



**SERVICE INSPIRED
RESTAURANTS**

SIR CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE 12-WEEK AND 24-WEEK PERIODS ENDED FEBRUARY 12, 2023

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SIR CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
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Executive Summary

SIR Corp.'s ("SIR's") second quarter of Fiscal 2023 was from November 21, 2022 to February 12, 2023 inclusive. The following is a summary of operational and financial results for SIR's 12-week and 24-week periods ended February 12, 2023 ("Q2 2023" and "YTD 2023", respectively):

Consolidated revenue and Same Store Sales⁽¹⁾ ("SSS"):

- Food and beverage revenue from corporate restaurant operations for Q2 2023 totaled \$60.0 million, an increase of 90.0%, or \$28.4 million, compared to \$31.6 million for the 12-week period ended February 13, 2022 ("Q2 2022"). Food and beverage revenue from corporate restaurant operations for YTD 2023 was \$120.3 million, an increase of 55.7% or \$43.1 million, compared to \$77.2 million for the 24-week period ended February 13, 2022 ("YTD 2022").
- Consolidated SSS⁽¹⁾ increased by 87.5% and 53.7% for Q2 2023 and YTD 2023, respectively.
- SIR's flagship Concept Restaurant brand, Jack Astor's®, which generated approximately 73.0% of Pooled Revenue in Q2 2023, had SSS⁽¹⁾ increases of 84.3% and 50.3% for Q2 2023 and YTD 2023, respectively.
- Scaddabush Italian Kitchen & Bar® ("Scaddabush") had SSS⁽¹⁾ increases of 77.6% and 47.4% for Q2 2023 and YTD 2023, respectively.
- The Signature Restaurants had SSS⁽¹⁾ increases of 159.5% and 117.6% for Q2 2023 and YTD 2023, respectively.
- Please refer to page 9 for a discussion on the factors that impacted SSS⁽¹⁾ in Q2 2023 and YTD 2023, respectively.

Investment in new and existing restaurants and closed restaurants

SIR's Management is committed to maximizing the performance of all of its restaurants. SIR believes that investing in restaurant renovations is a key performance-enhancing initiative. In light of current levels of operation, SIR has resumed a program of restaurant renovations and continues to consider and implement strategic, new restaurant growth activities.

During YTD 2023, SIR completed the following four restaurant renovations:

- The Jack Astor's in Whitby, Ontario was closed for eight days to complete a renovation,
- The Jack Astor's in Barrie, Ontario was closed for eleven days to complete a renovation,
- The Jack Astor's in Brampton, Ontario was closed for nine days to complete a renovation, and
- The Jack Astor's in Don Mills, Toronto was closed for five days to complete a renovation.

Subsequent to Q2 2023, SIR completed one similar restaurant renovation at the Jack Astor's location in Kanata, Ontario. The location was closed for five days to complete the renovation.

As at the date of this report, SIR has one commitment to lease a property in Whitby, Ontario, upon which it plans to build a new Scaddabush restaurant. There can be no assurance at this time that the new Scaddabush restaurant will be opened or will become part of the Royalty Pooled Restaurants.

SIR's management continues to monitor the recovery from the COVID-19 pandemic, economic conditions and consumer confidence. Based on the assessment of these conditions and the timing of restaurant construction, the opening schedules will be reviewed regularly by SIR's Management and adjusted as necessary.

SIR converted its Canyon Creek location at the Fallsview Casino Resort in Niagara Falls, Ontario into the new Reds® Kitchen + Wine Bar Fallsview which opened on March 31, 2022. This former Canyon Creek location was a Royalty Pooled Restaurant, but it had not been in operation since the onset of the pandemic in mid-March 2020. In accordance with the License and Royalty Agreement between SIR and the SIR Royalty Limited Partnership (the "Partnership"), this former Canyon Creek location was treated as a permanently closed restaurant and the new Reds Kitchen + Wine Bar Fallsview became a new Royalty Pooled Restaurant effective January 1, 2023.

(1) Same store sales ("SSS"), same store sales growth ("SSSG"), Adjusted Net Earnings (Loss), Earnings before interest, tax, depreciation, and amortization ("EBITDA"), and Adjusted EBITDA are non-GAAP financial measures and do not have standardized meanings prescribed by International Financial Reporting Standards ("IFRS"). For additional information regarding these financial measures, including full details on how these financial measures are calculated, see the "Description of Non-IFRS Measures" section of this MD&A (page 18).

The last remaining Canyon Creek restaurant, located in Etobicoke, Ontario, in close proximity to the Pearson International Airport, was permanently closed effective May 23, 2022. A new Scaddabush restaurant was opened at this location on August 1, 2022 and became a new Royalty Pooled Restaurant effective January 1, 2023.

SIR began offering Renegade Chicken takeout and delivery services again on a trial basis as of January 27, 2022. The services were initially offered out of 21 Jack Astor's locations in Ontario, with two additional Jack Astor's locations added to the trial as of February 16, 2022. SIR agreed to pay an amount equal to 6% of the revenues earned from the trial to Partnership. The trial was initially scheduled to continue until March 31, 2022, at SIR's option. Effective March 29, 2022, SIR opted to extend the trial until August 28, 2022, but it reduced the number of Jack Astor's locations supporting the trial to eight locations. On August 29, 2022 and on December 15, 2022, respectively, the Trustees of the SIR Royalty Income Fund (the "Fund") approved further extensions of the trial, under the existing terms, until December 31, 2022 and December 31, 2023, respectively. In exchange, SIR will continue to pay 6% of the revenues arising therefrom to the Partnership. The Renegade Chicken brand offers a variety of fried chicken sandwiches, fingers and wings, paired with freshly cut in-house fries, and is capitalizing on the emergence of fried chicken growth brands in the fast casual dining space.

Amendments to SIR's Credit Agreement, payment of royalties and interest on the SIR Loan

For more details regarding the summary statements on covenant breaches and credit amendments that occurred since the onset of the pandemic up until the latest amendments on June 16, 2022, please refer to the Fund and SIR's prior interim and annual filings, which can be found on SEDAR at www.sedar.com under the Fund's profile.

- On June 16, 2022, SIR entered into the Ninth Amending Agreement ("Ninth Amendment") to its Credit Agreement, which among other things, extended the maturity date of the credit facilities to July 6, 2023. SIR's lender approved the replacement of the Cumulative Minimum EBITDA financial covenant with the two original, pre-pandemic, financial covenants in the Credit Agreement -- the Fixed Charge Coverage Ratio and the Senior Leverage Ratio.
- The Third, Fourth, Fifth, Sixth, Seventh, Eighth and the Ninth Amending Agreements are filed on SEDAR.

Net Earnings (Loss) and Comprehensive Income (Loss), Adjusted Net Earnings (Loss)⁽¹⁾, EBITDA⁽¹⁾, and Adjusted EBITDA⁽¹⁾

- Net (loss) earnings and comprehensive (loss) income was (\$21.2) million for Q2 2023, compared to \$1.6 million for Q2 2022. Net (loss) earnings and comprehensive (loss) income was (\$39.5) million for YTD 2023, compared to (\$49.2) million for YTD 2022.
- Adjusted Net Earnings⁽¹⁾ were \$0.7 million in Q2 2023, compared to \$1.1 million in Q2 2022. Adjusted Net Earnings⁽¹⁾ was \$3.0 million in YTD 2023, compared to \$1.6 million in YTD 2022.
- EBITDA⁽¹⁾ and Adjusted EBITDA⁽¹⁾ were \$7.4 million and \$3.9 million in Q2 2023, respectively, compared to \$8.1 million and \$4.7 million in Q2 2022, respectively.
- EBITDA⁽¹⁾ and Adjusted EBITDA⁽¹⁾ were \$16.5 million and \$9.4 million in YTD 2023, respectively, compared to \$15.5 million and \$8.7 million in YTD 2022, respectively.

Overview

SIR is a private company amalgamated under the Business Corporations Act of Ontario. As at February 12, 2023, SIR owned 53 Concept and Signature Restaurants in Canada (in Ontario, Quebec, Nova Scotia, and Newfoundland). The Concept Restaurants include Jack Astor's and Scaddabush. The Signature Restaurants are Reds[®] Wine Tavern, Reds[®] Square One, Reds Kitchen + Wine Bar Fallsview and the Loose Moose[®] Tap and Grill. SIR also owns one Duke's Refresher and Bar[™] ("Duke's Refresher") in downtown Toronto and one seasonal restaurant, Abbey's Bakehouse[®] ("Abbey's Bakehouse"), which are not part of the Royalty Pooled Restaurants. SIR owns 100% of all of its Canadian restaurants. As at February 12, 2023, 51 SIR Restaurants were included in Royalty Pooled Restaurants.

On September 26, 2019, SIR opened a new Duke's Refresher in the St. Lawrence Market neighborhood of downtown Toronto. SIR believes that Duke's Refresher has multi-unit growth potential and has advised the Fund that Duke's Refresher should be considered as a potential New Concept Restaurant brand. As such, the earliest that any Duke's Refresher would be added to the Royalty pool would be the Adjustment Date following the earlier of: (i) the date that four Duke's Refresher restaurants are open for business at the same time, and (ii) 90 days following the end of the fiscal year in which revenues from all Duke's Refresher restaurants in Canada first exceed \$12.0 million (the "Trigger Event"). As neither of these events have occurred, this restaurant was not added to the Royalty Pool on January 1, 2022. The Duke's Refresher brand is currently being managed and developed by SIR's Signature group. Accordingly, the Duke's Refresher in downtown Toronto is classified as a Signature restaurant for SIR reporting purposes.

On October 1, 2004, the Fund filed a final prospectus for a public offering of Units of the Fund (the "Offering") and the Offering closed on October 12, 2004. The net proceeds of the Offering of \$51.2 million were used by the Fund to acquire the SIR Loan and indirectly, through the SIR Holdings Trust (the "Trust"), the SIR Rights owned or licensed by SIR or its subsidiaries and used in connection with the operation of SIR's restaurants in Canada. In 2004, the Partnership granted SIR a 99-year license 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 revenue of the Royalty Pooled Restaurants. The Partnership also issued its own securities to SIR in return for the SIR Rights acquired.

SIR's fiscal year is comprised of 52 or 53-week periods ending on the last Sunday in August. Fiscal quarters of SIR consist of sequential accounting periods of 12, 12, 12 and 16 (or 17) weeks, respectively. The fiscal years for both 2023 and 2022 consist of 52 weeks.

Seasonality

The full-service restaurant sector of the Canadian foodservice industry, in which SIR operates, experiences seasonal fluctuations in revenues. Favourable summer weather generally results in increased revenues during SIR's fourth quarter (ending on the last Sunday in August) when patios can be open. Certain holidays and observances also affect dining patterns both favourably and unfavourably.

Selected Consolidated Historical Financial Information

The following tables set out selected financial information of SIR for the 12-week and 24-week periods ended February 12, 2023 and February 13, 2022, respectively. The unaudited interim consolidated financial statements of SIR are prepared in accordance with IFRS and are presented in Canadian dollars. This information should be read in conjunction with the annual audited consolidated financial statements of SIR, including the notes thereto.

<i>Statements of Operations and Comprehensive Income (Loss)</i>	12-Week	12-Week	24-Week	24-Week
	Period Ended February 12, 2023	Period Ended February 13, 2022	Period Ended February 12, 2023	Period Ended February 13, 2022
	(in thousands of dollars)			
	(unaudited)			
Corporate restaurant operations:				
Revenue	60,150	31,656	120,465	77,342
Cost of corporate restaurant operations	52,753	25,891	105,126	66,039
Earnings from corporate restaurant operations	7,397	5,765	15,339	11,303
Net (loss) earnings and comprehensive (loss) income	(21,166)	1,627	(39,525)	(49,171)
Adjusted Net Earnings⁽¹⁾	674	1,135	3,023	1,646

Statement of Financial Position

	February 12, 2023	August 28, 2022
	(in thousands of dollars)	
Total assets	115,372	126,070
Total non-current liabilities	248,260	218,161

Adjusted Net Earnings (Loss)⁽¹⁾, EBITDA⁽¹⁾ and Adjusted EBITDA⁽¹⁾

Adjusted Net Earnings (Loss)⁽¹⁾, EBITDA⁽¹⁾ and Adjusted EBITDA⁽¹⁾ are financial measures that do not have standardized meanings prescribed by IFRS. They are used by SIR to supplement its reporting of net earnings (loss) and net cash flow. Adjusted Net Earnings (Loss)⁽¹⁾ consist of net earnings (loss) excluding the change in amortized cost of Ordinary LP Units and Class A LP Units of the Partnership. EBITDA⁽¹⁾ and Adjusted EBITDA⁽¹⁾ consist of net earnings (loss) excluding certain non-cash expenses and other expenses that SIR considers not to be of an operating nature. SIR believes that Adjusted Net Earnings (Loss)⁽¹⁾, EBITDA⁽¹⁾ and Adjusted EBITDA⁽¹⁾ are useful measures of the core business' contribution to cash flow from operations and uses these measures as a supplemental measure of SIR's performance. Similarly, SIR believes that certain investors may also find these non-GAAP financial measures to be useful for their independent evaluation of SIR's performance.

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The following table reconciles net (loss) earnings and comprehensive (loss) income for the 12-week and 24-week periods ended February 12, 2023 and February 13, 2022, respectively, to Adjusted Net Earnings⁽¹⁾:

	12-Week Period Ended February 12, 2023	12-Week Period Ended February 13, 2022	24-Week Period Ended February 12, 2023	24-Week Period Ended February 13, 2022
	(in thousands of dollars) (unaudited)			
Net (loss) earnings and comprehensive (loss) income for the period	(21,166)	1,627	(39,525)	(49,171)
Change in amortized cost of Ordinary LP Units and Class A LP Units of the Partnership	21,840	(492)	42,548	50,817
Adjusted Net Earnings⁽¹⁾	674	1,135	3,023	1,646

The following table reconciles net earnings (loss) and comprehensive income (loss) for the 12-week and 24-week periods ended February 12, 2023 and February 13, 2022 to EBITDA⁽¹⁾ and Adjusted EBITDA⁽¹⁾:

	12-Week Period Ended February 12, 2023	12-Week Period Ended February 13, 2022	24-Week Period Ended February 12, 2023	24-Week Period Ended February 13, 2022
	(in thousands of dollars) (unaudited)			
Net (loss) earnings and comprehensive (loss) income for the period	(21,166)	1,627	(39,525)	(49,171)
Add (deduct):				
Interest expense	558	499	1,015	871
Interest on lease obligations	1,047	1,172	2,123	2,380
Interest on loan payable to SIR Royalty Income Fund	702	684	1,406	1,411
Depreciation and amortization	4,411	4,622	8,916	9,236
Change in amortized cost of Ordinary LP Units and Class A LP Units of the Partnership	21,840	(492)	42,548	50,817
EBITDA⁽¹⁾	7,392	8,112	16,483	15,544
Interest and other income – net	87	(13)	77	(89)
Recovery of impairment on non-financial assets	(31)	-	(63)	-
Loss on disposal of property and equipment	51	2	74	22
Cash rent	(3,642)	(3,432)	(7,263)	(6,826)
Preopening costs	60	-	73	-
Adjusted EBITDA⁽¹⁾	3,917	4,669	9,381	8,651
Income from Class A & B GP Units of the Partnership ⁽²⁾ (Not included in EBITDA ⁽¹⁾ and Adjusted EBITDA ⁽¹⁾ above)	434	426	871	890
6% Royalty obligations under License and Royalty Agreement ⁽³⁾	3,506	1,872	6,994	4,578

(2) Includes the special conversion distribution paid to Class B GP Unitholders or the special conversion refund to Class A GP Unitholders declared in December of each year, if any.

(3) See the SIR Royalty Income Fund section of this document for the Royalty calculation. Pooled Revenue includes revenue from all restaurants included in Royalty Pooled Restaurants. On January 1st of each year, New Additional Restaurants are added and New Closed Restaurants are removed from Royalty Pooled Restaurants. Royalty obligations equal 6% of Pooled Revenue plus any Make-Whole Payments.

Results of Operations

Reconciliation of Revenue from Consolidated Financial Statements to Pooled Revenue	12-Week Period Ended February 12, 2023	12-Week Period Ended February 13, 2022	24-Week Period Ended February 12, 2023	24-Week Period Ended February 13, 2022
	(in thousands of dollars) (unaudited)			
Food and beverage revenue reported in consolidated financial statements	60,021	31,590	120,270	77,223
Less: Revenue from corporate restaurant operations excluded from the Royalty pool	(1,595)	(390)	(3,690)	(923)
Revenue for Restaurants in Royalty pool (Pooled Revenue)	58,426	31,200	116,580	76,300

Reconciliation of Revenue from Consolidated Financial Statements to Same Store Sales⁽¹⁾	12-Week Period Ended February 12, 2023	12-Week Period Ended February 13, 2022	24-Week Period Ended February 12, 2023	24-Week Period Ended February 13, 2022
	(in thousands of dollars) (unaudited)			
Food and beverage revenue reported in consolidated financial statements	60,021	31,590	120,270	77,223
Less: Revenue from corporate restaurant operations excluded from Same Store Sales ⁽¹⁾	(1,412)	(326)	(2,718)	(750)
Same Store Sales⁽¹⁾	58,609	31,264	117,552	76,473

Same Store Sales⁽¹⁾ by Brand	12-Week Period Ended February 12, 2023	12-Week Period Ended February 13, 2022	% Fav./ (Unfav.)	24-Week Period Ended February 12, 2023	24-Week Period Ended February 13, 2022	% Fav./ (Unfav.)
	(in thousands of dollars) (unaudited)					
Jack Astor's	42,169	22,885	84.3%	85,129	56,636	50.3%
Scaddabush	11,492	6,472	77.6%	22,545	15,298	47.4%
Signature Restaurants	4,948	1,907	159.5%	9,878	4,539	117.6%
Same Store Sales⁽¹⁾	58,609	31,264	87.5%	117,552	76,473	53.7%

Disaggregated food and beverage revenue by Concept	12-Week Period Ended February 12, 2023	12-Week Period Ended February 13, 2022	24-Week Period Ended February 12, 2023	24-Week Period Ended February 13, 2022
	Jack Astor's	42,169	22,886	85,129
Scaddabush	12,426	6,472	24,331	15,298
Canyon Creek	-	326	-	751
Signature Restaurants	5,426	1,906	10,810	4,538
	60,021	31,590	120,270	77,223

Summary of Quarterly Results

Statement of Operations	2 nd Quarter Ended February 12, 2023 (12 weeks)	1 st Quarter Ended November 20, 2022 (12 weeks)	4 th Quarter Ended August 28, 2022 (16 weeks)	3 rd Quarter Ended May 8, 2022 (12 weeks)	2 nd Quarter Ended February 13, 2022 (12 weeks)	1 st Quarter Ended November 21, 2021 (12 weeks)	4 th Quarter Ended August 29, 2021 (16 weeks)	3 rd Quarter Ended May 9, 2021 (12 weeks)
		(in thousands of dollars) (unaudited)						
Corporate Restaurant Operations								
Revenue	60,150	60,315	88,055	56,599	31,656	45,686	50,113	16,301
Cost of corporate restaurant operations	52,753	52,373	74,036	42,835	25,891	40,148	48,001	17,989
Earnings (Loss) from corporate restaurant operations	7,397	7,942	14,019	13,764	5,765	5,538	2,112	(1,688)
Net (loss) earnings and comprehensive (loss) income	(21,166)	(18,359)	1,089	(1,581)	1,627	(50,798)	(28,392)	(19,353)
Adjusted Net Earnings (Loss)⁽¹⁾	674	2,349	6,315	7,817	1,135	511	6,965	(4,970)

The following table reconciles net (loss) earnings and comprehensive (loss) income for the quarters to Adjusted Net Earnings (Loss)⁽¹⁾:

	2 nd Quarter Ended February 12, 2023 (12 weeks)	1 st Quarter Ended November 20, 2022 (12 weeks)	4 th Quarter Ended August 28, 2022 (16 weeks)	3 rd Quarter Ended May 8, 2022 (12 weeks)	2 nd Quarter Ended February 13, 2022 (12 weeks)	1 st Quarter Ended November 21, 2021 (12 weeks)	4 th Quarter Ended August 29, 2021 (16 weeks)	3 rd Quarter Ended May 9, 2021 (12 weeks)
		(in thousands of dollars) (unaudited)						
Net (loss) earnings and comprehensive (loss) income	(21,166)	(18,359)	1,089	(1,581)	1,627	(50,798)	(28,392)	(19,353)
Change in amortized cost of the Ordinary LP Units and Class A LP Units of the Partnership	21,840	20,708	5,226	9,398	(492)	51,309	35,357	14,383
Adjusted Net Earnings (Loss)⁽¹⁾	674	2,349	6,315	7,817	1,135	511	6,965	(4,970)

Selected Consolidated Statement of Cash Flows Information:

	2 nd Quarter Ended February 12, 2023 (12 weeks)	1 st Quarter Ended November 20, 2022 (12 weeks)	4 th Quarter Ended August 28, 2022 (16 weeks)	3 rd Quarter Ended May 8, 2022 (12 weeks)	2 nd Quarter Ended February 13, 2022 (12 weeks)	1 st Quarter Ended November 21, 2021 (12 weeks)	4 th Quarter Ended August 29, 2021 (16 weeks)	3 rd Quarter Ended May 9, 2021 (12 weeks)
		(in thousands of dollars) (unaudited)						
Cash provided by (used in) operations	3,017	3,987	18,099	22,724	(4,741)	2,853	19,076	8,136
Cash used in investing activities	(2,769)	(1,352)	(2,755)	(1,067)	(1,196)	(801)	(602)	(81)
Cash (used in) provided by financing activities	(1,894)	(6,350)	(10,316)	(20,252)	5,368	(9,391)	(9,435)	(12,873)
(Decrease) increase in cash and cash equivalents during the period	(1,646)	(3,715)	5,028	1,405	(569)	(7,339)	9,039	(4,818)
Cash and cash equivalents – Beginning of period	4,417	8,132	3,104	1,699	2,267	9,606	567	5,385
Cash and cash equivalents – End of period	2,771	4,417	8,132	3,104	1,699	2,267	9,606	567

Revenue

There are a number of references to different revenue groupings used in the condensed interim consolidated financial statements, the notes to the condensed interim consolidated financial statements and this MD&A. The following definitions are provided for greater clarification of these groupings:

- i. Revenue (per the SIR condensed interim consolidated statements of operations and comprehensive (loss) income) – this is the total consolidated revenue of all SIR restaurants for the period, as well as Abbey's Bakehouse. For the 12-week and 24-week periods ended February 12, 2023, revenue was \$60.0 million and \$120.3 million, respectively.
- ii. Same Store Sales⁽¹⁾ ("SSS") – this is a subset of revenue used for tracking comparable year-over-year sales. For Q2 2023 and Q2 2022, SSS⁽¹⁾ includes all SIR restaurants, except for those restaurants that were not open for the entire comparable periods in Fiscal 2023 and Fiscal 2022, and Abbey's Bakehouse as it is not a SIR restaurant. SIR restaurants that have been impacted due to COVID-19 related restrictions beginning in Fiscal 2020, but have not been permanently closed, are included in the calculation of SSS⁽¹⁾ performance. The SSS⁽¹⁾ performance does not include any of the Canyon Creek locations as these have been permanently closed. The new Scaddabush in Etobicoke, Ontario and the new Reds Kitchen + Wine Bar Fallsview in Niagara Falls, Ontario are also not included since they were not open for both comparable periods in Fiscal 2023 and Fiscal 2022. For the 12-week and 24-week periods ended February 12, 2023, SSS⁽¹⁾ were \$58.6 million and \$117.6 million, respectively.
- iii. Pooled Revenue – this is the revenue subject to the License and Royalty Agreement – this includes revenue from all Royalty Pooled Restaurants. The Royalty Pooled Restaurants are adjusted on January 1st of each year for New Additional Restaurants and New Closed Restaurants. As at February 12, 2023, there were 51 Royalty Pooled Restaurants. For the 12-week and 24-week periods ended February 12, 2023, Pooled Revenue was \$58.4 million and \$116.6 million, respectively. The applicable Royalty payable to the Partnership on the Pooled Revenue for this period was \$3.5 million and \$7.0 million, respectively.

Same Store Sales⁽¹⁾

SIR reported overall SSS⁽¹⁾ increases of 87.5% and 53.7% for Q2 2023 and YTD 2023, respectively. SSS⁽¹⁾ are typically impacted by changes in guest traffic and average cheque amount. Current year-over-year increases in revenue and SSS⁽¹⁾ are primarily attributable to SIR's return to a more normalized operating environment following the lifting of all pandemic-related operating restrictions in March 2022.

SIR continues to innovate and provide immersive new product and service offerings to increase dine-in guest visits to its restaurants and to capitalize on the rapid growth of take-out and delivery services in commercial foodservice.

Jack Astor's, SIR's flagship Concept Restaurant brand, which contributed approximately 73% of Q2 2023 Pooled Revenue, had SSS⁽¹⁾ increases of 84.3% and 50.3% for Q2 2023 and YTD 2023, respectively.

Scaddabush SSS⁽¹⁾ performance for Q2 2023 and YTD 2023 includes nine Scaddabush locations (Mississauga, Richmond Hill, Scarborough, Burlington, Oakville and Vaughan, and two locations in Etobicoke, Ontario, as well as the Front Street location in downtown Toronto). Scaddabush had SSS⁽¹⁾ increase of 77.6% and 47.4% for Q2 2023 and YTD 2023, respectively.

The Signature Restaurants SSS⁽¹⁾ performance for Q2 2023 and YTD 2023 includes three restaurants (Reds Wine Tavern, Reds Square One and the Loose Moose Tap + Grill). The Signature Restaurants had a SSS⁽¹⁾ increase of 159.5% and 117.6% for Q2 2023 and YTD 2023, respectively. The increase reflects the absence of pandemic-related operating restrictions, as discussed above.

Cost of Corporate Restaurant Operations

Cost of corporate restaurant operations totaled \$52.8 million, or 87.7% of revenue, in Q2 2023 and \$105.1 million, or 87.3% of revenue for YTD 2023, compared to \$25.9 million, or 81.8% of revenue, in Q2 2022 and \$66.0 million, or 85.4% of revenue, for YTD 2022. The increase in cost of corporate restaurant operations in Q2 2023 and YTD 2023 reflects higher business input costs in line with revenue growth and significant year-over-year increases in costs for food and beverage supplies. SIR also did not receive any pandemic-related government subsidies during Q2 2023 or YTD 2023, compared to the corresponding periods a year ago, when the Company recognized significant amounts of government subsidies as a reduction to costs of corporate restaurant operations.

During Q2 2022 and YTD 2022, SIR recognized government assistance through the Canada Emergency Wage Subsidy ("CEWS") and/or the Canada Recovery Hiring Program ("CRHP") of \$5.8 million and \$7.8 million, respectively. SIR also recognized government assistance through the Canada Emergency Rent Subsidy ("CERS") of \$2.3 million in Q2 2022 and \$2.3 million in YTD 2022. SIR recognized a further \$0.1 million in other subsidies during YTD 2022. Of these amounts, \$7.7 million and \$9.7 million were recognized as a reduction to costs of corporate restaurant operations in Q2 2022 and YTD 2022, respectively, and \$0.4 million and \$0.5 million were recognized as a reduction to corporate costs in Q2 2022

and YTD 2022, respectively. These programs ended on May 7, 2022.

Corporate Costs

Corporate costs were \$4.3 million and \$7.7 million for Q2 2023 and YTD 2023, respectively, compared to \$2.3 million and \$5.1 million for Q2 2022 and YTD 2022 respectively. The increase in corporate costs in Q2 2023 and YTD 2023 are in line with expectations as SIR has returned to a more normalized operating environment, absent any governmental subsidies or landlord abatements. As discussed above, SIR recognized \$0.4 million and \$0.5 million in government assistance as a reduction to corporate costs in Q2 2022 and YTD 2022, respectively.

Interest Expense

Interest expense for Q2 2023 and YTD 2023 was \$0.6 million and \$1.0 million, respectively, compared to \$0.5 million and \$0.9 million for Q2 2022 and YTD 2022, respectively.

SIR Loan, Fund's Interest in the Partnership & Change in Amortized Cost of Ordinary LP and Class A LP Units

On October 12, 2004, the Fund completed its initial public offering and used the proceeds to acquire the SIR Loan and invest in the Ordinary LP Units of the Partnership. The Fund has also acquired Class A LP Units upon SIR's conversion of its Class A GP Units into Fund units (see the Liquidity and Capital Resources section). In accordance with IFRS, SIR has consolidated the Partnership. The Ordinary LP Units and Class A LP Units of the Partnership, which are held by the Fund, require SIR to pay distributions to the Fund when declared by the board of directors of SIR GP Inc. SIR GP Inc. is controlled by the Fund and, accordingly, SIR is unable to control the declaration of these distributions. As a result, the Ordinary LP Units and 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 Class A LP Units were initially recorded at fair value and subsequently at amortized cost, which requires updating the carrying amount of the financial liability to reflect actual and revised estimates in cash flows. The changes in the estimated cash flows are derived from changes in the value of the underlying Fund units adjusted for taxes and the SIR Loan.

Changes in amortized cost are recognized in the condensed interim consolidated statements of operations and comprehensive (loss) income. The change in the amortized cost is a non-cash transaction and accordingly, has no impact on cash flows. For YTD 2023, the change in amortized cost resulted in an expense of \$42.6 million and is due to an increase in the underlying Fund unit price compared to the end of Fiscal 2022. For YTD 2022, the change in amortized cost resulted in an expense of \$50.8 million and was due to an increase in the underlying Fund unit price compared to the end of Fiscal 2021.

Interest on the SIR Loan totaled \$0.7 million and \$1.4 million for Q2 2023 and YTD 2023, respectively, compared to \$0.7 million and \$1.4 million for Q2 2022 and YTD 2022, respectively.

EBITDA⁽¹⁾ and Adjusted EBITDA⁽¹⁾

EBITDA⁽¹⁾ totaled \$7.4 million and \$16.5 million for Q2 2023 and YTD 2023, respectively compared to \$8.1 million and \$15.5 million for Q2 2022 and YTD 2022, respectively. The decrease in Q2 2023 was primarily attributable to significantly higher cost of corporate restaurant operations, partially offset by increased sales. Further, as discussed above, SIR recognized \$7.7 million in government assistance as a reduction to its costs of corporate restaurant operations in Q2 2022, which had a positive impact on EBITDA and net earnings for the period. The increase in YTD 2023 was driven by significantly higher sales, partially offset by higher cost of corporate restaurant operations. SIR recognized \$9.7 million in government assistance as a reduction to its costs of corporate restaurant operations in YTD 2022, which had a positive impact on EBITDA and net earnings for the period.

Adjusted EBITDA (loss)⁽¹⁾ totaled \$3.9 million and \$9.4 million for Q2 2023 and YTD 2023, respectively, compared to \$4.7 million and \$8.7 million for Q2 2022 and YTD 2022, respectively. (See Selected Consolidated Historical Financial Information – Reconciliation of net (loss) earnings and comprehensive (loss) income for the period to EBITDA⁽¹⁾ and Adjusted EBITDA⁽¹⁾).

SIR Royalty Income Fund

The following is a summary of the accounting implications of the SIR Loan and the Fund's interest in the Partnership:

(a) SIR Loan

The \$40.0 million SIR Loan is payable to the Fund, bears interest at 7.5% per annum, and is due October 12, 2044. On July 6, 2015, SIR, the Fund and the Partnership entered into an Interlender Agreement to subordinate and postpone their claims against SIR in favour of the lender. The Fund and the Partnership have not guaranteed the current credit facility (see Liquidity and Capital Resources section).

The debt is “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. This subordination, which 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 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 any 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.

Interest expense on the SIR Loan was charged to the condensed interim consolidated statements of operations and comprehensive (loss) income in the amount of \$0.7 million and \$1.4 million for Q2 2023 and YTD 2023, respectively and \$0.7 million and \$1.4 million for Q2 2022 and YTD 2022, respectively.

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

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

	12-Week Period Ended February 12, 2023	12-Week Period Ended February 13, 2022	24-Week Period Ended February 12, 2023	24-Week Period Ended February 13, 2022
	(in thousands of dollars)			
	(unaudited)			
Balance – Beginning of the period	117,299	60,098	117,299	60,098
Change in amortized cost of the Ordinary LP Units and Class A LP Units of the Partnership	21,840	(492)	42,548	50,817
Distributions paid to Ordinary LP and Class A LP unitholders	(4,444)	(2,415)	(6,827)	(3,813)
Balance – End of period	134,695	57,191	153,020	107,102
Less: Current portion of Ordinary LP Units and Class A LP Units of the Partnership	(9,991)	(9,307)	(9,991)	(9,307)
Ordinary LP Units and Class A LP Units of the Partnership	124,704	47,884	143,029	97,795

The following is a summary of the results of the operations of the Partnership:

Pooled Revenue ⁽⁴⁾	58,433	31,200	116,567	76,300
Partnership royalty income ⁽⁵⁾	3,506	1,872	6,994	4,578
Other Income	5	5	13	13
Partnership (income) expenses	(38)	132	(74)	43
Net earnings of the Partnership	3,473	2,009	6,933	4,634
SIR's residual interest in the earnings of the Partnership:				
Income from Class A & B GP Units of the Partnership	(434)	(426)	(871)	(890)
Income from Class C GP Units of the Partnership	(688)	(680)	(1,379)	(1,371)
	(1,122)	(1,106)	(2,250)	(2,261)
Fund's interest in the earnings of the Partnership	2,351	903	4,683	2,373

On October 12, 2004, the Partnership issued Ordinary LP and GP Units to the Fund for cash consideration of \$11.2 million. The Fund has also acquired Class A LP Units upon SIR's conversion of its Class A GP Units into Fund units. The holders of the Ordinary LP Units and Class A LP Units are entitled to receive their 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 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 Class A LP Units of the Partnership are accounted for at amortized cost, with changes in the carrying value recorded in the condensed interim consolidated statements of operations and comprehensive (loss) income.

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

In 2004, the Partnership granted SIR a 99-year license 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 revenue of the Royalty Pooled Restaurants (the "License and Royalty Agreement").

Under the terms of the License and Royalty Agreement, on January 1 of each year (the "Adjustment Date"), the restaurants subject to the License and Royalty Agreement are adjusted for new SIR Restaurants opened for at least 60 days preceding such Adjustment Date. At each Adjustment Date, SIR will be entitled to convert its Class B GP Units to Class A GP Units based on the formula defined in the Partnership Agreement. Additional Class B GP Units may be converted to 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 based on actual revenues of the new SIR Restaurants exceeding 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, 2023, two new SIR Restaurants were added to Royalty Pooled Restaurants (January 1, 2022 - nil) in accordance with the Partnership Agreement. There were no Second Incremental Adjustments on January 1, 2023 as no new SIR Restaurants were added to the Royalty Pooled Restaurants on January 1, 2022 (January 1, 2021 - one). As consideration for the additional Royalty associated with the addition of two new SIR Restaurants added to the Royalty Pooled Restaurants on January 1, 2023, SIR converted its Class B GP Units into Class A GP Units based on the formulas 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 two SIR Restaurants during 2022 (January 1, 2022 - five). The net effect of these adjustments to Royalty Pooled Restaurants was that SIR converted 90,958 Class A GP Units into Class B GP Units (January 1, 2022 - 679,934) on January 1, 2023,

(4) Includes revenue from the SIR Restaurants subject to the License and Royalty Agreement. The Partnership owns the SIR Rights formerly owned or licensed by SIR or its subsidiaries and used in connection with the operation of the majority of SIR's restaurants in Canada.

(5) Partnership royalty income is 6% of Pooled Revenue in accordance with the License and Royalty Agreement, plus a Make-Whole Payment for closed restaurants, if applicable.

increasing the value of the SIR rights by \$1.5 million (January 1, 2022 – reducing the value of the SIR rights by \$8.1 million).

In addition, there were no conversion distributions effective in December 2022 as no new SIR Restaurants were added to Royalty Pooled Restaurants on January 1, 2022 (January 1, 2022 – revenues of one new SIR Restaurant added to the Royalty Pooled Restaurants on January 1, 2021 were greater than 80% of the Initial Adjustment's estimated revenue and, as a result, a special conversion distribution of \$0.1 million was declared on the Class B GP Units in December 2021 and paid in January 2022).

SIR's residual interest in the Partnership is 12.54% as at February 12, 2023 (August 28, 2022 – 13.36%).

(c) *Amounts due to the Fund* – (see Transactions with the SIR Royalty Income Fund in the Transactions with Related Parties section).

Liquidity and Capital Resources

Selected Consolidated Statement of Cash Flows Information

	12-Week Period Ended February 12, 2023	12-Week Period Ended February 13, 2022	24-Week Period Ended February 12, 2023	24-Week Period Ended February 13, 2022
	(in thousands of dollars)			
	(unaudited)			
Cash provided by (used in) operations	3,017	(4,741)	7,004	(1,869)
Cash used in investing activities	(2,769)	(1,196)	(4,121)	(1,997)
Cash (used in) provided by financing activities	(1,894)	5,368	(8,244)	(4,041)
Decrease (Increase) in cash and cash equivalents during the period	(1,646)	(569)	(5,361)	(7,907)
Cash and cash equivalents – Beginning of period	4,417	2,268	8,132	9,606
Cash and cash equivalents – End of period	2,771	1,699	2,771	1,699

Cash provided by operations increased by \$7.8 million and \$8.9 million in Q2 2023 and YTD 2023, respectively. For Q2 2023, the increase was primarily attributable to a favourable variance in the net change in working capital of \$10.5 million and a favourable change in the amortized cost of the Ordinary LP and Class A LP units of \$22.3 million which were offset by a \$22.8 million unfavourable change in the net earnings for the period, an increase in distributions paid of \$2.0 million and a decrease in amortization of \$0.2 million. For YTD 2023, the increase was due to a favourable change in net working capital of \$10.9 million and a \$9.6 million favourable change in the net earnings for the period. These were offset by an unfavourable change in the amortized cost of the Ordinary LP and Class A LP units of \$8.3 million, a decrease in amortization of \$0.3 million and an increase in distributions paid of \$3.0 million.

Cash used in operating activities increased by \$1.6 million and \$2.1 million in Q2 2023 and YTD 2023, respectively. For Q2 2023, the increase was a result of \$1.6 million of purchases of property and equipment. For YTD 2023, the increase was due to \$2.2 million of purchases of property and equipment offset by shareholder repayments of \$0.1 million.

Cash used in financing activities increased by \$7.3 million and \$4.2 million for Q2 2023 and YTD 2023, respectively. For Q2 2023, this was due to a decrease in bank indebtedness of \$9.0 million and an increase in long-term debt repayment of \$0.2 million which were offset by a \$1.2 million decrease in lease obligation payments and a \$0.7 million decrease in interest paid. For YTD 2023, the increase was due to a decrease in bank indebtedness of \$9.0 million and an increase in long-term debt repayment of \$0.3 million which was offset by a \$3.2 million decrease in lease obligation payments and a \$1.9 million decrease in interest paid.

As at February 12, 2023, SIR had current assets of \$16.1 million (August 28, 2022 – \$22.5 million) and current liabilities of \$79.3 million (August 28, 2022 – \$80.6 million) resulting in a working capital deficit of \$63.2 million (August 28, 2022 – \$58.1 million). Revenues in the restaurant business are largely paid by cash and credit cards whereas most suppliers offer credit terms for payment. Therefore, restaurants are able to pay their suppliers from the cash received on revenues in the following months, as the supplier payables are due. Cash balances are typically used to construct new restaurants or re-invest in existing restaurants to grow the business. As a result, SIR, like many other restaurant businesses, would anticipate having a negative working capital balance in the foreseeable future. The carrying value of the credit facilities under the Credit Agreement remain classified under current liabilities as the Credit Agreement is due within 12 months, on July 6, 2023, of

the period ended February 12, 2023. SIR will seek to extend the Credit Agreement prior to its expiry on July 6, 2023. The SIR Loan has been classified under long-term liabilities as SIR is in compliance with all the covenants related to this loan as of the period ended February 12, 2023 and the Loan is not due until October 12, 2044.

SIR has a Credit Agreement with a Schedule I Canadian chartered bank (the "Lender"). The Credit Agreement is "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. This subordination, which 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, has been effected pursuant to the terms of the Intercreditor Agreement.

The Credit Agreement between SIR and the Lender, as amended on December 8, 2017, July 6, 2018, April 1, 2020, June 30, 2020, September 30, 2020, December 21, 2020, March 31, 2021, May 31, 2021 and June 16, 2022, provides for a maximum principal amount of \$43.8 million, consisting of:

- a \$20.0 million revolving term credit facility (Credit Facility 1),
- a \$11.9 million revolving term loan (Credit Facility 2),
- a \$6.25 million guaranteed facility with Export Development Canada ("EDC") through the guaranteed Business Credit Availability Program ("BCAP") ("EDC-Guaranteed Facility"), and
- a \$5.6 million 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 \$1.5 million.

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 3.25% and/or the bankers' acceptance rate plus 4.25%, principal repaid in one bullet repayment on July 6, 2023. A standby fee of 0.85% is charged on the undrawn balance of Credit Facility 1. Provided the Company 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. As at February 12, 2023, \$4.5 million was drawn on Credit Facility 1.

Credit Facility 2 bears interest at the prime rate plus 3.25% and/or the bankers' acceptance rate plus 4.25%. 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, 2023.

As at February 12, 2023, the Company has drawn \$15.0 million on Credit Facility 1 and Credit Facility 2, net of cash excluding the cash balance of the Partnership (August 28, 2022 - \$7.5 million).

The EDC-Guaranteed Facility bears interest rate at the prime rate plus 3.50%. The EDC-Guaranteed Facility is a 364-day revolving term credit facility. A standby fee of 0.90% is charged on the undrawn balance of this facility. As at February 12, 2023, the Company has drawn \$6.25 million on this facility.

The BDC-Guaranteed Facility is a 10-year term credit facility, with a one-year principal payment moratorium, bearing a fixed rate interest of 4%. The moratorium has elapsed and SIR has commenced repayment on this facility. During Q2 2023, SIR repaid \$0.3 million on this facility. As at February 12, 2023, SIR has drawn \$5.61 million on this facility.

For more details regarding the Third, Fourth, Fifth, Sixth, Seventh, Eighth and Ninth Amending Agreements, please refer to the Fund's and SIR's prior interim filings, which can be found on SEDAR at www.sedar.com under the Fund's profile.

Under the Intercreditor Agreement, absent any 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.

Compliance with the covenants included in SIR's amended Credit Agreement is monitored by management on a quarterly basis. As part of the Ninth Amending Agreement, the Cumulative Minimum EBITDA Covenant has been replaced by the two financial covenants in the Credit Agreement and the Credit Agreement has been extended to July 6, 2023. As at February 12, 2023, the Company was in compliance with the covenants stipulated by the Ninth Amending Agreement. Furthermore, there can be no certainty that the Company will continue to be in compliance with the covenants subsequent to July 6, 2023.

As at February 12, 2023, SIR's liquidity was comprised of \$1.5 million cash on hand and \$15.5 million available to borrow under its credit facility (August 28, 2022 - \$6.5 million and \$20.0 million).

Two new restaurants were added to the Royalty Pooled Restaurants effective January 1, 2023 (January 1, 2022 - nil). Refer to page 12 for further details of all changes and adjustments under the License and Royalty Agreement. After the net adjustments to the Royalty Pooled Restaurants on January 1, 2023, SIR held 1,200,660 Class A GP Units, representing a 12.54% residual interest in the Partnership. Under the terms of the Exchange Agreement, SIR has the right to convert some or all of the Class A GP Units into Fund Units on a one-for-one basis, which, as at February 12, 2023, have a market value of approximately \$20.4 million. Under the Credit Agreement and without prior consent from the Lender, SIR may convert Class A GP Units into Fund Units and promptly sell such units for the purposes of financing construction projects for new and existing restaurants, provided in any year the sale of the units does not exceed the lower of \$7.0 million and 0.4 million units.

Contractual Obligations

In 2004, the Partnership granted SIR a 99-year license 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 revenue of the restaurants included in Royalty Pooled Restaurants. Payment of the Royalty is secured by the Partnership General Security Agreement. On July 6, 2015, SIR, the Fund and the Partnership amended the agreement to subordinate and postpone their claims against SIR in favour of the senior lender. The Partnership and the Fund have not guaranteed the Credit Agreement (Please refer to SIR Royalty Income Fund section).

The security interest for all amounts payable by SIR to the Partnership under the License and Royalty Agreement, as set out in the Partnership General Security Agreement, is substantially the same as, and ranks equally with, the security interest granted by SIR to the Fund in respect of the SIR Loan. SIR consolidates the Partnership, and this transaction between SIR and the Partnership is eliminated in SIR's condensed interim consolidated financial statements, however the obligation for payments remains.

On January 1 of each year (the "Adjustment Date"), the restaurants subject to the License and Royalty Agreement are adjusted for new SIR restaurants opened for at least 60 days preceding such Adjustment Date. At each Adjustment Date, SIR will be entitled to convert its Class B GP Units to Class A GP Units based on a formula defined in the Partnership Agreement.

As at the date of this report, SIR has one commitment to lease a property in Whitby, Ontario, upon which it plans to build a new Scaddabush 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. There can be no assurance that the new Scaddabush restaurant will be opened or will become part of Royalty Pooled Restaurants.

Off-Balance Sheet Arrangements

Per IFRS 16, operating leases relating to SIR's head office and restaurant locations with minimum annual payments are no longer considered off-balance sheet arrangements. SIR did not have any material off-balance sheet arrangements as at February 12, 2023, nor did it have any subsequent to Q2 2023.

Transactions with Related Parties

SIR has entered into related party transactions with shareholders and directors or companies controlled by shareholders and directors of SIR. The transactions are in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

<i>Transactions with Related Parties</i>	12-Week Period Ended February 12, 2023	12-Week Period Ended February 13, 2022	24-Week Period Ended February 12, 2023	24-Week Period Ended February 13, 2022
	(in thousands of dollars) (unaudited)			

Property and equipment

Fixtures purchased from a shareholder of SIR	17	5	36	5
Equipment purchased from a company owned by a director and shareholder of SIR, together with a member of executive management of SIR	-	19	77	52

- SIR advanced \$0.01 million to a company owned by a shareholder and director, together with a member of executive management of SIR, during the 52-week period ended August 27, 2017. This advance is non-interest bearing and is payable on demand. SIR purchased fixtures from this company for \$0.02 million and \$0.04 million during Q2 2023 and YTD 2023, respectively (Q2 2022 and YTD 2022 - \$0.02 million and \$0.05 million).
- During the 52-week period ended August 25, 2019, SIR advanced \$0.2 million to a shareholder and director. This advance bears interest at prime plus 2.25%. SIR has received repayments of \$0.02 million and \$0.04 million for Q2 2023 and YTD 2023 ended February 12, 2023, respectively (Q2 2022 and YTD 2022 - \$0.01 million and \$0.04 million). SIR recognized interest income on this loan of \$0.003 million and \$0.005 million during Q2 2023 and YTD 2023, respectively (Q2 2022 and YTD 2022 - \$0.003 million and \$0.005 million).

Transactions with the SIR Royalty Income Fund

Advances receivable from the Fund and its subsidiaries as at February 12, 2023 were \$2.5 million (August 28, 2022 – \$2.9 million). Advances receivable are non-interest bearing and due on demand.

During Q2 2023 and YTD 2023, the Partnership recognized an impairment loss on the advances receivable from the Trust, GP and Fund based on management's assessment of the company-specific risks. A rate of 7% was applied to the advances receivable and a provision of \$0.13 million was recognized at February 12, 2023 (August 28, 2022 – \$nil).

During Q2 2023 and YTD 2023, distributions of \$2.3 million and \$4.6 million, respectively, were declared to the Fund by the Partnership, compared to distributions of \$0.9 million and \$2.4 million declared for Q2 2022 and YTD 2022, respectively. The Fund, indirectly through the Trust, is entitled to receive a pro rata share of all residual distributions. Distributions previously declared, but unpaid as at February 12, 2023 were \$3.1 million.

Interest expense on the SIR Loan totaled \$0.7 million and \$1.4 million for Q2 2023 and YTD 2023, respectively, and \$0.7 million and \$1.4 million for Q2 2022 and YTD 2022, respectively.

SIR, 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 of the Partnership. The Partnership provided these services to the Fund and the Trust for consideration of \$0.006 million and \$0.013 million for Q2 2023 and YTD 2023, respectively (\$0.006 million and \$0.012 million for Q2 2022 and YTD 2022, respectively), which was the amount of consideration agreed to by the related parties.

Critical Accounting Estimates and Judgments

Management believes that there have been no substantial changes in the nature of critical accounting estimates since the year ended August 28, 2022. The reader will find this information in the annual MD&A for the year ended August 28, 2022.

Changes in Accounting Policies, Including Recently Issued Accounting Pronouncements

Recently adopted accounting pronouncements

Amendments to IFRS 9, Financial Instruments, IAS 39 and Financial Instruments: Recognition and Measurement, and IFRS 7, Financial Instruments: Disclosures

In August 2020, the IASB issued amendments that address issues arising from the implementation of interest rate benchmark reform, including the replacement of one benchmark with an alternative one. The mandatory effective date would be annual periods beginning on or after January 1, 2021, with early adoption permitted. The amendment did not have a material impact on the consolidated financial statements.

IAS 16, Property, Plant and Equipment

This standard has been amended to prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds received from selling items produced while the entity is preparing the asset for its intended use, clarify that an entity is “testing whether the asset is functioning properly” when it assesses the technical and physical performance of the asset and require certain related disclosures. The amendments are effective for annual periods beginning on or after January 1, 2022. The amended standard has been implemented by the Company and did not have a material impact on these consolidated financial statements.

IAS 37, Provisions

This standard has been amended to clarify that, before a separate provision for an onerous contract is established, an entity recognizes an impairment loss that has occurred on assets used in fulfilling the contract, rather than on assets dedicated to that contract and to clarify the meaning of costs to fulfill a contract. The amendments are effective for annual periods beginning on or after January 1, 2022. The amended standard has been implemented by the Company and did not have a material impact on these consolidated financial statements.

Recently issued accounting pronouncements

IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors

In February 2021, the IASB issued amendments to IAS 8 to introduce a new definition of accounting estimates to clarify the distinction between changes in accounting policies and changes in accounting estimates and the correction of errors. This amendment is effective for annual periods beginning on or after January 1, 2023. The Company has not yet assessed the impact of the amendment on the consolidated financial statements.

IAS 12, Deferred Tax related to Assets and Liabilities arising from a Single Transaction.

In May 2021, the IASB issued amendments to IAS 12 that require an entity to recognize deferred tax on certain transactions such as leases and decommissioning obligations that give rise to equal amounts of taxable and deductible temporary differences on initial recognition. This amendment is effective for annual periods beginning on or after January 1, 2023. The Company has not yet assessed the impact of the amendment on the consolidated financial statements.

IAS 1, Presentation of Financial Statements

This standard has been amended to clarify the classification of liabilities as current or non-current, depending on the rights that exist at the end of the reporting period. This amendment is effective for annual periods beginning on or after January 1, 2024. The Company has not yet assessed the impact of the amendment on the consolidated financial statements.

Financial Instruments

Management believes that there have been no substantial changes in the nature of critical accounting estimates since the year ended August 28, 2022. The reader will find this information in the annual MD&A for the year ended August 28, 2022.

Risks and Uncertainties

The performance of SIR is dependent on many factors. The restaurant industry generally, and in particular, the casual and fine dining segment of this industry, is intensely competitive with respect to price, service, location, food quality and qualified staff. Increases in minimum wage rates and other labour legislation may affect the growth and profitability of SIR, as a significant portion of its restaurant employees are paid at wage rates related to minimum wage. SIR Restaurants are subject to laws that prohibit or limit smoking in enclosed workplaces and/or certain outdoor public places, such as restaurant patios. There are many well-established competitors with greater financial and other resources than SIR. Competitors include national and regional chains, as well as individually owned restaurants. Recently, competition has increased in the mid-price, full-service, casual and fine dining sectors in which many of the SIR Restaurants operate. Some of SIR's competitors have been in existence for a substantially longer period than SIR and may be better established in the markets where SIR Restaurants are or may be located.

In addition, factors such as business and economic conditions, changes in foreign exchange, availability of credit, inflation, increased food, labour and benefits costs, taxes, government regulations (including those governing alcoholic beverages and cannabis legislation), weather, seasonality, public safety issues and the availability and quality of food, services and products sold in the restaurants, and growth in off-premise traffic due to an increase in delivery and takeout orders affect the restaurant industry in general and therefore SIR. For additional information, see the Fund's Annual Information Form for further discussion on risks and uncertainties related to the Fund and SIR.

SIR also faces risks and uncertainties related to the pandemic as outlined in the Outlook section below.

The Fund's distributions are subject to change based on a number of factors, including the cash reserves of the Fund, the Trust and the Partnership. The Trustees will continue their practice of regularly reviewing the Fund's distribution levels.

Outlook

SIR is a privately held Canadian corporation in the business of creating, owning and operating full-service restaurants in Canada. All of SIR's restaurants are corporately owned. SIR does not franchise any of its existing brands. SIR remains committed to the corporately owned restaurant model as it believes this structure gives it greater control over its brands and improved agility to proactively respond to changes in market conditions.

SIR continues to monitor consumer spending behavior with the absence of pandemic-related operating restrictions and current evolving macroeconomic factors, including inflation and rising interest rates, and their potential impact on the Canadian economy and consumer confidence. Ongoing business impacts due to changes in the minimum wage, rising commodity costs and supply shortages have all been influential in the bar and restaurant industry's changes in pricing overall. To combat these challenges, SIR continues to innovate and provide immersive new product and service offerings to increase dine-in guest visits to its restaurants and to capitalize on the rapid growth of take-out and delivery services in commercial foodservice.

In consideration of the ongoing conditions mentioned above, SIR continues to invest in new restaurant developments and renovations to existing restaurants where appropriate and subject to availability of acceptable long-term financing. Based on its assessment of these conditions and the timing of new restaurant construction and renovations, the related opening schedules will be reviewed regularly by SIR and adjusted as necessary.

During YTD 2023, SIR completed renovations to four of its Jack Astor's locations. Subsequent to Q2 2023, SIR completed one renovation to its Jack Astor's location in Kanata, Ontario. SIR plans to invest in similar restaurant renovations throughout Fiscal 2023.

As at the date of this report, SIR has one commitment to lease a property in Whitby, Ontario, upon which it plans to build a new Scaddabush restaurant. There can be no assurance at this time that the new Scaddabush restaurant will be opened or will become part of Royalty Pooled Restaurants.

The new Reds Kitchen + Wine Bar Fallsview in Niagara, Ontario (opened on March 31, 2022) and the Scaddabush restaurant in Etobicoke, Ontario (opened on August 1, 2022), were both added to the Royalty Pooled Restaurants effective January 1, 2023.

SIR's insurer has denied any business interruption claims due to COVID-19 related operating restrictions or closures. However, SIR continued to pursue a Business Interruption claim due to Civil Authority orders against its insurer by way of Notice of Application in the Ontario Superior Court which was heard on May 19, 2021, June 2, 2021, November 25, 2021, December 8, 2021 and May 9, 2022. This claim included a rider provision to SIR's property policy which is in favour of the Fund and covers income reduction for lost royalties for a maximum of 180 days. On January 10, 2023, the application was dismissed. Following an internal review, SIR filed an appeal on January 19, 2023.

Description of non-IFRS measures

Management believes that disclosing certain non-IFRS financial measures provides a useful supplemental measure to evaluate SIR's performance. By considering these measures in combination with the most closely comparable IFRS measure, management believes that investors are provided with additional and more useful information about SIR than investors would have if they simply considered IFRS measures alone.

The non-IFRS financial measures do not have standardized meanings prescribed by IFRS. SIR's method of calculating these non-IFRS financial measures may differ from that of other issuers and, accordingly, may not be comparable to measures used by other issuers.

Same Store Sales and Same Store Sales Growth

SIR believes that SSS and SSSG are useful measures and provide investors with an indication of the change in year-over-year sales. SIR's method of calculating SSS and SSSG may differ from those of other issuers and, accordingly, SSS and SSSG may not be comparable to measures used by other issuers. SSSG is the percentage increase in SSS over the prior comparable period. SSS includes revenue from all SIR Restaurants except for those locations that were not open for the entire comparable periods in Fiscal 2023 and Fiscal 2022 and Abbey's Bakehouse as it is not a SIR Restaurant. When a SIR Restaurant is closed, the revenue for the closed restaurant is excluded from the calculation of SSS and SSSG for both the quarter in which the restaurant is closed and the current year-to-date. Please refer to the reconciliation of consolidated revenue to SSS on page 7 and to the definition of SSS in the Revenue section on page 9.

Adjusted Net Earnings (Loss)

Adjusted Net Earnings (Loss) is calculated by removing the change in amortized cost of the Ordinary LP Units and Class A LP Units of the Partnership from the net earnings (loss) for the period. Adjusted Net Earnings (Loss) is a non-GAAP financial measure and does not have a standardized meaning prescribed by IFRS. Management believes that in addition to net earnings (loss), Adjusted Net Earnings (Loss) is a useful supplemental measure to evaluate SIR's performance. Changes in the amortized cost of the Ordinary LP Units and Class A LP Units of the Partnership is a non-cash transaction and varies with changes in the market price of the Fund units. The exclusion of the change in amortized cost of the Ordinary LP Units and Class A LP Units of the Partnership eliminates this non-cash impact. Management cautions investors that Adjusted Net Earnings (Loss) should not replace net earnings or loss or cash flows from operating, investing and financing activities (as determined in accordance with IFRS), as an indicator of SIR's performance. SIR's method of calculating Adjusted Net Earnings (Loss) may differ from the methods used by other issuers. Please refer to the reconciliations of net earnings (loss) for the period to Adjusted Net Earnings (Loss) on page 5 of this document.

EBITDA and Adjusted EBITDA

References to EBITDA are to the net earnings (loss) for the period before provision for (recovery of) income taxes, interest expense, interest on lease obligations, interest on loan payable to SIR Royalty Income Fund, depreciation and amortization, and change in amortized cost of Ordinary LP Units and Class A LP Units of the Partnership.

References to Adjusted EBITDA are to SIR's EBITDA plus or minus interest (income) and other expense (income) – net, goodwill impairment, impairment of non-financial assets, loss on disposal of property and equipment, cash rent payments, and pre-opening costs. Pre-opening costs are added back to EBITDA because management views these costs as investments in new restaurants and not as on-going costs of operations.

Management believes that, in addition to net earnings or loss, EBITDA and Adjusted EBITDA are useful supplemental measures in evaluating SIR's performance, as these are useful estimates of the core business' contribution to cash flow from operations and approximate the funds generated by SIR which are available to meet its financing obligations and capital expenditure requirements. Management interprets trends in EBITDA and Adjusted EBITDA as indicators of relative operating performance. EBITDA and Adjusted EBITDA are non-GAAP financial measures and do not have standardized meanings prescribed by IFRS. Management cautions investors that EBITDA and Adjusted EBITDA should not replace net earnings or loss or cash flows from operating, investing and financing activities (as determined in accordance with IFRS), as an indicator of SIR's performance. SIR's method of calculating EBITDA and Adjusted EBITDA may differ from the methods used by other issuers. Therefore, SIR's EBITDA and Adjusted EBITDA may not be comparable to similar measures presented by other issuers. Please refer to the reconciliation of net earnings (loss) and comprehensive loss for the period to EBITDA and Adjusted EBITDA on page 6 of this document.

Forward-Looking Information

Certain statements contained in this report, or incorporated herein by reference, including the information set forth as to the future financial or operating performance of the Fund or SIR, that are not current or historical factual statements may constitute forward-looking information within the meaning of applicable securities laws ("forward-looking statements"). Statements concerning the objectives, goals, strategies, intentions, plans, beliefs, expectations and estimates, and the business, operations, financial performance and condition of the Fund, the SIR Holdings Trust (the "Trust"), the Partnership, SIR, the SIR Restaurants or industry results, are forward-looking statements. The words "may", "will", "should", "would", "could", "expect", "believe", "plan", "anticipate", "intend", "estimate" and other similar terminology and the negative of such expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Fund, the Trust, the Partnership, SIR, the SIR Restaurants or industry results, to differ materially from the anticipated results, performance, achievements or developments expressed or implied by such forward-looking statements. These statements reflect Management's current expectations, estimates and projections regarding future events and operating performance and speak only as of the date of this document. Readers should not place undue importance on forward-looking statements and should not rely upon this information as of any other date. Risks related to forward-looking statements include, among other things, challenges presented by a number of factors, including: the impact of the COVID-19 pandemic; market conditions at the time of this filing; competition; changes in demographic trends; weather; changing consumer preferences and discretionary spending patterns; changes in consumer confidence; changes in national and local business and economic conditions; pandemics or other material outbreaks of disease or safety issues affecting humans or animals or food products; the ability to maintain staffing levels; the impact of inflation, including on input prices and wages; the impact of the crisis in the Ukraine; changes in tariffs and international trade; changes in foreign exchange and interest rates; changes in availability of credit; legal proceedings and challenges to intellectual property rights; dependence of

the Fund on the financial condition of SIR; legislation and governmental regulation, including the cost and/or availability of labour as it relates to changes in minimum wage rates or other changes to labour legislation and forced closures of or other limits placed on restaurants and bars; laws affecting the sale and use of alcohol (including availability and enforcement); changes in cannabis laws; changes in environmental laws; privacy matters; accounting policies and practices; changes in tax laws; and the results of operations and financial condition of SIR. The foregoing list of factors is not exhaustive. Many of these issues can affect the Fund's or SIR's actual results and could cause their actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Fund or SIR. There can be no assurance that SIR will remain compliant in the future with all of its financial covenants under the Credit Agreement and imposed by the lender. Given these uncertainties, readers are cautioned that forward-looking statements are not guarantees of future performance and should not place undue reliance on them. The Fund and SIR expressly disclaim any obligation or undertaking to publicly disclose or release any updates or revisions to any forward-looking statements except as expressly required by law. Forward-looking statements are based on Management's current plans, estimates, projections, beliefs and opinions, and the Fund and SIR do not undertake any obligation to update forward-looking statements should assumptions related to these plans, estimates, projections, beliefs and opinions change, except as expressly required by applicable securities laws. This Management's Discussion and Analysis is provided as of March 29, 2023.

In formulating the forward-looking statements contained herein, SIR Management has assumed that it will be successful in dealing with the effects of the COVID-19 pandemic and that business and economic conditions affecting SIR's restaurants and the Fund will return to normalcy within the short to medium term. For more information concerning the Fund's risks and uncertainties, please refer to the Fund's Annual Information Form dated March 16, 2023 for the period ended December 31, 2022, which is available under the Fund's profile at www.sedar.com.

All of the forward-looking statements made herein are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Fund or SIR. See 'Risk Factors' in the Fund's Annual Information Form dated March 16, 2023 for the period ended December 31, 2022.

Additional information related to the Fund, the Partnership, and SIR can be found at www.sedar.com under SIR Royalty Income Fund and on SIR's website at www.sircorp.com