 322,676 Class A GP Units) on January 1, 2017 at a value of \$15,828 (January 1, 2016 - \$4,181,720) (note 4).

In addition, the revenues of the two new SIR Restaurants added to Royalty Pooled Restaurants on January 1, 2016 were less than 80% of the Initial Adjustment's estimated revenue (January 1, 2015 - revenues of two new SIR Restaurants exceeded 80% of the Initial Adjustment's estimated revenue) and, as a result, the distributions on the Class A GP Units were reduced by a special conversion refund of \$492 in December 2016 and paid in

SIR Royalty Income Fund

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January 2017 (a special conversion distribution of \$108,563 was declared on the Class B GP Units in December 2015 and paid in January 2016). As a result of the permanent closure of two SIR Restaurants during the nine-month period ended September 30, 2017, a Make-Whole Payment of \$229,362 (nine-month period ended September 30, 2016 – nil) was recorded as royalty income by the Partnership.

Class A GP Units and Class B GP Units are held by SIR.

The Partnership has entered into an arrangement with the Fund and the Trust whereby the Partnership will provide or arrange for the provision of services required in the administration of the Fund and the Trust. The Partnership has arranged for these services to be provided by SIR GP Inc. in its capacity as the Managing General Partner, or SIR as the General Partner. SIR, on behalf of SIR GP Inc., also provides services to the Partnership for its administration. For the three-month and nine-month periods ended September 30, 2017, the Partnership provided these services to the Fund and the Trust for consideration of \$6,000 and \$18,000, respectively (three-month and nine-month periods ended September 30, 2016 - \$6,000 and \$18,000, respectively), which was the amount of consideration agreed to by the related parties and has been recorded in general and administrative expenses.

Amounts due from (to) related parties consist of:

	As at September 30, 2017 \$	As at December 31, 2016 \$
SIR Corp.		
Interest receivable	250,000	250,000
Advances receivable	-	772
Amounts receivable from SIR Corp.	<u>250,000</u>	<u>250,772</u>
Distributions receivable from SIR Royalty Limited Partnership	<u>4,285,937</u>	<u>3,461,628</u>
Amounts due from related parties	<u>4,535,937</u>	<u>3,712,400</u>
SIR Corp.		
Advances payable	1,003	-
Advances payable to SIR Royalty Limited Partnership	<u>3,092,523</u>	<u>2,759,268</u>
Amounts due from related parties	<u>3,093,526</u>	<u>2,759,268</u>

Amounts due from (to) related parties are non-interest bearing and due on demand. All advances were conducted as part of the normal course of business operations.

SIR Royalty Income Fund

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9 Net change in non-cash working capital items

Net change in non-cash working capital items comprises:

	Three-month period ended September 30, 2017 \$	Three-month period ended September 30, 2016 \$	Nine-month period ended September 30, 2017 \$	Nine-month period ended September 30, 2016 \$
Prepaid expenses and other assets	17,304	16,878	22,797	20,920
Amounts due from related parties	-	-	772	3,561
Accounts payable and accrued liabilities	23,032	12,490	(3,470)	(9,636)
Amounts due to related parties	62,418	328,756	334,258	527,249
	<u>102,754</u>	<u>358,124</u>	<u>354,357</u>	<u>542,094</u>

10 Economic dependence

The Fund's income is derived from interest income on the SIR Loan and distributions from the Partnership; accordingly, the Fund is economically dependent on SIR.

11 Income taxes

Income tax expense is recognized based on management's best estimate of the weighted average annual income tax rate expected for the full financial year. The estimated average annual rate used for the three-month and nine-month periods ended September 30, 2017 was 26.5% (three-month and nine-month periods ended September 30, 2016 – 26.5%).

Income tax expense is as follows:

	Three-month period ended September 30, 2017 \$	Three-month period ended September 30, 2016 \$	Nine-month period ended September 30, 2017 \$	Nine-month period ended September 30, 2016 \$
Current	927,200	847,500	2,693,708	2,397,791
Deferred	14,000	12,250	42,000	36,750
	<u>941,200</u>	<u>859,750</u>	<u>2,735,708</u>	<u>2,434,541</u>

The Fund's income not distributed to its unitholders is taxable at a rate of 53.53% (2016 – 53.53%). Distributions to unitholders are taxable at the combined federal and provincial tax rate, which is 26.5% for the three-month and nine-month periods ended September 30, 2017 (three-month and nine-month periods ended September 30, 2016 – 26.5%).