Interim Consolidated Financial Statements (Unaudited)
For the 12-week and 36-week periods ended May 6, 2018
(in thousands of Canadian dollars)

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# Interim Consolidated Statements of Financial Position (Unaudited)

(in thousands of Canadian dollars)

Assets	May 6, 2018 \$	August 27, 2017 \$
Current assets Cash and cash equivalents Trade and other receivables (note 4(c)) Inventories Prepaid expenses, deposits and other assets Current portion of loans and advances	2,959 8,788 3,458 2,924 300	4,550 8,391 2,995 1,109 320
	18,429	17,365
Non-current assets Loans and advances Property and equipment Goodwill and intangible assets	886 53,948 5,354	792 50,691 4,970
Liabilities	78,617	73,818
Current liabilities  Bank indebtedness (note 3)  Trade and other payables (note 4(a))  Dividends payable (note 5)  Current portion of long-term debt (note 3)  Current portion of provisions and other long-term liabilities  Current portion of Ordinary LP Units and Class A LP Units of the Partnership (note 4(b))	1,665 30,536 400 3,293 4,311 10,674 50,879	1,943 31,582 - 15,838 3,797 9,991
Non-current liabilities Long-term debt (Note 3) Loan payable to SIR Royalty Income Fund (note 4(a)) Provisions and other long-term liabilities Ordinary LP Units and Class A LP Units of the Partnership (note 4(b))	21,803 35,828 10,774 123,680	35,798 9,422 120,816
Shareholders' Deficiency	242,964	229,187
Capital stock (note 5)	20,484	20,484
Contributed surplus	109	109
Deficit	(184,940)	(175,962)
	(164,347)	(155,369)
	78,617	73,818

Commitments (note 6)

**SIR Corp.**Interim Consolidated Statements of Operations and Comprehensive Loss

(in thousands of Canadian dollars)

(Unaudited)

<u>-</u>	12-week period ended		36-week period ended	
	May 6, 2018 \$	May 7, 2017 \$	May 6, 2018 \$	May 7, 2017 \$
Corporate restaurant operations				
Food and beverage revenue Costs of corporate restaurant operations	72,121 64,905	67,536 61,737	206,679 189,289	193,459 179,198
Earnings from corporate restaurant operations	7,216	5,799	17,390	14,261
Corporate costs	3,095	3,464	10,621	10,194
Earnings before interest and income taxes	4,121	2,335	6,769	4,067
Interest expense	386	306	993	760
Interest on loan payable to SIR Royalty Income Fund (note 4(a))	710	709	2,103	2,101
Interest (income) and other expense (income) - net Change in amortized cost of Ordinary LP Units	(229)	(114)	(293)	38
and Class A LP Units of the Partnership (note 4(b))	14,877	8,278	11,941	19,060
Loss before income taxes	(11,623)	(6,844)	(7,975)	(17,892)
Provision for income taxes	3	68	3	135
Net loss and comprehensive loss for the period	(11,626)	(6,912)	(7,978)	(18,027)

SIR Corp.

# Interim Consolidated Statements of Changes in Shareholders' Deficiency (Unaudited)

(in thousands of Canadian dollars)

		36	-week period ende	d May 6, 2018
	Capital stock \$	Contributed surplus \$	Deficit \$	Total \$
Balance - Beginning of period	20,484	109	(175,962)	(155,369)
Dividends declared (note 5)	-	-	(1,000)	(1,000)
Net loss for the period			(7,978)	(7,978)
Balance - End of period	20,484	109	(184,940)	(164,347)
			36-week ende	d May 7, 2017
	Capital stock \$	Contributed surplus \$	Deficit \$	Total \$
Balance - Beginning of period	20,390	31	(162,601)	(142,180)
Stock-based compensation	-	141	-	141
Exercise of stock options (note 5)	132	(4)	-	128
Net loss for the period		<u>-</u>	(18,027)	(18,027)
Balance - End of period	20,522	168	(180,628)	(159,938)

SIR Corp.

# Interim Consolidated Statements of Cash Flows (Unaudited)

(in thousands of Canadian dollars)

Cash provided by (used in)   Cash provided by (used in)		12-week period ended		36-week period ended	
Operating activities         Net loss for the period         (11,626)         (6,912)         (7,978)         (18,027)           Items not affecting cash Change in amortized cost of Ordinary LP Units and Class A LP Units of the Partnership (note 4(b))         14,877         8,278         11,941         19,060           Depreciation and amortization         2,597         2,492         7,696         7,521           Current income taxes         3         68         3         135           Recovery of loans and advances         (200)         (80)         (200)         (30)           Interest expense on long-term debt and SIR Loan         1,096         1,015         3,096         2,881           Non-cash interest income         (26)         (30)         (83)         (96)           Amortization of leasehold inducements         (140)         (112)         (390)         (333)           Stock-based compensation         -         -         1		May 6, 2018 \$		May 6, 2018 \$	May 7, 2017 \$
Net loss for the period   (11,626)   (6,912)   (7,978)   (18,027)	Cash provided by (used in)				
Items not affecting cash   Change in amortized cost of Ordinary LP Units and Class A LP Units of the Partnership (note 4(b))   14,877   8,278   11,941   19,060   2,597   2,492   7,696   7,521   Current income taxes   3   68   3   135   Recovery of loans and advances   (200)   (80)   (200)   (30)   Interest expense on long-term debt and SIR Loan   1,096   1,015   3,096   2,861   Non-cash interest income   (26)   (30)   (83)   (96)   Amortization of leasehold inducements   (140)   (112)   (390)   (333)   (36)   (333)   (36)   (335)   (350)   (3					
Class A LP Units of the Partnership (note 4(b))	Items not affecting cash	(11,626)	(6,912)	(7,978)	(18,027)
Current income taxes   3   68   3   135     Recovery of loans and advances   (200)   (80)   (200)   (30)     Interest expense on long-term debt and SIR Loan   1,996   1,015   3,096   2,861     Non-cash interest income   (26)   (30)   (83)   (96)     Amortization of leasehold inducements   (140)   (1112   (390)   (333)     Stock-based compensation     141     Loss on disposal of property and equipment   35   51   125   147     Other   (48)   5   (146)   (34)     Leasehold and other inducements received   1,863   86   2,028   244     Distributions paid to Ordinary LP and Class A LP unitholders (note 4(b))   (2,556)   (2,498)   (8,394)   (7,724)     Income taxes paid   (3)   (3)   (3)   (3)   (3)   (3)   (3)     Net change in working capital items (note 7)   (430)   2,024   (3,188)   (2,149)     Cash provided by operating activities   5,442   4,334   4,507   1,452     Investing activities   (2,031)   (2,796)   (11,515)   (8,802)     Loans to related parties   -   (10)   (10)   (10)     Repayment of loans and advances - net   67   97   209   198     Cash used in investing activities   (1,964)   (2,709)   (11,306)   (8,614)     Financing activities   (1,964)   (2,709)   (11,306)   (1,500)     Proceeds from issuance of long-term debt   (500)   (500)   (1,500)   (1,500)     Proceeds from issuance of long-term debt   (500)   (500)   (1,500)   (1,500)     Proceeds from issuance of long-term debt   (500)   (500)   (1,500)   (1,500)     Proceeds from issuance of long-term debt   (500)   (500)   (1,500)   (1,500)     Proceeds from issuance of long-term debt   (500)   (500)   (1,500)   (1,500)     Proceeds from issuance of long-term debt   (500)   (500)   (1,500)   (1,500)     Proceeds from issuance of long-term debt   (500)   (500)   (1,500)   (1,500)     Proceeds from issuance of long-term debt   (500)   (500)   (1,500)   (1,500)     Proceeds from issuance of long-term debt   (500)   (500)   (500)   (1,500)   (1,500)     Proceeds from issuance of long-term debt   (500)   (500)   (500)   (500)   (500)   (500)   (	Change in amortized cost of Ordinary LP Units and Class A LP Units of the Partnership (note 4(b))	14,877	8,278	11,941	19,060
Recovery of loans and advances	Depreciation and amortization	2,597	2,492	7,696	7,521
Interest expense on long-term debt and SIR Loan   1,096   1,015   3,096   2,861     Non-cash interest income   (26)   (30)   (83)   (96)     Amortization of leasehold inducements   (140)   (112)   (390)   (333)     Stock-based compensation   141     Loss on disposal of property and equipment   35   51   125   147     Other   (48)   5   (146)   (34)     Leasehold and other inducements received   1,863   86   2,028   244     Distributions paid to Ordinary LP and Class A LP unitholders (note 4(b))   (2,556)   (2,498)   (8,394)   (7,724)     Income taxes paid   (3)   (53)   (3)   (3)   (264)     Net change in working capital items (note 7)   (430)   2,024   (3,188)   (2,149)     Cash provided by operating activities   5,442   4,334   4,507   1,452     Investing activities   (2,031)   (2,796)   (11,515)   (8,802)     Loans to related parties   - (10)   - (10)     Repayment of loans and advances - net   67   97   209   198     Cash used in investing activities   (1,964)   (2,709)   (11,306)   (8,614)     Financing activities   (1,964)   (2,709)   (11,306)   (3,614)     Financing activities   (1,964)   (2,709)   (1,500)   (1,500)     Proceeds from issuance of long-term debt   9,500   10,000     Principal repayment of long-term debt   - 9,500   10,000     Principal repayment of lease financing   - 1,395   - (1,500)     Proceeds from issuance of lease financing   (89)   - (1,500)   (1,500)   (1,500)     Principal repayment of lease financing   (89)   - (1,500)   (1,500)   (1,500)     Principal repayment of lease financing   (89)   - (1,500)   (1,500)   (1,500)     Principal repayment of lease financing   (89)   - (80)   (8,014)	Current income taxes	3	68	3	135
Non-cash interest income   (26)   (30)   (83)   (96)   (Amortization of leasehold inducements   (140)   (1112)   (390)   (333)   (333)   (350)   (533)   (350)   (333)   (350)   (333)   (350)   (333)   (350)   (35	Recovery of loans and advances	(200)	(80)	(200)	(30)
Amortization of leasehold inducements Stock-based compensation Stock-ba	Interest expense on long-term debt and SIR Loan	1,096	1,015	3,096	2,861
Stock-based compensation		(26)	` '	(83)	(96)
Loss on disposal of property and equipment Other (48) 5 (146) (34)		(140)	(112)	(390)	` ,
Other Leasehold and other inducements received Leasehold and other inducements received Distributions paid to Ordinary LP and Class A LP unitholders (note 4(b))         (1,863         86         2,028         244           Distributions paid to Ordinary LP and Class A LP unitholders (note 4(b))         (2,556)         (2,498)         (8,394)         (7,724)           Income taxes paid         (3)         (53)         (3)         (264)           Net change in working capital items (note 7)         (430)         2,024         (3,188)         (2,149)           Cash provided by operating activities         5,442         4,334         4,507         1,452           Investing activities		-	-	-	
Leasehold and other inducements received   1,863   86   2,028   244     Distributions paid to Ordinary LP and Class A LP unitholders (note 4(b))   (2,556)   (2,498)   (8,394)   (7,724)     Income taxes paid   (3)   (53)   (3)   (264)     Net change in working capital items (note 7)   (430)   2,024   (3,188)   (2,149)     Cash provided by operating activities   5,442   4,334   4,507   1,452     Investing activities					
Distributions paid to Ordinary LP and Class A LP unitholders (note 4(b))   (2,556) (2,498) (8,394) (7,724)    Income taxes paid (3) (53) (3) (264)    Net change in working capital items (note 7) (430) 2,024 (3,188) (2,149)    Cash provided by operating activities 5,442 4,334 4,507 1,452     Investing activities		` '		, ,	` '
(note 4(b))         (2,556)         (2,498)         (8,394)         (7,724)           Income taxes paid         (3)         (53)         (3)         (264)           Net change in working capital items (note 7)         (430)         2,024         (3,188)         (2,149)           Cash provided by operating activities         5,442         4,334         4,507         1,452           Investing activities         Purchase of property and equipment and other assets - net         (2,031)         (2,796)         (11,515)         (8,802)           Loans to related parties         -         (10)         -         (10)         -         (10)           Repayment of loans and advances - net         67         97         209         198           Cash used in investing activities         (1,964)         (2,709)         (11,306)         (8,614)           Financing activities         (1,600)         (460)         (278)         96           Proceeds from issuance of long-term debt         -         -         9,500         10,000           Principal repayment of long-term debt         (500)         (500)         (1,500)         (1,500)           Principal repayment of lease financing         -         1,395         -         -           Principal re		1,863	86	2,028	244
Name   Cash	Distributions paid to Ordinary LP and Class A LP unitholders	(2.556)	(2.408)	(8 304)	(7.724)
Net change in working capital items (note 7)         (430)         2,024         (3,188)         (2,149)           Cash provided by operating activities         5,442         4,334         4,507         1,452           Investing activities         8         8         2,2796         (11,515)         (8,802)           Loans to related parties         -         (10)         -         (10)           Repayment of loans and advances - net         67         97         209         198           Cash used in investing activities         (1,964)         (2,709)         (11,306)         (8,614)           Financing activities         (1,600)         (460)         (278)         96           Proceeds from issuance of long-term debt         -         -         9,500         10,000           Principal repayment of long-term debt         (500)         (500)         (1,500)         (1,500)           Principal repayment of lease financing         -         -         1,395         -           Principal repayment of lease financing         (89)         -         (89)         -           Principal repayment of lease financing         (1,079)         (968)         (3,049)         (2,850)           Dividends paid         (3,049)         (2,850)			, , ,	, , ,	
Cash provided by operating activities         5,442         4,334         4,507         1,452           Investing activities         Use of property and equipment and other assets - net Loans to related parties         (2,031)         (2,796)         (11,515)         (8,802)           Loans to related parties         -         (10)         -         (10)           Repayment of loans and advances - net         67         97         209         198           Cash used in investing activities         (1,964)         (2,709)         (11,306)         (8,614)           Financing activities         (1,964)         (2,709)         (11,306)         (8,614)           Financing activities         (1,600)         (460)         (278)         96           Proceeds from issuance of long-term debt         -         -         9,500         10,000           Principal repayment of long-term debt         50         (500)         (1,500)         (1,500)           Proceeds from issuance of long-term debt         50         (500)         (1,500)         (1,500)           Principal repayment of lease financing         (89)         -         (89)         -           Principal repayment of lease financing         (1,079)         (968)         (3,049)         (2,850) <td< td=""><td></td><td></td><td>, ,</td><td></td><td></td></td<>			, ,		
Investing activities   Purchase of property and equipment and other assets - net   (2,031)   (2,796)   (11,515)   (8,802)   (10	Net change in working capital items (note 1)	(400)	2,024	(0,100)	(2,140)
Purchase of property and equipment and other assets - net Loans to related parties         (2,031)         (2,796)         (11,515)         (8,802)           Repayment of loans and advances - net         67         97         209         198           Cash used in investing activities         (1,964)         (2,709)         (11,306)         (8,614)           Financing activities           Increase (decrease) in bank indebtedness         (1,600)         (460)         (278)         96           Proceeds from issuance of long-term debt         -         -         9,500         10,000           Principal repayment of long-term debt         (500)         (500)         (1,500)         (1,500)           Proceeds from issuance of lease financing         -         -         -         9,500         10,000           Principal repayment of long-term debt         (500)         (500)         (1,500)         (1,500)           Principal repayment of lease financing         (89)         -         (89)         -           Principal repayment of lease financing         (89)         -         (89)         -           Interest paid         (1,079)         (968)         (3,049)         (2,850)           Dividends paid         (300)         -         (600)	Cash provided by operating activities	5,442	4,334	4,507	1,452
Purchase of property and equipment and other assets - net Loans to related parties         (2,031)         (2,796)         (11,515)         (8,802)           Repayment of loans and advances - net         67         97         209         198           Cash used in investing activities         (1,964)         (2,709)         (11,306)         (8,614)           Financing activities           Increase (decrease) in bank indebtedness         (1,600)         (460)         (278)         96           Proceeds from issuance of long-term debt         -         -         9,500         10,000           Principal repayment of long-term debt         (500)         (500)         (1,500)         (1,500)           Proceeds from issuance of lease financing         -         -         -         9,500         10,000           Principal repayment of long-term debt         (500)         (500)         (1,500)         (1,500)           Principal repayment of lease financing         (89)         -         (89)         -           Principal repayment of lease financing         (89)         -         (89)         -           Interest paid         (1,079)         (968)         (3,049)         (2,850)           Dividends paid         (300)         -         (600)	Investing activities				
Cash used in investing activities   Cash and cash equivalents of lease financias   Cash and cash equivalents of lease financias   Cash and cash equivalents of lease financias   Cash used in investing activities   Cash used in investing activities   Cash and cash equivalents of lease financias   Cash used in investing activities   Cash used in investi		(2 031)	(2 796)	(11.515)	(8.802)
Repayment of loans and advances - net         67         97         209         198           Cash used in investing activities         (1,964)         (2,709)         (11,306)         (8,614)           Financing activities         Increase (decrease) in bank indebtedness         (1,600)         (460)         (278)         96           Proceeds from issuance of long-term debt         -         -         9,500         10,000           Principal repayment of long-term debt         (500)         (500)         (1,500)         (1,500)           Principal repayment of lease financing         -         -         1,395         -           Principal repayment of lease financing         (89)         -         (89)         -           Interest paid         (1,079)         (968)         (3,049)         (2,850)           Dividends paid         (300)         -         (600)         -           Financing fees         -         -         (1711)         -           Exercise of stock options (note 5)         -         -         (1711)         -           Exercise of stock options (note 5)         -         -         -         128           Decrease in cash and cash equivalents during the period         (90)         (303)		(2,001)	* ' '	(11,010)	• • • •
Cash used in investing activities         (1,964)         (2,709)         (11,306)         (8,614)           Financing activities           Increase (decrease) in bank indebtedness         (1,600)         (460)         (278)         96           Proceeds from issuance of long-term debt         -         -         9,500         10,000           Principal repayment of long-term debt         (500)         (500)         (1,500)         (1,500)           Prioceeds from issuance of lease financing         -         -         1,395         -           Principal repayment of lease financing         (89)         -         (89)         -           Interest paid         (1,079)         (968)         (3,049)         (2,850)           Dividends paid         (300)         -         (600)         -           Financing fees         -         -         (171)         -           Exercise of stock options (note 5)         -         -         (171)         -           Exercise of stock options (note 5)         -         -         -         128           Cash provided by (used in) financing activities         (3,568)         (1,928)         5,208         5,874           Decrease in cash and cash equivalents during the period		67		209	
Financing activities   Increase (decrease) in bank indebtedness   (1,600)   (460)   (278)   96     Proceeds from issuance of long-term debt   9,500   10,000     Principal repayment of long-term debt   (500)   (500)   (1,500)   (1,500)     Proceeds from issuance of lease financing   1,395       Principal repayment of lease financing   (89)   (89)       Interest paid   (1,079)   (968)   (3,049)   (2,850)     Dividends paid   (300)   -   (600)       Financing fees   (171)       Exercise of stock options (note 5)   128     Cash provided by (used in) financing activities   (3,568)   (1,928)   5,208   5,874     Decrease in cash and cash equivalents during the period   (90)   (303)   (1,591)   (1,288)     Cash and cash equivalents - Beginning of period   3,049   2,903   4,550   3,888	Topaymont or loans and advances that				
Increase (decrease) in bank indebtedness	Cash used in investing activities	(1,964)	(2,709)	(11,306)	(8,614)
Increase (decrease) in bank indebtedness	Financing activities				
Proceeds from issuance of long-term debt         -         -         9,500         10,000           Principal repayment of long-term debt         (500)         (500)         (1,500)         (1,500)           Proceeds from issuance of lease financing         -         -         1,395         -           Principal repayment of lease financing         (89)         -         (89)         -           Interest paid         (1,079)         (968)         (3,049)         (2,850)           Dividends paid         (300)         -         (600)         -           Financing fees         -         -         -         (171)         -           Exercise of stock options (note 5)         -         -         -         128           Cash provided by (used in) financing activities         (3,568)         (1,928)         5,208         5,874           Decrease in cash and cash equivalents during the period         (90)         (303)         (1,591)         (1,288)           Cash and cash equivalents - Beginning of period         3,049         2,903         4,550         3,888		(1,600)	(460)	(278)	96
Principal repayment of long-term debt         (500)         (500)         (1,500)         (1,500)           Proceeds from issuance of lease financing         -         -         1,395         -           Principal repayment of lease financing         (89)         -         (89)         -           Interest paid         (1,079)         (968)         (3,049)         (2,850)           Dividends paid         (300)         -         (600)         -           Financing fees         -         -         -         (171)         -           Exercise of stock options (note 5)         -         -         -         -         128           Cash provided by (used in) financing activities         (3,568)         (1,928)         5,208         5,874           Decrease in cash and cash equivalents during the period         (90)         (303)         (1,591)         (1,288)           Cash and cash equivalents - Beginning of period         3,049         2,903         4,550         3,888		-	-	, ,	10,000
Proceeds from issuance of lease financing         -         -         1,395         -           Principal repayment of lease financing         (89)         -         (89)         -           Interest paid         (1,079)         (968)         (3,049)         (2,850)           Dividends paid         (300)         -         (600)         -           Financing fees         -         -         -         (171)         -           Exercise of stock options (note 5)         -         -         -         -         128           Cash provided by (used in) financing activities         (3,568)         (1,928)         5,208         5,874           Decrease in cash and cash equivalents during the period         (90)         (303)         (1,591)         (1,288)           Cash and cash equivalents - Beginning of period         3,049         2,903         4,550         3,888		(500)	(500)	(1,500)	(1,500)
Interest paid         (1,079)         (968)         (3,049)         (2,850)           Dividends paid         (300)         -         (600)         -           Financing fees         -         -         (171)         -           Exercise of stock options (note 5)         -         -         -         128           Cash provided by (used in) financing activities         (3,568)         (1,928)         5,208         5,874           Decrease in cash and cash equivalents during the period         (90)         (303)         (1,591)         (1,288)           Cash and cash equivalents - Beginning of period         3,049         2,903         4,550         3,888		-	-	1,395	-
Dividends paid         (300)         -         (600)         -           Financing fees         -         -         (171)         -           Exercise of stock options (note 5)         -         -         -         -         128           Cash provided by (used in) financing activities         (3,568)         (1,928)         5,208         5,874           Decrease in cash and cash equivalents during the period         (90)         (303)         (1,591)         (1,288)           Cash and cash equivalents - Beginning of period         3,049         2,903         4,550         3,888	Principal repayment of lease financing		-	(89)	-
Financing fees         -         -         -         (171)         -           Exercise of stock options (note 5)         -         -         -         -         128           Cash provided by (used in) financing activities         (3,568)         (1,928)         5,208         5,874           Decrease in cash and cash equivalents during the period         (90)         (303)         (1,591)         (1,288)           Cash and cash equivalents - Beginning of period         3,049         2,903         4,550         3,888	Interest paid	(1,079)	(968)	(3,049)	(2,850)
Exercise of stock options (note 5)  Cash provided by (used in) financing activities  (3,568)  (1,928)  5,208  5,874  Decrease in cash and cash equivalents during the period  (90)  (303)  (1,591)  (1,288)  Cash and cash equivalents - Beginning of period  3,049  2,903  4,550  3,888	Dividends paid	(300)	-	(600)	-
Cash provided by (used in) financing activities (3,568) (1,928) 5,208 5,874  Decrease in cash and cash equivalents during the period (90) (303) (1,591) (1,288)  Cash and cash equivalents - Beginning of period 3,049 2,903 4,550 3,888		-	-	(171)	-
Decrease in cash and cash equivalents during the period (90) (303) (1,591) (1,288)  Cash and cash equivalents - Beginning of period 3,049 2,903 4,550 3,888	Exercise of stock options (note 5)		-	-	128
the period       (90)       (303)       (1,591)       (1,288)         Cash and cash equivalents - Beginning of period       3,049       2,903       4,550       3,888	Cash provided by (used in) financing activities	(3,568)	(1,928)	5,208	5,874
the period       (90)       (303)       (1,591)       (1,288)         Cash and cash equivalents - Beginning of period       3,049       2,903       4,550       3,888	Decrease in cash and cash equivalents during				
· · · · · · · · · · · · · · · · · · ·	the period	(90)	(303)	(1,591)	(1,288)
Cash and cash equivalents - End of period2,9592,6002,9592,600	Cash and cash equivalents - Beginning of period	3,049	2,903	4,550	3,888
	Cash and cash equivalents - End of period	2,959	2,600	2,959	2,600

Notes to Interim Consolidated Financial Statements (Unaudited)

May 6, 2018

## 1 Nature of operations and fiscal year

#### Nature of operations

SIR Corp. (the Company) is a private company amalgamated under the Business Corporations Act of Ontario. As at May 6, 2018, the Company owned a total of 61 (August 27, 2017 - 60) Concept and Signature restaurants in Canada (in Ontario, Quebec, Alberta, Nova Scotia and Newfoundland) (the SIR Restaurants). The Concept restaurants are Jack Astor's Bar and Grill® (Jack Astor's®), Canyon Creek Chop House® (Canyon Creek®) and Scaddabush Italian Kitchen & Bar® ("Scaddabush") and the Signature restaurants are Reds® Wine Tavern, Reds® Midtown Tavern, Reds® Square One and Loose Moose Tap & Grill®. The Company also owns a Dukes Refresher® & Bar located in downtown Toronto, and one seasonal restaurant, Abbey's Bakehouse®, in addition to one seasonal Abbey's Bakehouse retail outlet, which are not currently part of Royalty Pooled Restaurants (note 4(b)).

On October 1, 2004, SIR Royalty Income Fund (the Fund) filed a final prospectus for a public offering of units of the Fund. The net proceeds of the offering of \$51,167,000 were used by the Fund to acquire certain bank debt of the Company (the SIR Loan) (note 4(a)) and, indirectly, through SIR Holdings Trust (the Trust), all of the Ordinary LP Units of SIR Royalty Limited Partnership (the Partnership) (note 4(b)). On October 12, 2004, the Partnership acquired from the Company the Canadian trademarks used in connection with the operation of the majority of the Company's restaurants in Canada.

The address of the Company's registered office is 5360 South Service Road, Suite 200, Burlington, Ontario. The interim consolidated financial statements were approved for issuance by the Board of Directors on June 20, 2018.

#### Fiscal year

The Company's fiscal year is made up of 52 or 53-week periods ending on the last Sunday in August. The fiscal quarters for the Company consist of accounting periods of 12, 12, 12 and 16 or 17 weeks, respectively. The fiscal years for 2018 and 2017 both consist of 52 weeks.

## 2 Summary of significant accounting policies

#### **Basis of presentation**

The Company prepares its condensed interim consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) for interim financial reporting, 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 consolidated financial statements and notes thereto.

Notes to Interim Consolidated Financial Statements (Unaudited)

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The accounting policies as applied in these interim consolidated financial statements are consistent with those followed in the August 27, 2017 audited annual consolidated financial statements, except as follows:

IAS 7, Statement of Cash Flows. The International Accounting Standards Board (IASB) issued an amendment to require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The amendment is effective for annual periods beginning on or after January 1, 2017. The company will include the additional disclosures in the 2018 annual consolidated financial statements.

IAS 12, Income Taxes. The IASB issued an amendment to clarify the requirements for (a) recognizing deferred tax assets on unrealized losses, (b) deferred tax where an asset is measured at a fair value below the asset's tax base, and (c) certain other aspects of accounting for deferred tax assets. The amendment is effective for years beginning on or after January 1, 2017. The amendment does not have a material impact on the consolidated financial statements.

#### Seasonality

The financial performance of the Company 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 Company's business. The full service restaurant sector of the Canadian foodservice industry in which the Company operates experiences seasonal fluctuations in revenues. Favourable summer weather generally results in increased revenues during the Company'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.

#### 3 Bank indebtedness and long-term debt

The Company has a credit agreement (Credit Agreement) with a Schedule 1 Canadian chartered bank (the Lender). The Credit Agreement 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). The Company and the Lender also has a purchase card agreement providing credit of up to an additional \$5,000,000. On December 8, 2017, the Company extended the Credit Agreement from July 6, 2018 to July 6, 2020 under substantially the same terms and conditions. The Credit Agreement as amended provides for a new \$2,200,000 leasing facility.

Credit Facility 1 is for general corporate and operating purposes, including capital spending on new and renovated restaurants, bearing interest at the prime rate plus 2.25% and/or the bankers' acceptance rate plus 3.25%. A standby fee of 0.65% is charged on the undrawn balance of Credit Facility 1. Provided the Company is in compliance with the Credit Agreement, the principle amount of Credit Facility 1 can be repaid and reborrowed at any time during the term of the Credit 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.

On December 15, 2017, the Company drew an additional \$4,500,000 on Credit Facility 2. This advance is repayable in quarterly instalments of \$225,000, with the remaining outstanding principal balance due on July 6, 2020.

Notes to Interim Consolidated Financial Statements (Unaudited)

May 6, 2018

Under the amended Credit Agreement, subsequent advances on Credit Facility 2 may be requested annually (subject to availability and Lender approval), in minimum multiples of \$1,000,000, 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, 2020.

During the 36-week period ended May 6, 2018, the Company drew \$1,420,000 of the \$2,200,000 leasing facility. Subsequent to May 6, 2018, the Company drew an additional \$528,000 of the leasing facility. These advances are repayable in equal monthly instalments.

The undrawn balance of Credit Facility 1 as at May 6, 2018 is \$3,335,000.

The Credit Agreement is secured by substantially all of the assets of the Company and most of its subsidiaries, which are also guarantors. The Partnership and the Fund have not guaranteed the Credit Agreement. The Credit Agreement contains certain financial and non-financial covenants that the Company is in compliance with as at May 6, 2018.

The Company has recorded its long-term debt at amortized cost. The Company has netted the financing fees against the respective debt and amortizes these costs over the expected life of the long-term debt using the effective interest rate method. Unamortized financing fees netted against the debt as at May 6, 2018 were \$211,000 (August 27, 2017 - \$162,000).

### 4 SIR Royalty Income Fund

#### a) Loan payable to SIR Royalty Income Fund (the SIR Loan)

The \$40,000,000 SIR Loan bears interest at 7.5% per annum and is due on October 12, 2044. In conjunction with the Credit Agreement, on July 6, 2015, the Company, the Fund and the Partnership entered into an Intercreditor Agreement to subordinate and postpone their claims against the Company in favour of the Lender. The Fund and the Partnership have not guaranteed the Credit Agreement (note 3).

The long-term debt is permitted indebtedness within the meaning of the agreements between the Fund, the Partnership and the Company and, as a result, the Fund and the Partnership have, as contemplated in the existing agreements, subordinated and postponed their claims against the Company to the claims of the Lender. This subordination, which includes a subordination of the Partnership's rights under the Licence and Royalty Agreement between the Partnership and the Company, whereby the Partnership licenses to the Company the right to use the trademarks and related intellectual property in return for royalty payments based on revenues, has been effected pursuant to the terms of the Intercreditor Agreement.

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 Licence 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 the Company to the Fund and the Partnership are permitted for such amounts as are required to fund their monthly operating expenses, up to an annual limit. In addition, the Company, the Fund and

Notes to Interim Consolidated Financial Statements (Unaudited)

May 6, 2018

the Partnership 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. The Company and each obligor provided an undertaking to cooperate and explore all options with the Fund to maximize value to the Fund's unitholders and the Company 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.

Interest expense charged to the consolidated statements of operations and comprehensive loss for the 12-week and 36-week periods ended May 6, 2018 was \$710,000 and \$2,103,000, respectively (12-week and 36-week periods ended May 7, 2017 - \$709,000 and \$2,101,000, respectively), which includes interest on the SIR Loan of \$700,000 and \$2,073,000, respectively (12-week and 36-week periods ended May 7, 2017 - \$700,000 and \$2,073,000, respectively) and amortization of financing fees of \$10,000 and \$30,000, respectively (12-week and 36-week periods ended May 7, 2017 - \$9,000 and \$28,000, respectively). Interest payable on the SIR Loan as at May 6, 2018 was \$298,000 (August 27, 2017 - \$475,000).

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

Notes to Interim Consolidated Financial Statements (Unaudited)

May 6, 2018

#### b) Ordinary LP Units and Class A LP Units of SIR Royalty Limited Partnership

	12-week period ended		36-week period ended	
	May 6, 2018 \$	May 7, 2017 \$ (in thousands o	May 6, 2018 \$ of dollars)	May 7, 2017 \$
Balance - Beginning of period Change in amortized cost of the Ordinary LP Units and Class A LP Units of the	122,033	129,377	130,807	123,821
Partnership Distributions paid to Ordinary LP and Class	14,877	8,278	11,941	19,060
A LP unitholders	(2,556)	(2,498)	(8,394)	(7,724)
Balance - End of period Less: Current portion of Ordinary LP Units and Class A LP Units of the	134,354	135,157	134,354	135,157
Partnership	(10,674)	(9,991)	(10,674)	(9,991)
Ordinary LP Units and Class A LP Units of the Partnership	123,680	125,166	123,680	125,166
The following is a summary of the results of operations of the Partnership:				
Pooled Revenue*	69,093	64,621	194,229	186,165
Partnership royalty income* Other income Partnership expenses	4,146 6 (19)	4,007 5 (22)	11,721 17 (54)	11,377 16 (51)
Net earnings of the Partnership	4,133	3,990	11,684	11,342
The Company's interest in the earnings of the Partnership	(1,479)	(1,440)	(4,223)	(4,218)
Fund's interest in the earnings of the Partnership	2,654	2,550	7,461	7,124

\*Includes revenue from the Royalty Pooled Restaurants. The Partnership owns the Canadian trademarks (the SIR Rights) formerly owned or licensed by the Company or its subsidiaries and used in connection with the operation of the majority of the Company's restaurants in Canada. Partnership royalty income is 6% of pooled revenue in accordance with the Licence and Royalty Agreement, plus a Make-Whole Payment for closed restaurants, from the date of closure to December 31 of the year closed.

On October 12, 2004, the Partnership issued Ordinary LP and GP Units to the Fund for cash of \$11,167,000. The holders of the Ordinary LP Units and the Class A LP Units are entitled to receive a pro rata share of all residual distributions of the Partnership. The distributions are declared by the Board of Directors of SIR GP Inc., which is controlled by the Fund. Accordingly, the Ordinary LP Units and the Class A LP Units of the Partnership have been classified as a financial liability in the consolidated statements of financial position. The Ordinary LP Units and the Class A LP Units are accounted for at

Notes to Interim Consolidated Financial Statements (Unaudited)

May 6, 2018

amortized cost, with changes in the carrying value of Ordinary LP Units and the Class A LP Units of the Partnership recorded in the consolidated statements of operations and comprehensive loss.

During the 12-week and 36-week periods ended May 6, 2018, distributions of \$2,654,000 and \$7,461,000, respectively (12-week and 36-week periods ended May 7, 2017 - \$2,550,000 and \$7,124,000, respectively) were declared to the Fund through the Partnership. Distributions paid during the 12-week and 36-week periods ended May 6, 2018 were \$2,556,000 and \$8,394,000, respectively (12-week and 36-week periods ended May 6, 2018 – \$2,498,000 and \$7,724,000, respectively). The Fund, indirectly through the Trust, is entitled to receive a pro rata share of all residual distributions. Distributions payable to SIR Royalty Income Fund as at May 6, 2018 were \$4,002,000 (August 27, 2017 - \$4,935,000).

The Company, as the holder of the Class A GP Units, is entitled to receive a pro rata share of all residual distributions of the Partnership and the Class A GP Units are exchangeable into units of the Fund.

The Partnership owns the SIR Rights formerly owned or licensed by the Company or its subsidiaries and used in connection with the operation of the majority of the Company's restaurants in Canada. In 2004, the Partnership granted the Company a 99-year licence to use the SIR Rights in most of Canada in consideration for a Royalty, payable by the Company to the Partnership, equal to 6% of the revenue of the Royalty Pooled Restaurants (the Licence and Royalty Agreement).

Under the terms of the Licence and Royalty Agreement, the Company may be required to pay a Make-Whole Payment in respect of the reduction in revenue for restaurants closed during a reporting period. The Company is not required to pay any Make-Whole Payment in respect of a closed restaurant following the date on which the number of restaurants in the Royalty pool 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 SIR Restaurants opened for at least 60 days preceding such Adjustment Date. At each Adjustment Date, the Company will be entitled to convert its Class B GP Units into Class A GP Units based on 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 exceed 80% of the initial estimated revenue. Conversely, converted Class A GP Units will be returned by the Company if the actual revenues are less than 80% of the initial estimated revenues of each year, an additional distribution will be payable to the Class B GP unitholders based on actual revenues of the new SIR Restaurants exceeding 80% of the initial estimated revenue 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 revenue.

On January 1, 2018, three (January 1, 2017 - one) new SIR Restaurants were added to Royalty Pooled Restaurants in accordance with the Partnership Agreement. As consideration for the additional Royalty associated with the addition of three new SIR Restaurants on January 1, 2018 (January 1, 2017 - one), as well as the Second Incremental Adjustment for one new SIR Restaurant added to Royalty Pooled Restaurants on January 1, 2017 (January 1, 2016 - two), SIR converted its Class B GP Units into Class A GP Units based on the formula defined in the Partnership Agreement. The number of Class B GP Units that SIR converted into Class A GP Units was reduced by an adjustment for the permanent closure of three (January 1, 2017 - one) SIR Restaurants during the prior year. The net effect of these adjustments to Royalty Pooled Restaurants was that SIR converted 35,000 Class B GP Units into 35,000 Class A GP Units (January 1, 2016 – SIR exchanged 79,000 Class A GP Units into 79,000 Class B GP Units) on January 1, 2018 at a value of \$2,847,000 (January 1, 2017 - \$16,000).

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In addition, the revenues of the one (January 1, 2016 – two) new SIR Restaurant added to Royalty Pooled Restaurants on January 1, 2017 was less than 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 \$52,000 in December 2017 and paid in January 2018 (December 31, 2016 – \$492 paid in January 2017).

As a result of the permanent closure of one SIR restaurant during the period, Make-Whole payments to the Partnership of \$67,000 have been recognized by the Company for the 36-week period ended May 6, 2018 (36-week period ended May 7, 2017 - \$207,000).

As at May 6, 2018, after the net effect of the adjustments to Royalty Pooled Restaurants on January 1, 2018, the Company's residual interest in the Partnership is 19.4% (August 27, 2017 - 19.1%). The Company continues to maintain control of the Partnership and, therefore, continues to consolidate the Partnership.

#### c) Advances receivable from SIR Royalty Income Fund

Advances receivable from SIR Royalty Income Fund as at May 6, 2018 were \$3,054,000 (August 27, 2017 - \$3,347,000). Advances receivable are non-interest bearing and due on demand.

The Company, through 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. For the 12-week and 36-week periods ended May 6, 2018, the Partnership provided these services to the Fund and the Trust for consideration of \$6,000 and \$17,000, respectively (12-week and 36-week periods ended May 7, 2017 - \$5,000 and \$16,000, respectively), which was the amount of consideration agreed to by the related parties.

### 5 Capital stock

During the 36-week ended May 6, 2018, the Company declared a dividend of \$1,000,000 of which \$300,000 and \$600,000 was paid during the 12-week and 36-week periods ended May 6, 2018, respectively.

During the 12-week and 36-week periods ended May 7, 2017, nil and 146,000 stock options were exercised, respectively and nil and 146,000 common shares were issued, respectively for consideration of \$nil and \$128,000, respectively.

#### **6** Commitments

The Company has one commitment to lease a property, on which it plans to build one new restaurant. The Company has not entered into any construction contracts for this restaurant. Final costs of construction are subject to uncertainties as to their amounts and timing. Items such as finalization of design and final construction quotations could change the total cost of these projects.

#### 7 Contingencies

The Company has been named in a copyright infringement claim in the amount of \$400,000. It is uncertain at this time to determine the outcome of this lawsuit or the potential liability, if any.

Notes to Interim Consolidated Financial Statements (Unaudited)

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## 8 Supplemental cash flow information

The net change in working capital items is as follows:

	12-week period ended		36-week period ended	
	May 6, 2018 \$	May 7, 2017 \$	May 6, 2018 \$ usands of dollars)	May 7, 2017 \$
		(11)	disarius of dollars)	
Trade and other receivables	(1,108)	(104)	(670)	83
Inventories	71	15	(463)	(166)
Prepaid expenses, deposits and	(500)	(1.010)	(4.000)	(0.060)
other assets	(592)	(1,019)	(1,809)	(2,268)
Trade and other payables	1,409	3,376	(815)	(369)
Provisions and other long-term liabilities	(210)	(244)	569	571
		,		
	(430)	2,024	(3,188)	(2,149)