

SIR Royalty Income Fund

Condensed Interim Consolidated Financial Statements
(Unaudited)

**For the three-month periods ended
March 31, 2021 and March 31, 2020**

SIR Royalty Income Fund

Condensed Interim Condensed Interim Statements of Financial Position

(Unaudited)

	March 31, 2021 \$	December 31, 2020 \$
Assets		
Current assets		
Cash	138,588	138,629
Prepaid expenses and other assets	44,611	46,362
Income taxes receivable	-	61,771
Amounts due from related parties (note 8)	5,089,236	4,639,236
	<u>5,272,435</u>	<u>4,885,998</u>
Loan receivable from SIR Corp. (note 3)	21,000,000	21,750,000
Investment in SIR Royalty Limited Partnership (note 4)	21,772,497	21,858,327
	<u>48,044,932</u>	<u>48,494,325</u>
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	131,461	111,919
Income tax payable	250,578	-
Amounts due to related parties (note 8)	3,766,877	3,692,753
	<u>4,148,916</u>	<u>3,804,672</u>
Deferred income taxes (note 11)	2,018,000	1,989,000
	<u>6,166,916</u>	<u>5,793,672</u>
Fund units (note 6)	96,169,787	96,169,787
Deficit	<u>(54,291,771)</u>	<u>(53,469,134)</u>
Total unitholders' equity	<u>41,878,016</u>	<u>42,700,653</u>
	<u>48,044,932</u>	<u>48,494,325</u>

Going concern (note 1)

Subsequent events (note 11)

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

SIR Royalty Income Fund

Condensed Interim Condensed Interim Statements of Loss and Comprehensive Loss (Unaudited)

	Three-month period ended March 31, 2021 \$	Three-month period ended March 31, 2020 \$
Equity (loss) income from SIR Royalty Limited Partnership (notes 4 and 8)	(85,830)	1,734,850
Impairment on Investment in SIR Royalty Limited Partnership and financial assets (notes 4 and 8)	(300,000)	(15,466,956)
Change in estimated fair value of the SIR Loan (note 3)	-	(16,500,000)
	<u>(385,830)</u>	<u>(30,232,106)</u>
General and administrative expenses (note 8)	95,458	106,457
Loss before income taxes	(481,288)	(30,338,563)
Income tax expense (note 11)	341,349	429,456
Net loss and comprehensive loss for the period	<u>(822,637)</u>	<u>(30,768,019)</u>
Basic loss per Fund unit (note 7)	(\$ 0.10)	(\$ 3.67)
Diluted loss per Fund unit (note 7)	(\$ 0.10)	(\$ 3.67)

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

SIR Royalty Income Fund

Condensed Interim Condensed Interim Statements of Changes in Unitholders' Equity
(Unaudited)

	Three-month period ended March 31, 2021			
	Number of Fund units	Amount \$	Deficit \$	Total \$
Balance - Beginning of period	8,375,567	96,169,787	(53,469,134)	42,700,653
Net loss for the period	-	-	(822,637)	(822,637)
Balance - End of period	8,375,567	96,169,787	(54,291,771)	41,878,016

	Three-month period ended March 31, 2020			
	Number of Fund units	Amount \$	Deficit \$	Total \$
Balance - Beginning of period	8,375,567	96,169,787	(7,268,514)	88,901,273
Net loss for the period	-	-	(30,768,019)	(30,768,019)
Distributions declared and paid (note 6)	-	-	(2,198,586)	(2,198,586)
Balance - End of period	8,375,567	96,169,787	(40,235,119)	55,934,668

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

SIR Royalty Income Fund

Condensed Interim Condensed Interim Statements of Cash Flows

(Unaudited)

	Three-month period ended March 31, 2021 \$	Three-month period ended March 31, 2020 \$
Cash provided by (used in)		
Operating activities		
Net loss for the period	(822,637)	(30,768,019)
Items not affecting cash		
Impairment losses (note 8)	300,000	15,466,956
Change in estimated fair value of the SIR Loan (note 3)	-	16,500,000
Current income taxes (note 11)	312,349	420,706
Deferred income taxes (note 11)	29,000	8,750
Equity loss (income) from SIR Royalty Limited Partnership (notes 4 and 8)	85,830	(1,734,850)
Distributions received from SIR Royalty Limited Partnership (note 8)	-	2,240,077
Interest received on SIR Loan (note 3)	-	750,000
Income taxes paid	-	(624,272)
Net change in non-cash working capital items (note 9)	95,417	106,427
	(41)	2,365,775
Financing activities		
Distributions paid to unitholders	-	(2,198,586)
Change in cash during the period	(41)	167,189
Cash - Beginning of period	138,629	136,944
Cash - End of period	138,588	304,133

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

SIR Royalty Income Fund

Notes to Condensed Interim Condensed Interim Financial Statements

March 31, 2021 and March 31, 2020

(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 condensed interim consolidated financial statements were approved by the Board of Trustees on May 12, 2021.

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.

Coronavirus (COVID-19) pandemic

The COVID-19 pandemic has had a negative impact on global economic activity and has had a significant impact on consumer spending in Canada, including restaurant sales. Due to government mandated business restrictions in response to the pandemic, effective March 16, 2020, SIR closed all of its dining rooms and bars, except for takeout and delivery services at certain of its locations. Government mandated restrictions were eased in June and July, 2020, enabling varying levels of in-restaurant and outdoor dining operations at SIR restaurants by region. Government mandated restrictions were heightened again in October, November, and December in 2020. These restrictions have continued in 2021. Government mandated restaurant closures and /or operating restrictions are expected to continue until further notice, in an effort to reduce large group gatherings as required by public health and government officials.

Due to the continuing increase in COVID-19 case counts, the government of Ontario moved all regions in Southern Ontario into lockdown for at least 28 days beginning on December 26, 2020. As a result, SIR closed all of its dining rooms, bars, and patios. SIR continues to offer take-out and delivery services at certain of its locations.

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Effective January 8, 2021, SIR permanently closed the Canyon Creek locations at the Square One shopping centre in Mississauga, Ontario and in Scarborough, Ontario. These locations were part of the Royalty Pool.

Effective February 9, 2021, SIR permanently closed three restaurants located at the corner of Yonge and Gerrard in downtown Toronto. The three restaurants include a Scaddabush Italian Kitchen & Bar (“Scaddabush”), Reds Midtown Tavern and a Duke’s Refresher & Bar (“Duke’s”). The Scaddabush and Reds locations were part of the Royalty Pool.

Effective March 31, 2021, SIR permanently closed the Canyon Creek location in Vaughan, Ontario. This location was part of the Royalty Pool.

Effective April 8, 2021, the Ontario provincial government declared a state of emergency and a province wide stay-at-home order was issued. All regions are in lockdown and as a result, SIR’s dining rooms, bars and patios in Ontario will continue to be closed until at least June 2, 2021. SIR continues to offer take-out and delivery services at certain locations.

Going concern

The condensed interim consolidated financial statements of the Fund have been prepared using International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS) applicable to a going concern, which contemplates the realization of assets and the settlement of liabilities during the normal course of operations for the foreseeable future. In the preparation of financial statements, the Fund’s management is required to identify when events or conditions indicate that significant doubt may exist about the Fund’s ability to continue as a going concern. Significant doubt about the Fund’s ability to continue as a going concern would exist when relevant conditions and events indicate that the Fund will not be able to meet its obligations as they become due for a period of at least, but not limited to, twelve months from the end of the reporting period. When the Fund identifies conditions or events that raise potential for significant doubt about its ability to continue as a going concern, the Fund considers whether its plans that are intended to mitigate those relevant conditions or events will alleviate the potential significant doubt.

Given the uncertainty surrounding the COVID-19 pandemic and the government mandated shutdowns and the related impact to SIR, which the Fund is dependent on for cash flow, the Fund’s ability to continue as a going concern for the next 12 to 18 months involves significant judgement. Management of SIR is currently addressing its financial requirements and the details of certain financial and non-financial covenants within the Credit Agreement with the Lender. Refer to note 3 for more details. There can be no assurance that borrowings will be available to SIR, or available on acceptable terms, in an amount sufficient to fund SIR’s needs.

The Fund’s ability to meet its obligations for the next 12 to 18 months also depends on, among other factors:

- the speed at which SIR is able to return to full operating capacity in the near future,
- Canadian economic conditions after bars and restaurants are able to fully re-open,
- the ability for SIR to obtain necessary financing through a renewal of its Credit Agreement,
- the availability of credit under SIR’s current Credit Agreement or other financing sources,
- SIR’s eligibility for continued government assistance, including the Canada Emergency Wage Subsidy and Canada Emergency Rent Subsidy. During the 53-week year ended August 30, 2020, SIR

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recognized government assistance through the Canada Emergency Wage Subsidy of \$11,140,554. Of this amount, \$9,892,500 was recognized as a reduction to costs of corporate restaurant operations and \$1,248,054 was recognized as a reduction to corporate costs. For the 24-week period ended February 14, 2021, SIR recognized government assistance through the Canada Emergency Wage Subsidy of \$10,739,521, the Canada Emergency Rent Subsidy of \$1,688,184 and other government subsidies of \$284,576. Of these amounts, \$9,946,270 was recognized as a reduction to costs of corporate restaurant operations and \$2,766,011 was recognized as a reduction to corporate costs.

- business interruption insurance coverage, and SIR's ability to negotiate longer term extended credit terms from its suppliers, including negotiating deferrals of rent obligations over the terms of its leases, and
- the type and impact of continued government mandated pandemic-related operating regulations.

Reduced services and restaurant closures will continue to result in material declines to sales at SIR restaurants. These circumstances indicate the existence of a material uncertainty that may cast doubt on the Fund's ability to continue as a going concern. These unaudited condensed interim consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should the Fund be unable to continue as a going concern. Such adjustments could be material.

2 Basis of presentation

The Fund prepares its interim 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 consolidated financial statements and should be read in conjunction with the 2020 audited 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 applied in these interim financial statements are consistent with those followed in the 2020 annual financial statements.

3 Loan receivable from SIR Corp.

	Three-month period ended March 31, 2021 \$	Year ended December 31, 2020 \$
Balance - Beginning of year	21,750,000	39,000,000
Interest received	-	(750,000)
Interest receivable	(750,000)	(2,250,000)
Change in estimated fair value of the SIR Loan	-	(14,250,000)
Balance - End of period	<u>21,000,000</u>	<u>21,750,000</u>

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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 of \$750,000 was recognized during the three-month period ended March 31, 2021 (three-month period ended March 31, 2020 – \$750,000). Interest of \$nil was received during the three-month period ended March 31, 2021 (three-month period ended March 31, 2020 – \$750,000). Interest of \$3,250,000 is outstanding and receivable from SIR Corp. at March 31, 2021.

The fair value of the SIR Loan is estimated by discounting the expected cash flows using a current market interest rate adjusted for SIR's credit risk. Management has used a discount rate of 14.80% as at March 31, 2021 (December 31, 2020 – 14.35%) to discount the expected cash flows. In determining the appropriate discount rate, management considered available market information as well as the credit risk for SIR.

The change in the discount rate is driven by the change in the spread between similar corporate bonds and the risk free rate over the same periods, and by management's estimate of the credit risk for SIR (see note 5).

SIR has a credit agreement (Credit Agreement), as amended on December 8, 2017 and July 6, 2018, April 1, 2020, June 30, 2020, September 30, 2020, December 31, 2020 and March 31, 2021 with a Schedule I Canadian chartered bank (the Lender). The Credit Agreement between SIR and the Lender provides for a maximum principal amount of \$52,160,000 consisting of a \$20,000,000 revolving term credit facility (Credit Facility 1), a \$19,660,000 revolving term loan (Credit Facility 2), a \$6,250,000 guaranteed facility with Export Development Canada ("EDC") through the guaranteed Business Credit Availability Program ("BCAP") (EDC-Guaranteed Facility) and a \$6,250,000 Business Development Bank of Canada ("BDC") guaranteed Highly Affected Sectors Credit Availability Program ("HASCAP") facility (the "BDC-Guaranteed Facility"). SIR and the Lender have also entered into a purchase card agreement providing credit of up to an additional \$1,500,000.

Credit Facility 1 is for general corporate and operating purposes, bearing interest at the prime rate plus 3.25% and/or the bankers' acceptance rate plus 4.25%, principal repaid in one bullet repayment on July 6, 2021. A standby fee of 0.85% 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 Credit Agreement.

Credit Facility 2 bears interest at the prime rate plus 3.25% and/or the bankers' acceptance rate plus 4.25%. Under the Credit Agreement, subsequent advances on Credit Facility 2 may be requested (subject to availability and lender approval), in minimum multiples of \$1,000,000, to finance capital spending on new and renovated restaurants. Each advance under Credit Facility 2 is repayable in equal quarterly instalments based on a seven year amortization, with the remaining outstanding principal balance due on July 6, 2021.

The EDC-Guaranteed Facility bears interest at the prime rate plus 3.5%. The EDC-Guaranteed Facility is a 364-day revolving-term credit facility and can be extended at the Lender's sole discretion by a further 12 months. A standby fee of 0.90% is charged on the undrawn balance of this facility.

The BDC-Guaranteed Facility bears interest at a fixed rate of 4%. The BDC-Guaranteed Facility is a 10 year revolving-term credit facility, with a one year principal payment moratorium and can be extended at the Lender's sole discretion by a further 12 months.

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

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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.

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 in which they are compliant.

On May 3, 2020, the end of SIR’s third quarter, SIR was in breach of the covenants in the SIR Loan Agreement and the financial covenants in its Credit Agreement. At the time of filing SIR Corp.’s fiscal 2020 third quarter results on July 30, 2020, SIR was in breach of its financial and non-financial covenants as outlined in its credit agreement with the Lender as a result of the impact of the COVID-19 outbreak on its operations. As part of the fourth amending agreement with the Lender, the two financial covenants in the Credit Agreement are replaced by a minimum quarterly EBITDA amount beginning with SIR Corp.’s results for the 13-week and 52-week periods ended August 30, 2020. SIR’s Management continues to work closely with its Lender for guidance and support.

On May 27, 2020, effective April 1, 2020, SIR obtained a waiver with its senior lender on its covenants until June 30, 2020.

On June 30, 2020, SIR and its Lender entered into a fourth amending agreement to its Credit Agreement (the “Waiver and Amendment”). The Waiver and Amendment provides for the following:

- extension of the waivers of certain anticipated covenant breaches and events of default granted in the June 1, 2020 Third Amending Agreement effective April 1, 2020 until August 31, 2020 (the “Waiver Period”),
- waiving, for the Waiver Period and for the period September 1, 2020 to the Maturity Date, the financial covenants in the Credit Agreement,
- during the Waiver Period and the period September 1, 2020 until the Maturity Date, the two financial covenants in the Credit Agreement are replaced by a minimum quarterly EBITDA amount, and

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- the addition of a new \$6,250,000 EDC guaranteed BCAP (the “EDC-Guaranteed Facility”) to the Credit Agreement – the EDC-Guaranteed Facility is a 364 day revolving term credit facility and can be extended at the Lender’s sole discretion by a further 12 months.

On June 30, 2020, the Fund and the Partnership entered into an acknowledgement and consent agreement with the Lender acknowledging, among other things:

- receipt of a copy of the Waiver and Amendment,
- that none of: entering the agreement, borrowing under the agreement, or performing any of the obligations under the agreement shall breach any of the terms or constitute an event of default under any of the Fund’s or the Partnership’s existing agreements with SIR,
- any debt arising under the EDC-Guaranteed Facility constitutes Permitted Debt (as such term is defined in the SIR Loan Agreement).

On June 30, 2020, the Fund, the Partnership, and SIR entered into a waiver and extension agreement that, among other things:

- extends the period of the deferral of interest on the SIR Loan to the Fund and royalties to the Partnership from June 30, 2020 to August 31, 2020,
- waives any and all existing breaches of covenants and events of default under the various agreements between SIR, the Fund, and the Partnership until August 31, 2020.

On September 30, 2020 SIR and its Lender entered into a fifth amending agreement to its Credit Agreement which, among other things, extended certain waivers from August 31, 2020 to December 31, 2020. There can be no assurance that SIR will receive additional waivers or remain in compliance in the future.

On September 30, 2020, the Fund and the Partnership entered into an acknowledgement consent agreement with the Lender, and the Fund, the Partnership, and SIR entered into a waiver and extension agreement. The current expiration date of certain deferrals in these agreements is December 31, 2020.

On December 31, 2020 SIR and its Lender entered into a sixth amending agreement to its Credit Agreement. The Sixth Amending Agreement provides for the following:

- an extension of the waivers of certain of the previously granted anticipated covenant breaches and events of default until March 31, 2021 (the “Waiver Period”),
- extends the period of the deferral until the maturity date of \$1.0 million in principal payments previously scheduled between December 31, 2020 to January 31, 2021, and
- allowance for the potential additions of up to an additional \$375,000 in subordinated debt made available by Investissement Québec (“IQ”) to SIR pursuant to IQ’s Concerted Temporary Action Program for Businesses (“PACTE”) on terms and conditions satisfactory to the Lender.

On December 31, 2020, the Fund and the Partnership entered into an acknowledgement, waiver and extension agreement with the Lender and SIR, acknowledging, among other things:

- receipt of a copy of the Sixth Amending Agreement,
- that none of: entering the agreement, borrowing under the agreement, or performing any of the obligations under the agreement shall breach any of the terms or constitute an event of default under any of the Fund’s or the Partnership’s existing agreements with SIR,

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- the extension of the period of the deferral of interest on the SIR Loan to the Fund and royalties to the Partnership from December 31, 2020 to March 31, 2021,
- the recognition of a potential new PACTE Loan of up to \$375,000, and
- the waiver of any and all existing breaches of covenants and events of default under the various agreements between SIR, the Fund, and the Partnership until March 31, 2021.

On March 31, 2021, SIR and its Lender entered into the Seventh Amending Agreement to its Credit Agreement. The Seventh Amending Agreement provides for the following:

- an extension of the waivers of certain of the previously granted anticipated covenant breaches and events of default until July 6, 2021 (the “Seventh Amending Agreement Waiver Period”),
- waiving, for the Seventh Amending Agreement Waiver Period which now extends to the July 6, 2021 Maturity Date, the financial covenants in the Credit Agreement,
- during the Seventh Amending Agreement Waiver Period which now extends to the Maturity Date, the two financial covenants in the Credit Agreement are replaced by a minimum quarterly EBITDA amount,
- waiver of the minimum quarterly EBITDA covenant amount for SIR’s fiscal 2021 second quarter
- the addition of a new \$6,250,000 million Business Development Bank of Canada (“BDC”) guaranteed Highly Affected Sectors Credit Availability Program (“HASCAP”) facility (the “BDC-Guaranteed Facility”) to the Credit Agreement. The BDC-Guaranteed Facility is a 10 year term credit facility, with a one year principal payment moratorium, bearing fixed rate interest of 4%,
- consents to SIR making a distribution to the Partnership or the Fund in an amount up to \$1,000,000 for previously deferred royalty payments and/or payments of interest on the SIR Loan (the “Anticipated Fund Distribution”),
- the Fund and the Partnership were required to acknowledge, consent and subordinate to the BDC-Guaranteed Facility, and
- the Fund and the Partnership were required to extend their agreement to defer payments by SIR of interest on the SIR Loan and royalty payments from April 1, 2021 until July 6, 2021.

There can be no assurance that SIR will receive additional waivers or remain in compliance in the future.

On March 31, 2021, the Fund and the Partnership entered into a consent agreement with the Lender acknowledging, among other things:

- receipt of a copy of the Seventh Amending Agreement,
- consent to the new BDC-Guaranteed Facility of \$6,250,000,
- that none of: entering the agreement, borrowing under the agreement, or performing any of the obligations under the agreement shall breach any of the terms or constitute an event of default under any of the Fund’s or the Partnership’s existing agreements with SIR,
- any debt arising under the BDC-Guaranteed Facility constitutes Permitted Debt (as such term is defined in the SIR Loan Agreement).

On March 31, 2021, the Fund and the Partnership entered into a waiver and extension agreement with the Lender and SIR, acknowledging, among other things:

- receipt of a copy of the Seventh Amending Agreement,
- the extension of the period of the deferral of interest on the SIR Loan to the Fund and royalties to the Partnership from March 31, 2021 to July 6, 2021, and
- the waiver of any and all existing breaches of covenants and events of default under the various agreements between SIR, the Fund, and the Partnership until July 6, 2021.

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In order to provide SIR with financial support, including SIR securing necessary waivers and extension from the Lender, SIR gaining access to additional needed debt facilities, along with the additional consideration of the \$1,000,000 Anticipated Fund Distribution, the Partnership deferred the collection of restaurant royalties and the Fund deferred the collection of interest on the SIR Loan from SIR until July 6, 2021. Failure to obtain the waiver extensions from the Lender would have materially and adversely affected SIR, the Fund and the Partnership. The long-term viability of SIR is in the best interests of the Fund and the Partnership.

SIR has advised the Fund that its ability to meet its obligations for the next 12 to 18 months is dependent on:

- its ability to obtain necessary financing through a renewal of its Credit Agreement,
- the collectability of credit under the current Credit Agreement or other financing sources,
- government assistance, including the Canada Emergency Wage Subsidy,
- the collectability or utilization of business interruption or other insurance coverage, and
- SIR's ability to negotiate longer term extended credit terms from its suppliers, including negotiating deferrals of rent obligations over the terms of its leases.

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 March 31, 2021, the Fund's interest in the residual earnings of the Partnership was 80.9% (December 31, 2020 – 82.2%). Generally, the Partnership units have no voting rights, except in certain specified conditions.

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.

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

	Three-month period ended March 31, 2021 \$	Three-month period ended March 31, 2020 \$
Balance - Beginning of period	21,858,327	50,984,321
Equity (loss) income	(85,830)	1,734,850
Distributions declared	-	(1,734,850)
Provision for impairment	-	(15,466,956)
Balance - End of period	<u>21,772,497</u>	<u>35,517,365</u>

The summarized financial information of the Partnership is as follows:

	As at March 31, 2021 \$	As at December 31, 2020 \$
Cash	11,390	2,544
Other current assets	7,962,001	6,893,814
Intangible assets	46,699,989	46,699,989
Total assets	<u>54,673,380</u>	<u>53,596,347</u>
Current liabilities and total liabilities	<u>8,268,238</u>	<u>7,105,375</u>
Partners' Interest		
SIR Royalty Income Fund	6,405,132	6,490,962
SIR Corp.	40,000,010	40,000,010
Total partners' interest	<u>46,405,142</u>	<u>46,490,972</u>

	Three-month period ended March 31, 2021 \$	Three-month period ended March 31, 2020 \$
Revenue	<u>938,152</u>	<u>3,024,698</u>
Net earnings (loss) and comprehensive income (loss) of the Partnership	<u>664,170</u>	<u>(37,524,336)</u>

SIR Royalty Income Fund

Notes to Condensed Interim Condensed Interim Financial Statements

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(Unaudited)

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

	As at March 31, 2021 \$	As at December 31, 2020 \$
Investment in the Partnership	21,772,497	21,858,327
Transaction costs incurred by the Partnership to issue the 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	<u>6,405,132</u>	<u>6,490,962</u>

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

	Three-month period ended March 31, 2021 \$	Three-month period ended March 31, 2020 \$
Net earnings (loss) and comprehensive income (loss) of the Partnership	664,170	(37,524,336)
Impairment of financial and intangible assets	-	40,525,539
Priority income allocated to SIR Corp. (Class C GP and Class B GP units)	(750,003)	(750,003)
Residual (loss) earnings SIR Corp.'s share	(85,833) 3	2,251,200 (516,350)
Equity (loss) income	<u>(85,830)</u>	<u>1,734,850</u>

In assessing the intangible assets for impairment at March 31, 2021 and 2020, the aggregate recoverable amount of the intangible assets was compared to its carrying amounts. The recoverable amount has been determined by management based on fair value less costs to sell using a four-year discounted cash flow considering a terminal value. The key assumptions included the following:

	As at March 31, 2021	As at December 31, 2020
Revenue growth rates	0.0% to 2.0%	0.0% to 2.0%
Terminal growth rate	2.0%	2.0%
Discount rate	22.5% to 26.3%	22.5% to 26.3%

SIR Royalty Income Fund

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(Unaudited)

The revenue growth rates of 0.0% to 2.0% are for periods beyond the large declines due to pandemic related closures and the large offsetting growth rates as sales are projected to recover in 2021.

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 March 31, 2021		As at December 31, 2020	
	Carrying Amount	Maximum Exposure to Loss	Carrying Amount	Maximum Exposure to Loss
Distributions receivable	3,139,236	3,139,236	3,139,236	3,139,236
Advances payable	(3,754,432)	(3,754,432)	(3,471,279)	(3,471,279)
Amounts due (to) from related parties	(615,196)	(615,196)	(332,043)	(332,043)
Investment in SIR Royalty Limited Partnership	21,772,497	21,772,497	21,858,327	21,858,327
Total	21,157,301	21,157,301	21,526,284	21,526,284

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.

SIR Royalty Income Fund

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(Unaudited)

5 Financial instruments

Classification

As at March 31, 2021 and December 31, 2020 the classifications of the financial instruments, as well as their carrying and fair values, are as follows:

		Carrying and fair value	
		As at	As at
		March 31,	December 31,
		2021	2020
		\$	\$
	Classification		
Cash	Financial assets at amortized cost	138,588	138,629
Amounts due from related parties	Financial assets at amortized cost	5,089,236	4,639,236
Loan receivable from SIR Corp.	Financial assets at fair value through profit and loss	See below	See below
Accounts payable and accrued liabilities	Financial liabilities at amortized cost	131,461	111,919
Amounts due to related parties	Financial liabilities at amortized cost	3,766,878	3,692,753

Carrying and fair values

Cash, amounts due from related parties, accounts payable and accrued liabilities, and amounts due 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 fair value of the SIR Loan, which approximates its carrying, is estimated to be \$21,000,000 (December 31, 2020 - \$21,750,000). The fair value was estimated by discounting the expected cash flows using a current market interest rate adjusted for SIR's credit risk. The estimate of fair value is within level 3 of the fair value hierarchy. Changes in the estimated fair value of the SIR Loan are recorded in the consolidated statement of earnings and comprehensive income.

Management has estimated the discount rate by considering comparable corporate bond rates, risk free rates and SIR's credit risk. During the three-month period ended March 31, 2021, management adjusted the discount rate from 14.35% at December 31, 2020 to 14.80% at March 31, 2021. The adjustment consists of an estimated increase in the corporate bond rate of 0.87% combined with an increase of 0.84% in the Canadian risk free rate.

The fair value of the SIR Loan is sensitive to changes in the discount rate. A 0.25% increase or decrease in the discount rate will result in a \$400,000 decrease or increase in the fair value of the SIR Loan.

SIR Royalty Income Fund

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(Unaudited)

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.

As at March 31, 2021, there are 8,375,567 (December 31, 2020 – 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 period ended March 31, 2021, the Fund declared distributions of \$nil per unit (year ended December 31, 2020 – \$0.0875 per unit). On March 23, 2020, the Fund temporarily suspended unitholder distributions until further notice as a result of SIR temporarily suspending its dine-in restaurant operations at all of its locations.

During the three-month period ended March 31, 2021, the Fund paid monthly distributions in arrears of \$nil.

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.

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.

SIR Royalty Income Fund

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(Unaudited)

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 March 31, 2021	\$ (822,637)	\$ N/A	\$ (822,637)
Net earnings per Fund unit for the three-month period ended March 31, 2021	\$ (0.10)		\$ (0.10)
Weighted average number of Fund units outstanding for the three-month period ended March 31, 2021	8,375,567	N/A	8,375,567
Net loss for the three-month period ended March 31, 2020	\$ (30,768,019)	\$ N/A	\$ (30,768,019)
Net loss per Fund unit for the three-month period ended March 31, 2020	\$ (3.67)		\$ (3.67)
Weighted average number of Fund units outstanding for the three-month period ended March 31, 2020	8,375,567	N/A	8,375,567

For the three-month period ended March 31, 2021, the conversion of the Class A GP Units into Fund units is anti-dilutive. Therefore, the Class A GP Units are excluded from the calculation of diluted earnings per Fund unit.

8 Related party transactions and balances

During the three-month period ended March 31, 2021, the Fund recorded equity loss of \$85,830 (three –month period ended March 31, 2020 equity income of \$1,734,033) and received distributions of \$nil (three-month period ended March 31, 2020 - \$2,240,077) 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 revenue for restaurants closed during a reporting period. As of October 12, 2020, the 15th anniversary of the closing date of the Fund's Initial Public Offering, SIR is not required to pay any Make-Whole Payment in respect of a closed restaurant. 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.

SIR Royalty Income Fund

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(Unaudited)

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. 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, 2021, one new SIR Restaurant was added (January 1, 2020 – one 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, 2021 (January 1, 2020 – one new SIR Restaurants), as well as the Second Incremental Adjustment for one new SIR Restaurant added to Royalty Pooled Restaurants on January 1, 2020 (January 1, 2019 - 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, 2020 – three) SIR Restaurants during 2020. The net effect of these adjustments to Royalty Pooled Restaurants was that SIR converted 153,201 Class B GP Units into 153,201 Class A GP Units (January 1, 2020 – SIR returned 395,899 Class A GP Units for 395,899 Class B GP Units) on January 1, 2021 with a \$nil impact to the SIR Rights as the Class A and B GP Units have a \$nil value (January 1, 2020 – reducing the value of the SIR Rights by \$3,493,096).

In addition, the revenues of the one (January 1, 2019 – two) new SIR Restaurant added to Royalty Pooled Restaurants on January 1, 2020 was less than 80% of the Initial Adjustment's estimated revenue (January 1, 2019 – revenue of the two new SIR Restaurants was less than 80% of the Initial Adjustment's estimated revenue) and, as a result, the distributions of the Class A GP Units were reduced by a special conversion refund of \$8,858 in December 2020 and paid in January 2021 (a special conversion refund of \$23,240 in December 2019 and paid in January 2020). Make-Whole Payments of \$nil (year ended December 31, 2019 - \$267,573) have been recorded in Royalty income in the statement of (loss) earnings and comprehensive (loss) income of the Partnership for the year ended December 31, 2020.

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 period ended March 31, 2021, the Partnership provided these services to the Fund and the Trust for consideration of \$6,000 (three-month ended March 31, 2020 - \$6,000), which was the amount of consideration agreed to by the related parties and has been recorded in general and administrative expenses.

SIR Royalty Income Fund

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(Unaudited)

Amounts due from (to) related parties consist of:

	As at March 31, 2021 \$	As at December 31, 2020 \$
SIR Corp.		
Interest receivable	1,950,000	1,500,000
Distributions receivable from SIR Royalty Limited Partnership	3,139,236	3,139,236
	<hr/>	<hr/>
Amounts due from related parties	5,089,236	4,639,236
	<hr/>	<hr/>
SIR Corp.		
Advances payable	12,446	12,446
Advances payable to SIR Royalty Limited Partnership	3,754,431	3,680,307
	<hr/>	<hr/>
	3,766,877	3,692,753
	<hr/>	<hr/>

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.

The Partnership continues to defer the collection of restaurant royalties and the Fund continues to defer the collection of interest on the SIR Loan in order to provide SIR with financial support. As at the three-month period ended March 31, 2021, the Fund has recognized a cumulative impairment loss on the interest receivable from SIR of \$1,300,000 (December 31, 2020 – \$1,000,000) based on management's assessment of the SIR-specific risk and an impairment loss on the distributions receivable from the Partnership. A rate of 40% was applied to the interest and distributions receivable.

Impairment losses on interest and distributions receivable are presented as net impairment losses within net earnings (loss) and comprehensive income (loss).

SIR Royalty Income Fund

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(Unaudited)

9 Net change in non-cash working capital items

Net change in non-cash working capital items comprises:

	Three-month period ended March 31, 2021 \$	Three-month period ended March 31, 2020 \$
Prepaid expenses and other assets	1,750	(6,333)
Accounts payable and accrued liabilities	19,542	(42,576)
Amounts due to related parties	74,125	155,336
	<u>95,417</u>	<u>106,427</u>

10 Economic dependence

The Fund's income is derived from 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.

Income tax expense is as follows:

	Three-month period ended March 31, 2021 \$	Three-month period ended March 31, 2020 \$
Current	312,349	420,706
Deferred - Other	29,000	8,750
	<u>341,349</u>	<u>429,456</u>

The Fund's income not distributed to its unitholders is taxable at a rate of 53.53% (2020 – 53.53%). Distributions to unitholders are taxable at the combined federal and provincial tax rate, which is 26.5% for the three-month period ended March 31, 2021 (year ended March 31, 2020 – 26.5%).

12 Subsequent events

The Company's ability to meet its financial obligations for the next 12 to 18 months also depends on, among other factors:

SIR Royalty Income Fund

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- the length of the closure of dine-in operations,
- the speed at which the Company is able to return to full operating capacity in the near future,
- Canadian economic conditions after bars and restaurants are able to re-open, and
- the type and impact of new government mandated pandemic-related operating regulations.

Reduced services and restaurant closures are expected to continue to impact sales at SIR restaurants. As part of the conditions required by SIR's senior lender to grant SIR a series of waiver and amending agreements under its Credit Agreement, the Partnership has deferred the collection of restaurant royalties and the Fund has deferred the collection of interest on interest on the SIR Loan from SIR until July 6, 2021.