

SIR Royalty Limited Partnership

Condensed Interim Financial Statements
(Unaudited)

**For the three-month periods ended
March 31, 2025 and March 31, 2024**

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SIR Royalty Limited Partnership

Condensed Interim Statements of Financial Position

(Unaudited)

| | March 31, 2025 \$ | December 31, 2024 \$ |
|---|-------------------------|----------------------------|
| Assets | | |
| Current assets | | |
| Cash | 1,047,523 | 165,864 |
| Prepaid expenses and other assets | 13,022 | - |
| Amounts due from related parties (note 6) | 3,722,534 | 4,668,069 |
| | <u>4,783,079</u> | <u>4,833,933</u> |
| Intangible assets (note 3) | 99,075,730 | 91,994,795 |
| | <u>103,858,809</u> | <u>96,828,728</u> |
| Liabilities | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities | 218,036 | 333,654 |
| Amounts due to related parties (note 6) | 4,565,033 | 4,500,269 |
| | <u>4,783,069</u> | <u>4,833,923</u> |
| Partners' interest (note 4) | 99,075,740 | 91,994,805 |
| | <u>103,858,809</u> | <u>96,828,728</u> |

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

SIR Royalty Limited Partnership

Condensed Interim Statements of Earnings and Comprehensive Income

(Unaudited)

| | Three-month period ended | |
|---|--------------------------|-------------------|
| | March 31, 2025 | March 31, 2024 |
| | \$ | \$ |
| Revenues | | |
| Royalty income (note 6) | 3,884,485 | 3,631,412 |
| Administration fee (note 6) | 6,000 | 6,000 |
| | 3,890,485 | 3,637,412 |
| Expenses | | |
| General and administrative | 18,887 | 18,803 |
| Impairment loss on financial assets (notes 3 and 6) | 18,670 | 18,623 |
| | | |
| Net earnings and comprehensive income for the period | 3,852,928 | 3,599,986 |

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

SIR Royalty Limited Partnership

Condensed Interim Statements of Partners' Interest

(Unaudited)

For the three-month periods ended March 31, 2025 and March 31, 2024

| | Number of units (note 4) | Balance - January 1, 2025 \$ | Units issued \$ (note 4) | Net earnings for the period \$ | Distributions declared \$ | Balance – March 31, 2025 \$ |
|-------------------|--------------------------------|---------------------------------------|-----------------------------------|--|---------------------------------|--------------------------------------|
| Ordinary LP units | 5,356,667 | 7,633,570 | - | 1,343,303 | (1,343,303) | 7,633,570 |
| Class A LP units | 3,018,900 | 27,983,375 | - | 1,169,621 | (1,169,621) | 27,983,375 |
| Ordinary GP units | 100 | 11 | - | 15 | (15) | 11 |
| Class A GP units | 1,569,147 | 16,377,848 | 7,080,935 | 589,986 | (589,986) | 23,458,783 |
| Class B GP units | 96,007,138 | 1 | - | 3 | (3) | 1 |
| Class C GP units | 4,000,000 | 40,000,000 | - | 750,000 | (750,000) | 40,000,000 |
| | | 91,994,805 | 7,080,935 | 3,852,928 | (3,852,928) | 99,075,740 |

| | Number of units (note 4) | Balance - January 1, 2024 \$ | Units returned \$ (note 4) | Net earnings for the period \$ | Distributions declared \$ | Balance – March 31, 2024 \$ |
|-------------------|--------------------------------|---------------------------------------|-------------------------------------|--|---------------------------------|--------------------------------------|
| Ordinary LP units | 5,356,667 | 7,633,570 | - | 1,320,888 | (1,320,888) | 7,633,570 |
| Class A LP units | 3,018,900 | 27,983,375 | - | 1,160,683 | (1,160,683) | 27,983,375 |
| Ordinary GP units | 100 | 11 | - | 15 | (15) | 11 |
| Class A GP units | 987,835 | 17,990,473 | (1,612,625) | 368,397 | (368,397) | 16,377,848 |
| Class B GP units | 96,588,450 | 1 | - | 3 | (3) | 1 |
| Class C GP units | 4,000,000 | 40,000,000 | - | 750,000 | (750,000) | 40,000,000 |
| | | 93,607,430 | (1,612,625) | 3,599,986 | (3,599,986) | 91,994,805 |

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

SIR Royalty Limited Partnership
Condensed Interim Statements of Cash Flows
(Unaudited)

| | Three-month period ended | |
|---|---------------------------------|---------------------------|
| | March 31, 2025 | March 31, 2024 |
| | \$ | \$ |
| Cash provided by (used in) | | |
| Operating activities | | |
| Net earnings for the period | 3,852,928 | 3,599,986 |
| Adjustments for non-cash items | | |
| Net change in non-cash working capital | | |
| items (note 8) | 828,747 | (457,132) |
| Impairment loss on financial assets | 18,670 | 18,623 |
| | <u>4,700,345</u> | <u>3,161,477</u> |
| Financing activities | | |
| Distributions paid | <u>(3,818,686)</u> | <u>(3,607,487)</u> |
| Change in cash during the period | 881,660 | (446,010) |
| Cash - Beginning of period | <u>165,864</u> | <u>776,498</u> |
| Cash - End of period | <u>1,047,523</u> | <u>330,488</u> |

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

SIR Royalty Limited Partnership

Notes to the Condensed Interim Financial Statements

March 31, 2025 and March 31, 2024

(Unaudited)

1 Nature of operations and seasonality

Nature of operations

SIR Royalty Limited Partnership (the Partnership) is a limited partnership formed under the laws of the Province of Ontario, Canada.

On October 1, 2004, SIR Royalty Income Fund (the Fund) filed a final prospectus for a public offering of units of the Fund. The net proceeds of the offering 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 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 address of the Partnership's registered office is 5360 South Service Road, Suite 200, Burlington, Ontario. The financial statements were approved by the Board of Directors of SIR GP Inc. on May 7, 2025.

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, royalty income recognized by the Partnership will vary in conjunction with the seasonality in revenues experienced by SIR.

2 Basis of presentation

The Partnership prepares its condensed interim consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Standards Board (IFRS Accounting Standards), 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 Accounting Standards for annual consolidated financial statements and should be read in conjunction with the 2024 and 2023 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.

SIR Royalty Limited Partnership

Notes to the Condensed Interim Financial Statements

March 31, 2025 and March 31, 2024

(Unaudited)

IFRS Accounting Standards issued but not yet effective

IFRS 18, Presentation and Disclosure in Financial Statements

On April 9, 2024, the IASB issued a new standard – IFRS 18, ‘Presentation and Disclosure in Financial Statements’ – in response to investors’ concerns about the comparability and transparency of entities’ performance reporting. The new requirements introduced in IFRS 18 will help to achieve comparability of the financial performance of similar entities, especially related to how ‘operating profit or loss’ is defined. The new disclosures required for some management-defined performance measures will also enhance transparency. The new standard will be effective for annual reporting periods beginning on or after January 1, 2027, including for interim financial statements. The Company has not yet assessed the impact of the amendment on the condensed interim consolidated financial statements.

IFRS 9 and IFRS 7, Classification and Measurement of Financial Instruments

On May 30, 2024, the IASB issued targeted amendments to IFRS 9, ‘Financial Instruments’, and IFRS 7, ‘Financial Instruments: Disclosures’. The amendments respond to recent questions arising in practice, and include new requirements not only for financial institutions but also for corporate entities. These new requirements will apply from January 1, 2026, with early application permitted. The Company has not yet assessed the impact of the amendment on the condensed interim consolidated financial statements.

3 Intangible assets

| | Three-month period ended March 31, 2025 \$ | Year ended December 31, 2024 \$ |
|--|---|--|
| SIR Rights – Beginning of period | 91,994,795 | 93,607,420 |
| Adjustment to Royalty Pooled Restaurants | 7,080,935 | (1,612,625) |
| SIR Rights – End of period | <u>99,075,730</u> | <u>91,994,795</u> |

The Partnership reviews the SIR Rights for indicators of impairment or whether there is any indication that an impairment loss recognised in prior periods, for an asset other than goodwill, may no longer exist or may have decreased. If any such indication exists, the Partnership estimates the recoverable amount of the SIR Rights to determine whether the carrying amount of the assets should be adjusted. The recoverable amount is the higher of an asset’s fair value less costs of disposal and value in use (being the present value of the expected future cash flows of the asset, as determined by management). A reversal of previous impairment losses is recognized when the recoverable amount of the SIR Rights is higher than the carrying value. As at March 31, 2025, management did not note any indicators of impairment.

SIR Royalty Limited Partnership

Notes to the Condensed Interim Financial Statements

March 31, 2025 and March 31, 2024

(Unaudited)

4 Partners' interest

The authorized and issued capital of the Partnership consists of the following:

| Class | Authorized | Issued | As at | Issued | As at |
|---------------------------|------------|------------|-------------------|------------|-------------------|
| | | | March 31, 2025 | | December 31, 2024 |
| | | | Amount | | Amount |
| | | | \$ | | \$ |
| Class A LP Units | Unlimited | 3,018,900 | 27,983,375 | 3,018,900 | 27,983,375 |
| Class C LP Units | Unlimited | - | - | - | - |
| Ordinary LP Units | Unlimited | 5,356,667 | 7,633,570 | 5,356,667 | 7,633,570 |
| Ordinary GP Units | Unlimited | 100 | 11 | 100 | 11 |
| Class A GP Units (note 3) | Unlimited | 1,569,147 | 23,458,783 | 987,835 | 16,377,848 |
| Class B GP Units (note 3) | Unlimited | 96,007,138 | 1 | 96,588,450 | 1 |
| Class C GP Units | Unlimited | 4,000,000 | 40,000,000 | 4,000,000 | 40,000,000 |
| | | | <u>99,075,740</u> | | <u>91,994,805</u> |

Generally, the Partnership units have no voting rights, except in certain specified conditions.

Ordinary LP Units and Ordinary GP Units

The holders of the Ordinary LP Units are entitled to receive a pro rata share of all residual distributions.

The Ordinary GP Units have the right to receive distributions of \$5 per month in aggregate.

SIR GP Inc., a direct subsidiary of the Fund, holds 99 Ordinary GP Units and is the Managing General Partner. SIR holds the remaining Ordinary GP Unit and is the General Partner. The Fund and SIR have an 80% and 20% interest in the common shares of SIR GP Inc., respectively.

SIR Holdings Trust, a direct subsidiary of the Fund, holds all of the issued Ordinary LP Units.

Class A GP Units, Class A LP Units and Class B GP Units

The holders of the Class A GP Units are entitled to receive a pro rata share of all residual distributions and the Class A GP Units are exchangeable into units of the Fund. The holders of the Class A LP Units are entitled to receive a pro rata share of all residual distributions.

Class B GP Units are convertible into Class A GP Units based on a conversion formula defined in the Partnership Agreement for each new restaurant opened in the previous fiscal year. On dissolution of the Partnership, the Class B GP Units are entitled to receive \$10 in aggregate.

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

SIR Royalty Limited Partnership

Notes to the Condensed Interim Financial Statements

March 31, 2025 and March 31, 2024

(Unaudited)

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 would be returned by SIR if the actual revenues of the new SIR Restaurants are less than 80% of the initial estimated revenues. On January 1 of each year, SIR will re-convert the Class A GP Units received to Class B GP Units for the permanent closure of a SIR Restaurant.

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

On January 1, 2025, four new SIR Restaurants were added (January 1, 2024 – one) to the Royalty Pooled Restaurants in accordance with the Partnership Agreement. As consideration for the additional Royalty associated with the addition of four new SIR Restaurants on January 1, 2025 (January 1, 2024 – one) as well as the Second Incremental Adjustment for the one new SIR Restaurant added to Royalty Pooled Restaurants on January 1, 2024 (January 1, 2023 – 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, 2024 – three) SIR Restaurant during 2024. The net effect of these adjustments to Royalty Pooled Restaurants was that SIR converted 581,312 Class B GP Units into 581,312 Class A GP Units on January 1, 2025 (January 1, 2024 – SIR converted 212,825 Class A GP Units into Class B GP Units), increasing the value of the SIR Rights by \$7,080,935 (January 1, 2024 – decreasing the value of the SIR rights by \$1,612,625).

In addition, the revenues of the one (January 1, 2023 – two) new SIR Restaurant added to Royalty Pooled Restaurants on January 1, 2024 were greater than 80% of the Initial Adjustment's estimated revenue and, as a result, the distributions of the Class A GP Units were increased by a special conversion distribution of \$36,292 in December 2024 and paid in January 2025 (January 1, 2023 the revenues of the two new SIR Restaurants were 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 \$52,099 in December 2023 and paid in February 2024).

Effective January 1, 2025, SIR residual interest in the Partnership is 15.78%.

Class A GP Units and Class B GP Units are held by SIR. Class A LP Units are held by SIR Holdings Trust, a direct subsidiary of the Fund.

Class C GP Units

The holders of Class C GP Units are entitled to receive a cumulative preferential monthly cash distribution equal to \$0.063 per Class C GP Unit held, payable on the dates that distributions are paid on the units of the Fund.

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.

SIR Royalty Limited Partnership

Notes to the Condensed Interim Financial Statements

March 31, 2025 and March 31, 2024

(Unaudited)

Class C LP Units

The Class C LP Units have similar attributes to the Class C GP Units.

5 Financial instruments

Classification

As at March 31, 2025 and December 31, 2024, 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, |
| | | 2025 | 2024 |
| | | \$ | \$ |
| | Classification | | |
| Cash | Financial assets at | | |
| | amortized cost | 1,047,523 | 165,864 |
| Amounts due from related parties | Financial assets at | | |
| | amortized cost | 3,722,534 | 4,668,069 |
| Accounts payable and accrued liabilities | Financial liabilities at | | |
| | amortized cost | 218,036 | 333,654 |
| Amounts due to related parties | Financial liabilities at | | |
| | amortized cost | 4,565,033 | 4,500,269 |

Carrying and fair value

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.

SIR Royalty Limited Partnership

Notes to the Condensed Interim Financial Statements

March 31, 2025 and March 31, 2024

(Unaudited)

6 Related party balances and transactions

| | As at March 31, 2025 \$ | As at December 31, 2024 \$ |
|---|----------------------------------|-------------------------------------|
| Royalties receivable from SIR Corp. | 915,323 | 685,061 |
| Advances receivable from the SIR Royalty Income Fund and its subsidiaries | 2,807,211 | 3,983,008 |
| Amounts due from related parties | 3,722,534 | 4,668,069 |
| Distributions payable to SIR Corp. | 1,168,634 | 1,148,448 |
| Advances payable to SIR Corp. | 173,455 | 142,933 |
| | 1,342,089 | 1,291,381 |
| Distributions payable to SIR Royalty Income Fund and its subsidiaries | 3,222,944 | 3,208,888 |
| Amounts due to related parties | 4,565,033 | 4,500,269 |

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

During the three-month period ended March 31, 2025, the Partnership recognized an impairment of \$18,670 on the royalties receivable from SIR (March 31, 2024 - impairment of \$18,623) based on management's assessment of the SIR-specific risk.

A rate of approximately 7.5% was applied to the royalties receivable as at March 31, 2025:

| | As at March 31, 2025 \$ |
|--------------------------------|----------------------------------|
| SIR Corp. | |
| Royalties receivable | 989,538 |
| Less: Provision for impairment | 74,215 |
| | 915,323 |

Impairment loss on royalties receivable is presented as net impairment loss within the condensed interim statement of earnings and comprehensive income and within the net amounts due from related parties on the condensed interim statement of financial position.

SIR Royalty Limited Partnership

Notes to the Condensed Interim Financial Statements

March 31, 2025 and March 31, 2024

(Unaudited)

During the three-month period ended March 31, 2025, the Partnership earned royalty income of \$3,884,485 from SIR (three-month period ended March 31, 2024 - \$3,631,412). The Partnership's royalty income is determined based on 6% of the revenues from certain SIR Restaurants subject to the Licence and Royalty Agreement between the Partnership and SIR. SIR makes 13 Royalty payments based on SIR's 13 four- or five-week period fiscal year and, as such, royalty payments can fluctuate depending on how the four- or five-week periods coincide with the Partnership's calendar fiscal year. 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 the conversion formula defined in the Partnership Agreement (note 4).

On January 27, 2022, SIR began offering Renegade Chicken takeout and delivery services on a trial basis. SIR has agreed to remit to the Partnership an amount equivalent to 6% of revenues earned from this trial. This program has been extended on multiple occasions, with the most recent extension covering eight Jack Astor's locations, occurring on August 7, 2024, thereby extending the trial period to August 31, 2025. Renegade Chicken offers a selection of fried chicken sandwiches, tenders, and wings, complemented by freshly cut in-house fries, and targets the growing consumer demand for fried chicken within the fast-casual dining sector.

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, 2025, the Partnership provided these services to the Fund and the Trust for consideration of \$6,000 (three-month period ended March 31, 2024 - \$6,000), which was the amount of consideration agreed to by the related parties

7 Economic dependence

The Partnership earns substantially all of its revenues from SIR; accordingly, the Partnership is economically dependent on SIR.

SIR has a Credit Agreement with a Schedule 1 Canadian chartered bank (the Lender). As at the date of SIR's 12-week period ended February 9, 2025, the Credit Agreement provides for a maximum principal amount of \$40,075,000 consisting of a \$20,000,000 revolving term credit facility (Credit Facility 1), a \$9,600,000 non-revolving term loan (Credit Facility 2), a \$6,250,000 guaranteed facility with Economic Development Canada ("EDC") through the guaranteed Business Credit Availability Program ("BCAP") (EDC-Guaranteed Facility) and a \$4,225,000 Business Development Bank of Canada ("BDC") guaranteed Highly Affected Sectors Credit Availability Program ("HASCAP") facility (the "BDC-Guaranteed Facility"). The term of the Credit Agreement matures on July 6, 2026 ("Maturity Date") (which excludes the term of the EDC-Guaranteed Facility which matures on July 6, 2025). 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, 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 the Maturity Date. A standby fee of 0.85% is charged on the undrawn

SIR Royalty Limited Partnership

Notes to the Condensed Interim Financial Statements

March 31, 2025 and March 31, 2024

(Unaudited)

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. As at February 9, 2025, \$17,750,000 was drawn Credit Facility 1.

Credit Facility 2 is a non-revolving facility that can be drawn for capital expenditures on new restaurants and renovations or remodelling of existing restaurants and bears interest at the prime rate plus 3.25% and/or the CORRA advances' 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 balance due on the Maturity Date. For the 12-week period ended February 9, 2025, SIR repaid \$1,037,000 on this facility. As at February 9, 2025, \$8,578,000 was drawn on Credit Facility 2.

As at February 9, 2025, the Company has drawn \$26,356,000 on Credit Facility 1 and Credit Facility 2, net of cash excluding the cash balance of the Partnership (August 25, 2024 - \$19,126,000).

The EDC-Guaranteed Facility is a 364-day revolving-term credit facility with a maturity date of July 6, 2025, that bears interest at the prime rate plus 3.50%. A standby fee of 0.90% is charged on the undrawn balance of this facility. As at February 9, 2025, SIR had fully drawn \$6,250,000 on this facility.

The BDC-Guaranteed Facility is a 10-year non-revolving term credit facility, with one year principal payment moratorium, bearing a fixed rate interest of 4.00%. The moratorium has elapsed and SIR has commenced repayment on this facility. For the 12-week period ended February 9, 2025, SIR repaid \$174,000 on this facility. As at February 9, 2025, \$4,225,000 was drawn on this facility.

On December 6, 2024, SIR and its Lender finalized the terms and entered into the Twelfth Amending Agreement ("Twelfth Amendment") to its Credit Agreement. The Agreement provides temporary amendments to the two financial covenants in the Credit Agreement, among other things, as follows:

- Increases the maximum Senior Leverage Ratio financial covenant from 2.5x to 3.0x for SIR's fiscal 2025 first and second quarters. The Senior Leverage Ratio financial covenant returns to 2.5x for SIR's fiscal 2025 third quarter,
- Excludes the \$6.25 million EDC Guaranteed Facility principal repayment in July 2025 from the calculation of fixed charges in the Fixed Charge Coverage Ratio financial covenant,
- Reverts Credit Facility 2 to a non-revolving facility, and
- Increases the applicable interest rates by 0.50%, with the exception of the BDC Guaranteed Facility, which remains fixed at 4.00% per annum.

On December 6, 2024, as part of the Twelfth Amendment, the Fund and the Partnership entered into an acknowledgement agreement with the Lender acknowledging, among other things:

- receipt of a copy of the Twelfth Amending Agreement, and
- that none of either: 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 the Company.

On February 2, 2025, SIR received a \$2.5 million loan from a shareholder, with a maturity date of July 6, 2026, bearing interest at 5.20%. The shareholder entered into a Subordination Agreement to subordinate the loan to the Lender. The Lender issued a Waiver and Consent Agreement to SIR and the shareholder allowing the loan to

SIR Royalty Limited Partnership

Notes to the Condensed Interim Financial Statements

March 31, 2025 and March 31, 2024

(Unaudited)

be considered “permitted indebtedness” pursuant to the Credit Agreement, waiving any instances of covenant defaults, as at the effective date of February 3, 2025. However, the Lender’s waiver and consent was received subsequent to the 24-week period ended February 9, 2025 and as a result SIR was in breach of certain non-financial covenants resulting in the carrying value of the credit facilities under the Credit Agreement to remain classified as current liabilities.

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

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 in which they are compliant.

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.

SIR Royalty Limited Partnership

Notes to the Condensed Interim Financial Statements

March 31, 2025 and March 31, 2024

(Unaudited)

8 Net change in non-cash working capital items

| | Three-month period ended | |
|--|--------------------------|-------------------|
| | March 31, 2025 | March 31, 2024 |
| | \$ | \$ |
| Prepaid expenses and other assets | (13,022) | 5,985 |
| Amounts due from related parties | 926,865 | (432,454) |
| Amounts due to related parties | 30,522 | (13,111) |
| Accounts payable and accrued liabilities | (115,618) | (17,552) |
| | 828,747 | (457,132) |