

**PIZZA PIZZA ROYALTY CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**SELECTED FINANCIAL HIGHLIGHTS**

The following tables set out selected financial information and other data of Pizza Pizza Royalty Corp. ("PPRC" or the "Company") and should be read in conjunction with the unaudited interim condensed consolidated financial statements of the Company ("Financial Statements"). Readers should note that the 2017 results are not directly comparable to the 2016 results because of an extra day of royalty revenue in 2016 due to the leap year, in addition to the fact that there are 751 restaurants in the 2017 Royalty Pool compared to 736 restaurants in the 2016 Royalty Pool.

(in thousands of dollars, except number of restaurants, days in the year, per share amounts, and noted otherwise)	3 months ended		6 months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Restaurants in Royalty Pool <sup>(1)</sup>	751	736	751	736
Same store sales growth <sup>(2)</sup>	1.6%	0.9%	0.5%	1.7%
Days in the period	91	91	181	182
System Sales reported by Pizza Pizza restaurants in the Royalty Pool <sup>(6)</sup>	\$ 114,002	\$ 110,769	\$ 226,510	\$ 221,978
System Sales reported by Pizza 73 restaurants in the Royalty Pool <sup>(6)</sup>	20,560	21,484	41,916	43,366
<b>Total System Sales</b>	<b>\$ 134,562</b>	<b>\$ 132,253</b>	<b>\$ 268,426</b>	<b>\$ 265,344</b>
Royalty – 6% on Pizza Pizza System Sales	\$ 6,840	\$ 6,646	\$ 13,591	\$ 13,319
Royalty – 9% on Pizza 73 System Sales	1,851	1,934	3,772	3,903
Royalty income	\$ 8,691	\$ 8,580	\$ 17,363	\$ 17,222
Interest paid on borrowings <sup>(3)</sup>	(330)	(331)	(642)	(663)
Administrative expenses	(176)	(162)	(314)	(326)
Adjusted earnings available for distribution to the Company and Pizza Pizza Limited <sup>(5)</sup>	\$ 8,185	\$ 8,087	\$ 16,407	\$ 16,233
Distribution on Class B and Class D Exchangeable Shares <sup>(4)</sup>	(1,743)	(1,633)	(3,477)	(3,277)
Current income tax expense	(1,367)	(1,409)	(2,741)	(2,784)
Adjusted earnings available for shareholder dividends <sup>(5)</sup>	\$ 5,075	\$ 5,045	\$ 10,189	\$ 10,172
Add back:				
Distribution on Class B and Class D Exchangeable Shares <sup>(4)</sup>	1,743	1,633	3,477	3,277
<b>Adjusted earnings from operations<sup>(5)</sup></b>	<b>\$ 6,818</b>	<b>\$ 6,678</b>	<b>\$ 13,666</b>	<b>\$ 13,449</b>
Adjusted earnings per share <sup>(5)</sup>	\$ 0.218	\$ 0.216	\$ 0.438	\$ 0.435
Basic earnings per share	\$ 0.212	\$ 0.208	\$ 0.429	\$ 0.423
Dividends declared by the Company	\$ 5,266	\$ 5,186	\$ 10,532	\$ 10,334
Dividend per share	\$ 0.2139	\$ 0.2107	\$ 0.4278	\$ 0.4198
Payout ratio <sup>(5)</sup>	104%	103%	103%	102%
			June 30, 2017	December 31, 2016
Working capital <sup>(5)</sup>			\$ 4,830	\$ 5,169
Total assets			\$ 348,773	\$ 344,646
Total liabilities			\$ 69,126	\$ 69,250

PIZZA PIZZA ROYALTY CORP.  
Management's Discussion & Analysis  
For the 3 months and 6 months ended June 30, 2017

	Q2 2017	Q1 2017	Q4 2016	Q3 2016
(in thousands of dollars, except number of restaurants, days in the quarter, per share amounts and as noted otherwise)				
Restaurants in Royalty Pool <sup>(1)</sup>	751	751	736	736
Same store sales growth <sup>(2)</sup>	1.6%	-0.7%	1.8%	2.2%
Days in the quarter	91	90	92	92
System Sales reported by Pizza Pizza restaurants in Royalty Pool <sup>(6)</sup>	\$ 114,002	\$ 112,508	\$ 119,496	\$ 115,424
System Sales reported by Pizza 73 restaurants in Royalty Pool <sup>(6)</sup>	20,560	21,355	23,189	21,435
Total System Sales	\$ 134,562	\$ 133,863	\$ 142,685	\$ 136,859
Royalty – 6% on Pizza Pizza System Sales	\$ 6,840	\$ 6,751	\$ 7,169	\$ 6,926
Royalty – 9% on Pizza 73 System Sales	1,851	1,922	2,087	1,929
Royalty income	\$ 8,691	\$ 8,673	\$ 9,256	\$ 8,855
Interest paid on borrowings <sup>(3)</sup>	(330)	(314)	(341)	(337)
Administrative expenses	(176)	(135)	(214)	(139)
Adjusted earnings available for distribution to the Company and to Pizza Pizza Limited <sup>(5)</sup>	\$ 8,185	\$ 8,224	\$ 8,701	\$ 8,379
Distribution on Class B and Class D Exchangeable Shares <sup>(4)</sup>	(1,743)	(1,735)	(1,654)	(1,654)
Current income tax expense	(1,367)	(1,375)	(1,557)	(1,308)
Adjusted earnings available for shareholder dividends <sup>(5)</sup>	\$ 5,075	\$ 5,114	\$ 5,490	\$ 5,417
Add back:				
Distribution on Class B and Class D Exchangeable Shares <sup>(4)</sup>	1,743	1,735	1,654	1,654
Adjusted earnings from operations <sup>(5)</sup>	\$ 6,818	\$ 6,849	\$ 7,144	\$ 7,071
Adjusted earnings per share <sup>(5)</sup>	\$ 0.218	\$ 0.219	\$ 0.231	\$ 0.229
Basic earnings per share	\$ 0.212	\$ 0.217	\$ 0.221	\$ 0.221
Dividends declared by the Company	\$ 5,266	\$ 5,266	\$ 5,266	\$ 5,266
Dividend per share	\$ 0.2139	\$ 0.2139	\$ 0.2139	\$ 0.2139
Payout ratio <sup>(5)</sup>	104%	103%	96%	97%

	Q2 2016	Q1 2016	Q4 2015	Q3 2015
(in thousands of dollars, except number of restaurants, days in the quarter, per share amounts and as noted otherwise)				
Restaurants in Royalty Pool <sup>(1)</sup>	736	736	730	730
Same store sales growth <sup>(2)</sup>	0.9%	2.5%	3.4%	6.3%
Days in the quarter	91	91	92	92
System Sales reported by Pizza Pizza restaurants in Royalty Pool <sup>(6)</sup>	\$ 110,769	\$ 111,210	\$ 117,614	\$ 111,209
System Sales reported by Pizza 73 restaurants in Royalty Pool <sup>(6)</sup>	21,484	21,881	23,792	22,103
Total System Sales	\$ 132,253	\$ 133,091	\$ 141,406	\$ 133,312
Royalty – 6% on Pizza Pizza System Sales	\$ 6,646	\$ 6,673	\$ 7,056	\$ 6,673
Royalty – 9% on Pizza 73 System Sales	1,934	1,969	2,142	1,989
Royalty income	\$ 8,580	\$ 8,642	\$ 9,198	\$ 8,662
Interest paid on borrowings <sup>(3)</sup>	(331)	(332)	(330)	(329)
Administrative expenses	(162)	(163)	(227)	(133)
Adjusted earnings available for distribution to the Company and to Pizza Pizza Limited <sup>(5)</sup>	\$ 8,087	\$ 8,147	\$ 8,641	\$ 8,200
Distribution on Class B and Class D Exchangeable Shares <sup>(4)</sup>	(1,633)	(1,644)	(1,577)	(1,556)
Current income tax expense	(1,409)	(1,375)	(1,480)	(1,392)
Adjusted earnings available for shareholder dividends <sup>(5)</sup>	\$ 5,045	\$ 5,128	\$ 5,584	\$ 5,252
Add back:				
Distribution on Class B and Class D Exchangeable Shares <sup>(4)</sup>	1,633	1,644	1,577	1,556
Adjusted earnings from operations <sup>(5)</sup>	\$ 6,678	\$ 6,772	\$ 7,161	\$ 6,808
Adjusted earnings per share <sup>(5)</sup>	\$ 0.216	\$ 0.219	\$ 0.233	\$ 0.221
Basic earnings per share	\$ 0.208	\$ 0.214	\$ 0.225	\$ 0.213
Dividends declared by the Company	\$ 5,186	\$ 5,148	\$ 5,106	\$ 5,022
Dividend per share	\$ 0.2107	\$ 0.2091	\$ 0.2074	\$ 0.2040
Payout ratio <sup>(5)</sup>	103%	100%	91%	96%

(1) The number restaurants for which the Pizza Pizza Royalty Limited Partnership (the "Partnership") earns a royalty ("Royalty Pool"), as defined in the amended and restated Pizza Pizza license and royalty agreement (the "Pizza Pizza License and Royalty Agreement") and the amended and restated Pizza 73 license and royalty agreement (the "Pizza 73 License and

Royalty Agreement”) (together, the “License and Royalty Agreements”). For the 2017 fiscal period, the Royalty Pool includes 651 Pizza Pizza restaurants and 100 Pizza 73 restaurants. The number of restaurants added to the Royalty Pool each year may differ from the number of restaurant openings and closings reported by Pizza Pizza Limited (“PPL”) on an annual basis as the periods for which they are reported differ slightly (see “Royalty Pool Adjustments”).

- (2) Same store sales growth (“SSSG”) means the change in period gross revenue of a particular Pizza Pizza or Pizza 73 restaurant as compared to sales in the previous comparative period, where the restaurant has been open at least 13 months. Additionally, for a Pizza 73 restaurant whose restaurant territory was adjusted due to an additional restaurant, the sales used to derive the Step-Out Payment (calculated as the difference between the average monthly Pizza 73 Royalty payment attributable to that Adjusted Restaurant in the 12 months immediately preceding the month in which the territory reduction occurs, less the Pizza 73 Royalty payment attributable to the restaurant in the current month) may be added to sales to arrive at SSSG. SSSG does not have any standardized meaning under International Financial Reporting Standards (“IFRS”). Therefore, these figures may not be comparable to similar figures presented by other companies. See “Reconciliation of Non-IFRS Measures”.
- (3) The Company, indirectly through the Partnership, incurs interest expense on the \$47 million outstanding bank loan. Interest expense also includes amortization of loan fees and off-market swap payments. See “Interest Expense”.
- (4) Represents the distribution to PPL from the Partnership on Class B and Class D Units of the Partnership. The Class B and D Units are exchangeable into common shares of the Company (“Shares”) based on the value of the Class B Exchange Multiplier and the Class D Exchange Multiplier at the time of exchange as defined in the License and Royalty Agreements, respectively, and represent 21.1% of the fully diluted Shares at March 31, 2017 (December 31, 2016 – 20.4%). During the quarter ended March 31, 2017, as a result of the final calculation of the equivalent Class B and Class D Share entitlements related to the January 1, 2016 Adjustment to the Royalty Pool, PPL was paid a distribution on additional equivalent Shares as if such Shares were outstanding as of January 1, 2016. Included in the three months ended March 31, 2017, is the payment of \$8 in distributions to PPL pursuant to the true-up calculation (March 31, 2016 - PPL was paid \$22).
- (5) “Adjusted earnings available for distribution to the Company and Pizza Pizza Limited”, “Adjusted earnings from operations”, “Adjusted earnings available for shareholder dividends”, “Adjusted earnings per Share”, “Payout Ratio”, and “Working Capital” do not have any standardized meaning under IFRS. Therefore, these figures may not be comparable to similar figures presented by other companies. See “Reconciliation of Non-IFRS Measures”.
- (6) System Sales (as defined in the License and Royalty Agreements) reported by Pizza Pizza and Pizza 73 restaurants include the gross sales of Pizza Pizza company-owned, jointly-controlled and franchised restaurants, excluding sales and goods and service tax or similar amounts levied by any governmental or administrative authority. System Sales do not represent the consolidated operating results of the Company but are used to calculate the royalties payable to the Partnership as presented above.

## OVERVIEW AND BUSINESS OF THE COMPANY

The following Management's Discussion and Analysis (the “MD&A”) is a discussion of the results of operations and financial condition of the Company for the three months (the “Quarter”) and six months (the “Period”) ended June 30, 2017. The Financial Statements of the Company are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board. The MD&A has been prepared as of August 8, 2017.

The Company, indirectly through the Partnership, owns the trademarks and trade names used by PPL in its Pizza Pizza and Pizza 73 restaurants. The Pizza Pizza trademarks and other intellectual property (the “Pizza Pizza Rights”) were licensed to PPL in 2005 for 99 years for which PPL pays the Partnership a royalty equal to 6% of the System Sales of its Pizza Pizza restaurants in the Royalty Pool. On July 24, 2007, the Partnership acquired the trademarks and other intellectual property of Pizza 73 (the “Pizza 73 Rights”) from Pizza 73 Inc. and licensed them to PPL for 99 years, for which PPL pays a royalty equal to 9% of the System Sales of the Pizza 73 restaurants in the Royalty Pool. For 2017, the Royalty Pool consists of 651 Pizza Pizza restaurants and 100 Pizza 73 restaurants.

Readers should note that the number of restaurants added to the Royalty Pool each year may differ from the number of restaurant openings and closings reported by PPL on an annual basis as the periods for which they are reported differ slightly (see “Royalty Pool Adjustments”).

### About the Pizza Pizza Brand

Pizza Pizza is a franchise-oriented restaurant business operating primarily in the province of Ontario in which it dominates the pizza quick service restaurant (“QSR”) segment. Of the 653 Pizza Pizza restaurants at June 30,

2017, 644 are franchised or licensed and nine are owned and operated as corporate restaurants. Of the 653 restaurants, 227 are non-traditional locations which have limited operating hours and a limited menu.

PPL, a privately-held company, provides a high level of service and operational support to restaurant operators, including turn-key restaurants, a central food distribution centre which supplies all food and non-food items used in Pizza Pizza restaurant operations, and monitoring systems intended to ensure product and service quality and operational consistency across the chain.

Pizza Pizza has a modern restaurant system. The centrally managed renovation or re-imaging program, funded by PPL's franchisees, allows for the continuous renewal of the Pizza Pizza concept.

#### About the Pizza 73 Brand

There are 105 Pizza 73 locations operating in the QSR segment, principally in the province of Alberta. The majority of the traditional Pizza 73 restaurants are not franchised, but instead are owned and operated as independent businesses. Of the 81 traditional restaurants, 78 are operated by a corporation jointly-owned by PPL and an independent owner/operator, and three are franchised or licensed. There are 24 non-traditional locations which are sublicensed and have limited operating hours and a limited menu. Pizza 73 currently has six traditional locations outside of Alberta; four in Saskatchewan and two in British Columbia. Sales through its centralized call centre and on-line ordering, together, account for approximately 90% of Pizza 73's system sales. The Pizza 73 business also includes two central food distribution centres.

#### System Sales and PPL's Interest

A key attribute of the Company is that revenues are based on top-line System Sales of the restaurants in the Royalty Pool and not on the profitability of either PPL or the restaurants. Moreover, the Company is not subject to the variability of earnings or expenses of either PPL or the restaurants. The Company's only expenses are administration expenses, interest on debt, and income taxes. Thus, its success depends primarily on the ability of PPL to maintain and increase System Sales of the Royalty Pool and to meet its royalty obligations.

Increases in System Sales are derived from both the opening of new Pizza Pizza and Pizza 73 restaurants and SSSG. The key metric for yield growth of the Company is SSSG, which is dependent on maintaining operational excellence within each restaurant, general market conditions, pricing, and marketing programs undertaken by PPL. PPL has historically maintained a low closure rate of traditional restaurants throughout its chain.

As of January 1, 2017, PPL indirectly held an effective 21.1% interest in the Company (December 31, 2016 – 20.4%) by holding all Class B and Class D Units of the Partnership. PPL has the right to exchange one Class B or Class D Unit indirectly for that number of Shares equal to the Class B Exchange Multiplier or Class D Exchange Multiplier, respectively, applicable at the date of such exchange, as described under "Royalty Pool Adjustments". The Class B and Class D Units are entitled to receive monthly distributions established by PPRC's board of directors. A monthly distribution is paid to both PPL and PPRC on a pro rata ownership basis, with PPRC's ownership held through its Class A and Class C limited partnership units of the Partnership.

#### SAME STORE SALES GROWTH ("SSSG")

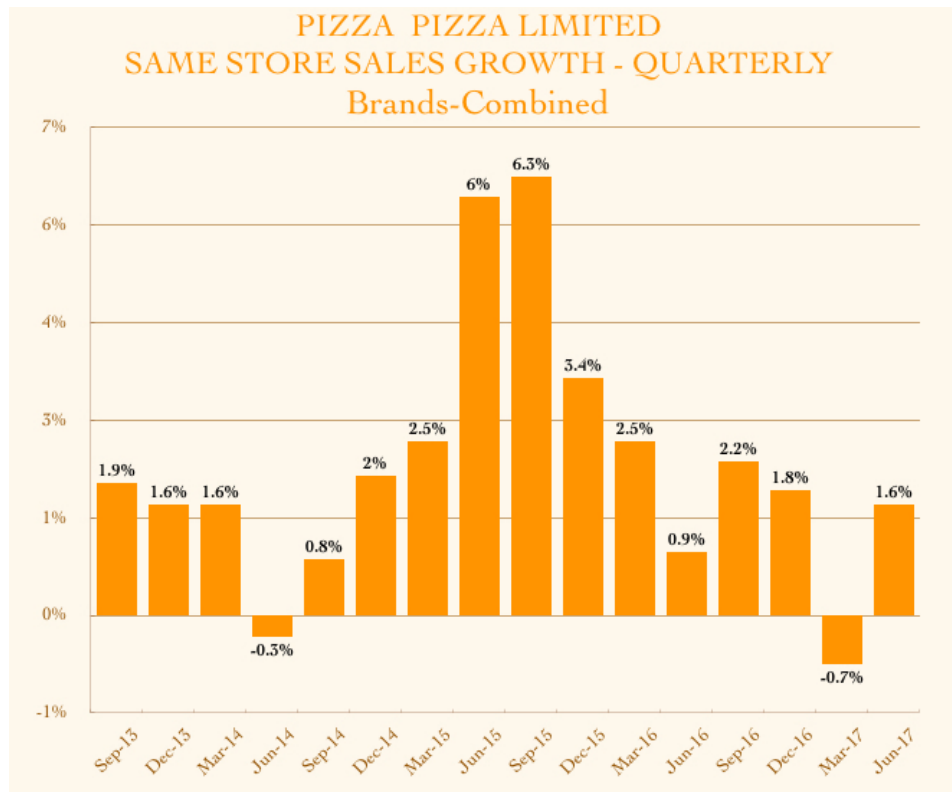
SSSG, the key driver of yield growth for shareholders of the Company, increased by 1.6% (2016 – increased 0.9%) for the Quarter and increased by 0.5% (2016 – increased 1.7%) for the Period when compared to the same period in 2016. See "Reconciliation of Non-IFRS Measures".

SSSG	Second Quarter		Year-to-Date	
	(%)		(%)	
	2017	2016	2017	2016
Pizza Pizza	2.3	2.8	0.8	3.8
Pizza 73	(2.1)	(7.8)	(1.4)	(7.9)
Combined	1.6	0.9	0.5	1.7

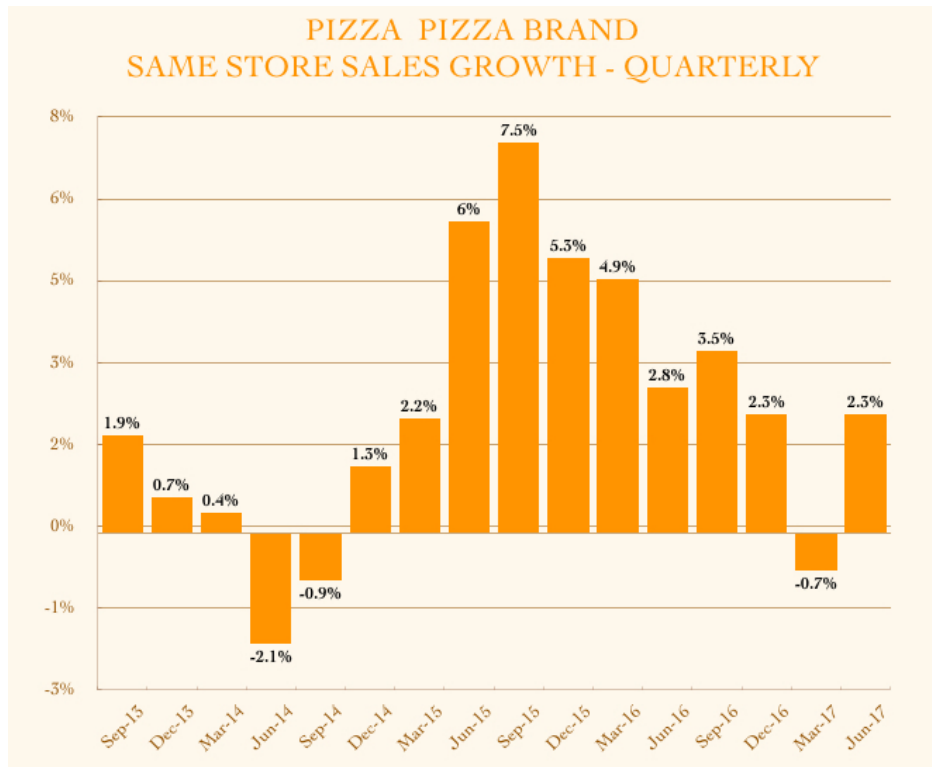
SSSG is driven by the growth in the average customer check and in customer traffic, both of which are affected by changes in pricing and sales mix. During the Quarter and for the Period, the average check decreased while customer traffic increased when compared to the same periods last year, on a consolidated basis. The decrease in the average check is a result of promotional activity and selective menu pricing designed to increase customer traffic, especially at the Pizza 73 brand operating largely in the weakened Alberta economy. The strategy has been successful in increasing combined SSSG. PPL's management believes that geographic diversification has proven to be key to consistent, overall Royalty Pool sales growth.

The following charts show historical SSSG performance:

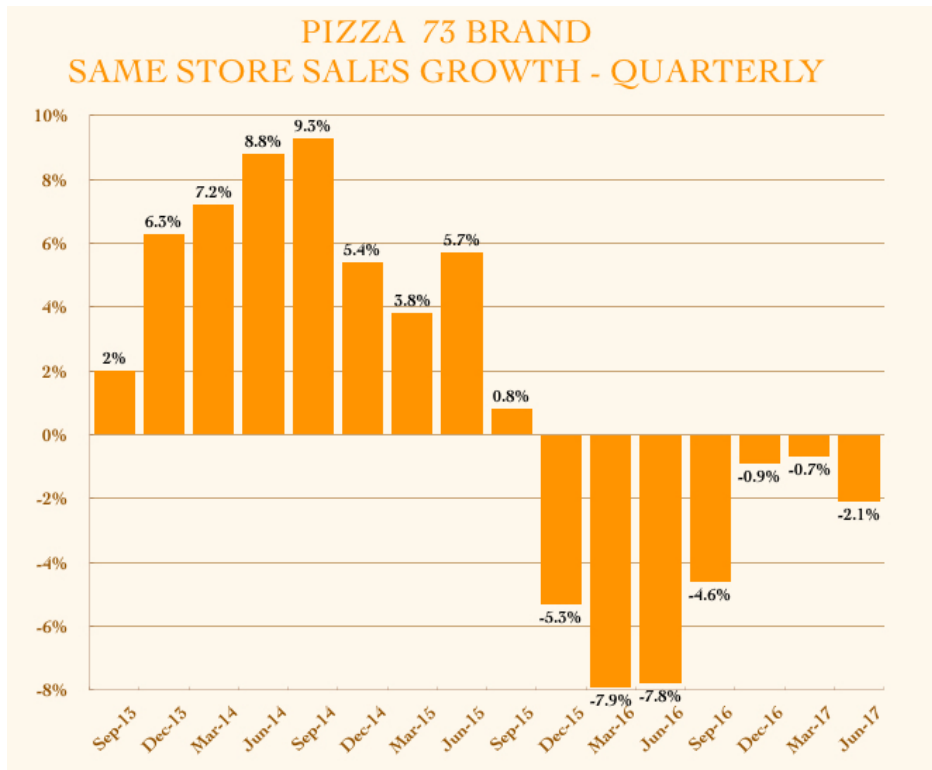
a) Quarterly SSSG, in which both brands are combined:



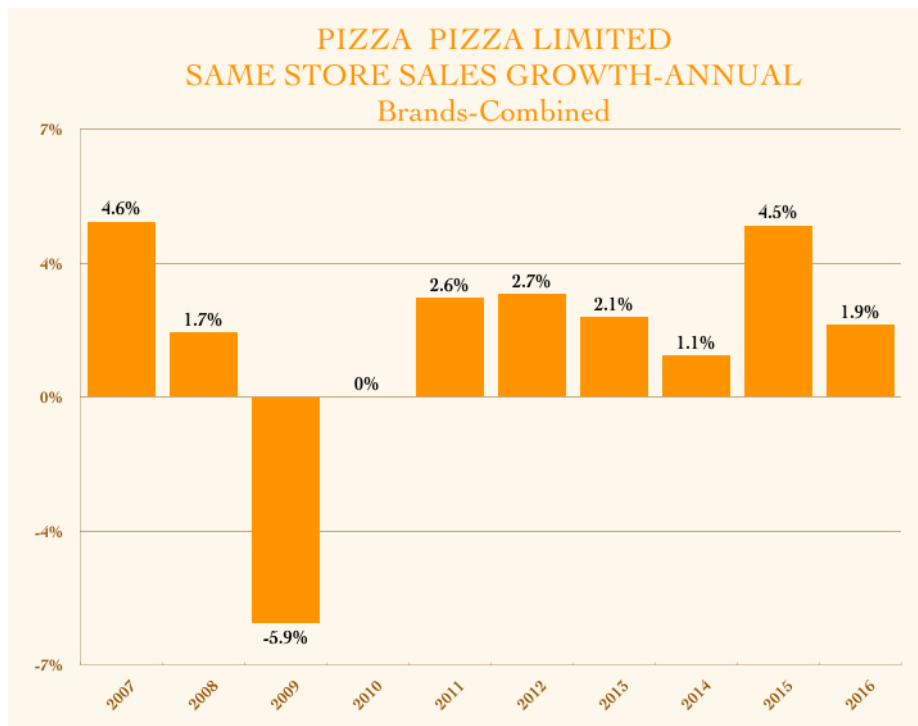
**b) Quarterly SSSG, Pizza Pizza brand only:**



**c) Quarterly SSSG, Pizza 73 brand only**



**d) Annual SSSG, in which both brands are combined:**



**ROYALTY POOL SALES**

The restaurants in the Royalty Pool increased to 751 on January 1, 2017 (the “Adjustment Date”) to include 27 new restaurants less 12 closed restaurants. In the prior year, the Royalty Pool included 736 restaurants.

System sales from the 751 restaurants in the Royalty Pool for the Quarter increased 1.7% to \$134.6 million from \$132.3 million in the same quarter last year when there were 736 restaurants in the Royalty Pool. System sales for the Period increased 1.2% to \$268.4 million from \$265.3 million in the prior year’s comparative period. System Sales in the prior year 6 month period included an extra day of sales in February 2016 due to the leap year, which management estimated to be \$1.0 million.

By brand, sales from the 651 Pizza Pizza restaurants in the Royalty Pool increased 2.9% to \$114.0 million for the Quarter compared to \$110.8 million in the same quarter last year. Sales from the 100 Pizza 73 restaurants decreased 4.3% to \$20.6 million for the Quarter compared to \$21.5 million in the same quarter last year.

For the Period, sales from the Pizza Pizza restaurants in the Royalty Pool increased 2.0% to \$226.5 million for the Quarter compared to \$222.0 million in the same period last year. Sales from the Pizza 73 restaurants decreased 3.3% to \$41.9 million compared to \$43.4 million in the same period last year.

Total Royalty Pool System Sales for the Quarter and Period increased over the comparative period as a result of the impact of net, new restaurants added to the Royalty Pool on January 1, 2017, and by the impact of the reported same store sales growth (see “Same Store Sales Growth (“SSSG”)”). Additionally, the extra day of sales in the prior year quarter should be considered when comparing 2017 to 2016. SSSG is unaffected by the extra day of sales.

The Pizza Pizza and Pizza 73 restaurants are subject to seasonal variations in their business. System Sales for the quarter ended March 31 have generally been the softest. System sales for the quarter ended December 31 have generally been the strongest.

## COMPANY OPERATING RESULTS

The Financial Statements incorporate the assets and liabilities of the Company and its subsidiaries as at June 30, 2017 and the operating results of the Company and these subsidiaries for the Quarter and Period ended June 30, 2017. The Company's subsidiaries and its respective holdings are outlined below:

<u>Subsidiary</u>	<u>Holding</u>
Pizza Pizza Royalty Limited Partnership	78.9%
Pizza Pizza GP Inc.	78.9%

**Royalty income** earned by the Partnership increased 1.3% to \$8.7 million for the Quarter and increased 0.8% to \$17.4 million for the Period. A 6% royalty was earned on the Royalty Pool of 651 Pizza Pizza restaurants reporting \$114.0 million in System Sales for the Quarter and \$226.5 million for the Period. A 9% royalty was earned on the Royalty Pool of 100 Pizza 73 restaurants reporting \$20.6 million in System Sales for the Quarter and \$41.9 million for the Period.

Royalty income for the prior year's comparative Quarter and Period was \$8.6 million and \$17.2 million, respectively. The 636 Pizza Pizza restaurants in the Royalty Pool reported System Sales of \$110.8 million for the Quarter and \$222.0 million for the Period, while the 100 Pizza 73 restaurants reported System Sales of \$21.5 million and \$43.4 million for the Quarter and Period, respectively

The overall increase in royalty income earned on the restaurants in the Royalty Pool is largely due to the increase in SSSG (see "Same Store Sales Growth ("SSSG)") plus net, new restaurants added to the Royalty Pool on January 1, 2017, offset by the extra day of sales in February 2016 due to the leap year.

**Administrative expenses** for the Quarter were \$176,000 and \$314,000 for the Period. For the prior year comparable periods, administrative expenses were \$162,000 and \$326,000, respectively. Administrative expenses are incurred in the Partnership, and consist of directors' fees, audit, legal and public reporting fees as well as directors' & officers' insurance. The increase in expenses for the Quarter relates to auditor fees incurred on the IFRS 15 Revenue Recognition assessment.

The Company's **Operating earnings** increased 1.2% to \$8.5 million compared to \$8.4 million for the same quarter of 2016. For the Period, operating earnings increased 0.9% to \$17.0 million compared to \$16.9 million in the prior year comparable period. The period over period increase is due to the increase in royalty income and net restaurant additions to the Royalty Pool.

**Interest expense** for the Quarter is outlined in the table below, which reconciles interest reported on the Financial Statements to the actual interest paid on the credit facility.

On April 24, 2015, in conjunction with the early renewal of the credit facility, the Partnership terminated its, then, existing swap agreements and entered into two new interest rate swap agreements. The new agreements fixed the facility interest rate until April 2020 at the Bankers' Acceptance rate of 1.875% plus a credit spread which is initially set at 0.875%. The effective interest rate on the \$47 million bank loan is currently 2.75%.

(in thousands of dollars)	3 months ended		6 months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Interest expense	207	208	412	411
Loan fee amortization	2	10	4	21
Interest expense per financial statements	209	218	416	432
Interest paid to draw down swap termination and out-of-market costs	121	113	226	231
Interest paid on borrowings	330	331	642	663



**Distributions made by the Partnership on the Class B and D Equivalent Shares** on a per share basis were \$0.2613 for the Quarter compared to \$0.2581 in the same quarter of 2016. For the Period, distributions were \$0.5226 per share compared to \$0.5145 per share in the prior year comparable period. The monthly Partnership distribution to both PPL and PPRC was increased in June 2016 to \$0.0871 (\$1.046 annualized). The increase in the distribution effective June 2016, together with the increase in the number of Class B and Class D Equivalent Shares relating to the January 1, 2017 vend-in, increased the overall distribution paid.

**Distributions to the Company by the Partnership on its Class A and Class C LP units** are calculated on a pro rata ownership basis; the Company owns 78.9% of the Partnership and PPL owns 21.1%. Monthly, available Partnership funds are distributed based on the percentage ownership. The Company reserves a portion of its monthly distribution for taxes and, on occasion, replenishment of the cash reserve, prior to paying the shareholder dividend. See "Dividends".

**Earnings before income taxes** measure operations after financing costs. For the Quarter, the Company reported earnings of \$8.3 million compared to \$8.2 million in the comparable quarter of 2016. Earnings for the Period were \$16.6 million compared to \$16.5 million in the prior year comparative period. The increase in earnings in the Quarter and Period is attributable to an increase in royalty income and a decrease in interest expense on borrowings.

**Current income tax expense** for the Quarter was \$1.4 million and \$2.7 million for the Period. For the 2016 comparable quarter and period, the current tax was \$1.4 million and \$2.8 million, respectively. The tax expense remained consistent in both periods as operating results were comparable.

Of particular note is that the Company's adjusted accounting earnings from operations before income taxes differs significantly from its taxable income due largely to the tax amortization of the Pizza Pizza and Pizza 73 Rights and Marks. The amount of the tax amortization deducted is based on a declining basis and will decrease annually.

The Company's decrease in ownership of the Partnership, an increase in royalty income, and a decrease in tax amortization resulted in an effective tax rate of 21.3% for the Period (2016 – 22.0%) compared to the Company's applicable statutory tax rate of 26.5% (2016 – 26.5%).

**Deferred tax expense** for the Quarter and Period, a non-cash item, was \$0.3 million and \$0.5 million, respectively, compared to \$0.3 million and \$0.6 million, for the respective periods in 2016. Deferred tax expense arises from a temporary timing difference between the accounting and tax basis of the Pizza Pizza and Pizza 73 Rights and Marks.

**Earnings** for the Quarter increased 2.7% to \$6.6 million from \$6.4 million in the comparable quarter last year. For the Period, earnings were \$13.4 million compared to \$13.1 million in the same period of 2016. The increase in earnings resulted from a slight increase in royalty income plus a decrease in administrative expenses and deferred tax expense.

## RECONCILIATION OF NON-IFRS MEASURES

The Company's net earnings, as presented under IFRS includes non-cash items, such as deferred tax, that do not affect the Company's business operations or its ability to pay dividends to shareholders. The Company believes that earnings is not the only, or most meaningful, measurement of the Company's ability to pay dividends or measure the rate at which the Company is paying out its earnings. Therefore, the Company reports the following non-IFRS measures:

- Adjusted earnings available for distribution to the Company and PPL;
- Adjusted earnings from operations;
- Adjusted earnings available for shareholder dividends;
- Adjusted earnings per share ("EPS"); and
- Payout Ratio.

The Company believes that the above noted measures provide investors with more meaningful information regarding the amount of cash that the Company has generated to pay dividends, and help illustrate the Company's operating performance and highlight trends in the Company's business. These measures are also frequently used by analysts, investors, and other interested parties in the evaluation of issuers in the Company's sector, particularly those with a royalty-based model. The adjustments to net earnings as recorded under IFRS relate to non-cash items included in earnings and cash payments accounted for on the statement of financial position. Investors are cautioned, however, that this should not be constructed as an alternative to net earnings as a measure of profitability. The method of calculating Adjusted earnings available for distribution to the Company and Pizza Pizza Limited, Adjusted earnings from operations, Adjusted earnings available for shareholder dividends, Adjusted EPS, and Payout Ratio for the purposes of this MD&A may differ from that used by other issuers and, accordingly, these measures may not be comparable to similar measures used by other issuers.

The table below reconciles the following to "Earnings for the period before income taxes" which is the most directly comparable measure calculated in accordance with IFRS:

- Adjusted earnings available for distribution to the Company and Pizza Pizza Limited,
- Adjusted earnings from operations, and
- Adjusted earnings available for shareholder dividends

(in thousands of dollars, except number of shares)	3 months ended		6 months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
<b>Earnings for the period before income taxes</b>	<b>8,306</b>	<b>8,200</b>	<b>16,633</b>	<b>16,464</b>
Interest payment related to the 2015 swap termination costs	(121)	(113)	(226)	(231)
<b>Adjusted earnings available for distribution to the Company and Pizza Pizza Limited</b>	<b>8,185</b>	<b>8,087</b>	<b>16,407</b>	<b>16,233</b>
Current income tax expense	(1,367)	(1,409)	(2,741)	(2,784)
<b>Adjusted earnings from operations</b>	<b>6,818</b>	<b>6,678</b>	<b>13,666</b>	<b>13,449</b>
Less: Distribution on Class B and Class D Exchangeable Shares	(1,743)	(1,633)	(3,477)	(3,277)
<b>Adjusted earnings available for shareholder dividends</b>	<b>5,075</b>	<b>5,045</b>	<b>10,189</b>	<b>10,172</b>
Weighted average Shares – diluted	31,213,495	30,921,241	31,213,495	30,921,241

The **Basic EPS** and the **Adjusted EPS** calculations both include PPL's Class B and Class D Exchangeable Shares since they are exchangeable into and economically equivalent to the Shares. See "Adjusted EPS".

**Adjusted EPS** is measured on Adjusted earnings from operations as explained above. Adjusted EPS for the Quarter increased 1.1% to \$0.218 when compared to the same period of 2016, and increased 0.7% for the Period. Basic EPS is adjusted as follows:

	3 months ended		6 months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
<b>Basic EPS</b>	0.212	0.208	0.429	0.423
Adjustments:				
Interest rate swap draw down	(0.004)	(0.003)	(0.007)	(0.008)
Deferred tax expense	0.010	0.011	0.016	0.0020
<b>Adjusted EPS</b>	<b>0.218</b>	<b>0.216</b>	<b>0.438</b>	<b>0.435</b>

**Payout Ratio** is a non-IFRS financial measure that does not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other issuers. The Company presents the Payout Ratio to illustrate the earnings being returned to shareholders. The Company's Payout Ratio is calculated by dividing the dividends declared to shareholders by the adjusted earnings from operations, after paying the distribution on Class B and Class D Exchangeable Shares, in that same period.

(in thousands of dollars, except as noted otherwise)	3 months ended		6 months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Dividends declared to shareholders	5,266	5,186	10,532	10,334
Adjusted earnings available for shareholder dividends	5,075	5,045	10,189	10,172
<b>Payout Ratio</b>	<b>104%</b>	<b>103%</b>	<b>103%</b>	<b>102%</b>

**Working Capital** is defined as total current assets less total current liabilities. The Company views working capital as a measure for assessing overall liquidity and its ability to stabilize dividends and fund unusual expenditures in the event of short- to medium-term variability in Royalty Pool System Sales.

(in thousands of dollars)	June 30, 2017	December 31, 2016
Total current assets	7,639	8,276
Less: Total current liabilities	2,809	3,107
<b>Working Capital</b>	<b>4,830</b>	<b>5,169</b>

**SSSG** is a key indicator used by the Company to measure performance against internal targets and prior period results. SSSG is commonly used by financial analysts and investors to compare PPL to other QSR brands. SSSG is defined as the change in period gross revenue of Pizza Pizza and Pizza 73 restaurants as compared to sales in the previous comparative period, where the restaurant has been open at least 13 months. Additionally, for a Pizza 73 restaurant whose restaurant territory was adjusted due to an additional restaurant, the sales used to derive the Step-Out Payment may be added to sales to arrive at SSSG (as defined in footnote 2 on page 3). SSSG is not affected by the additional day during the leap year, as SSSG is calculated using sales on a weekly comparative basis. It is a key performance indicator for the Company as this measure excludes sales fluctuations due to store closings, permanent relocations and chain expansion.

The following table calculates SSSG by reconciling Royalty Pool System Sales, based on calendar year, to PPL's 13-week sales reporting period used in calculating same store sales.

(in thousands of dollars)	3 months ended		6 months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
<b>Total Royalty Pool System Sales</b>	134,562	132,253	268,426	265,344
Adjustments for stores not in both periods, Step-Out payments, and the impact of calendar reporting	(1,573)	(1,406)	(1,506)	373
Same Store Sales	132,989	130,847	266,920	265,717
<b>SSSG</b>	<b>1.6%</b>	<b>0.9%</b>	<b>0.5%</b>	<b>1.7%</b>

## DIVIDENDS

The Company declared shareholder dividends of \$5.3 million, or \$0.2139 per Share, for the Quarter compared to \$5.2 million, or \$0.2107 per Share, for the prior year comparable quarter. This is a 1.5% increase per share on a quarter-over-quarter basis. The payout ratio was 104% for the Quarter and was 103% in the prior year comparable quarter.

For the Period, the Company declared shareholder dividends of \$10.5 million, or \$0.4278 per Share, compared to \$10.3 million, or \$0.4198 per Share, for the prior year comparable period. The payout ratio was 103% for the Period and was 102% in the prior year comparable period.

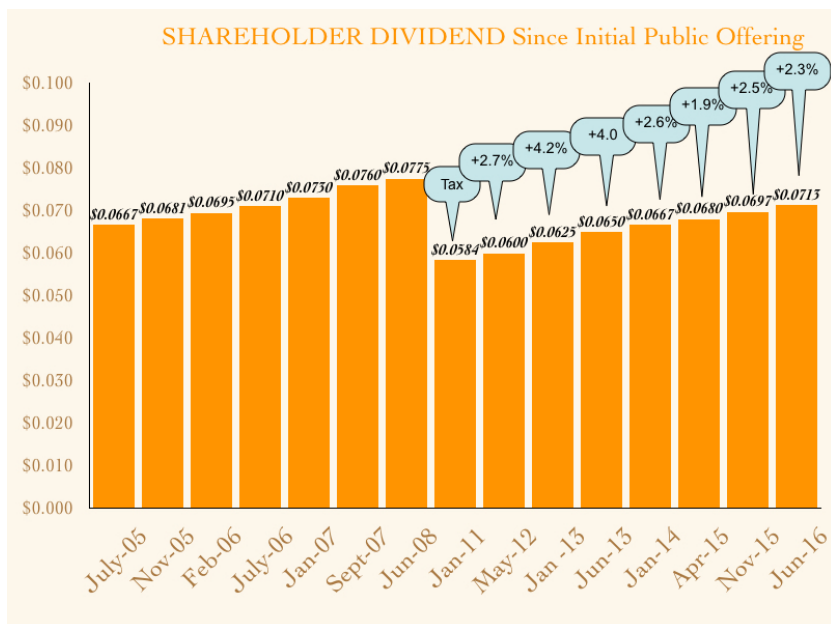
In June 2016, the Company increased the monthly dividend by 2.3% to \$0.0713 per Share. On an annualized basis, the dividend was increased by \$0.019 to \$0.8556. The previous dividend increase was in November 2015, when the Company increased the monthly dividend by 2.5% to \$0.0697 per Share.

Dividends declared for 2017 are as follows:

<u>Period</u>	<u>Payment Date</u>	<u>Amount/share</u>
January 1-31, 2017	February 15, 2017	7.13¢
February 1-28, 2017	March 15, 2017	7.13¢
March 1-31, 2017	April 13, 2017	7.13¢
April 1-30, 2017	May 15, 2017	7.13¢
May 1-31, 2017	June 15, 2017	7.13¢
June 1-30, 2017	July 14, 2017	7.13¢
<b>Total</b>		<b>42.78¢</b>

Dividends were funded entirely by cash flow from operations and the working capital reserve. No debt was incurred during the period to fund dividends.

From July 2005 to June 2008, the Company increased distributions six times. In January 2011, the Company began paying the new Specified Investment Flow-Through Tax, or SIFT Tax. This corporate income tax required an adjustment to the distribution in January 2011. Subsequent to January 2011, the distribution became an eligible dividend in the hands of shareholders as opposed to its previous treatment as interest income. Since January 2011, the dividend has been increased seven times as depicted in the chart below.



## LIQUIDITY & CAPITAL RESOURCES

The Company's policy is to distribute all available cash in order to maximize returns to shareholders over time, after allowing for reasonable reserves. Despite seasonal variations inherent to the restaurant industry, the Company's policy is to make equal dividend payments to shareholders on a monthly basis in order to smooth out income to shareholders. Any further increase in dividends will be implemented with a view to maintain the continuity of uniform

monthly distributions. It is expected that future dividends will continue to be funded entirely by cash flow from operations and the cash reserve.

The Company's working capital reserve is \$4.8 million at June 30, 2017, which is a decrease of \$189,000 for the Quarter and a \$339,000 for the Period. The decrease in the reserve was the result of relatively flat Adjusted earnings in the Quarter compared to the prior year comparable quarter, coupled with an increase in the dividend effective June 2016.

The reserve is available to stabilize dividends and fund other expenditures in the event of short- to medium-term variability in System Sales and, thus, the Company's royalty income. With this reserve now in place, going forward, the Company will continue to target an annual payout ratio at or near 100%. The Company does not have capital expenditure requirements or employees.

### Credit Facilities

On April 24, 2015, the Partnership renewed its \$47 million credit facility with a syndicate of Canadian chartered banks. The outstanding balance of the facility was unchanged, however the maturity of the facility was extended to April 24, 2020; the previous maturity was December 6, 2016. The facility bears interest at the Bankers' Acceptance rate plus a credit spread between 0.875% to 1.375%, depending on the level of debt-to-earnings before interest, taxes, depreciation and amortization ("EBITDA"), with EBITDA defined as annualized earnings before interest, taxes, depreciation and amortization. In conjunction with the early renewal of the credit facility, the Partnership also blended and extended its two existing swaps into two new swap arrangements. Beginning April 24, 2015, the portion of the interest rate which is fixed with the swaps decreased from 2.87% to 1.875% per annum. The Partnership's effective interest rate, beginning April 24, 2015, is 2.75% comprised of a fixed 1.875% plus the credit spread, currently set at 0.875%. Prior to April 24, 2015, the effective interest rate on the facility was 4.12%, comprised of a fixed 2.87% plus the credit spread of 1.25%.

The credit facility includes affirmative and negative covenants customary for agreements of this nature. In particular, the Partnership has agreed to a financial covenant in which, on a four quarter rolling basis, Distributions may not exceed Distributable Cash Flow for such period *plus* the aggregate amount of Distributable Cash Flow for prior Distribution Periods not distributed, which as at June 30, 2017 was \$7.2 million (December 31, 2016 - \$6.8 million). In addition, the Partnership is required to maintain a funded debt-to-EBITDA ratio not to exceed 2.0:1 on a four quarter rolling average. The debt-to-EBITDA ratio for the last four-quarter rolling average is 1.35:1 (December 31, 2016 – 1.36:1). The Partnership is presently making interest-only payments on the non-revolving credit facility. The debt-to-EBITDA ratio for the last four quarters' rolling average continues to be below 1.5:1 therefore the credit spread is 0.875%. If, in the future, the ratio increases above 1.5:1, the credit spread will change as follows:

Debt:EBITDA	Credit Spread
< 1.5:1	0.875%
1.5 - 2.0:1	1.125%
> 2.0:1	1.375%

### ROYALTY POOL ADJUSTMENTS

Annually, on January 1 (the "Adjustment Date"), an adjustment is made to the Royalty Pool to include the forecasted System Sales from new Pizza Pizza restaurants opened on or before December 31 of the prior year, less System Sales from any Pizza Pizza restaurants that have been permanently closed during the year. Once adjusted, the Royalty Pool remains fixed for the year, consequently, the number of stores in the Royalty Pool may vary from the number of stores actually open at any given time during the year. As the Royalty Pool does not reflect current year changes until the next Adjustment Date. The change in the amount of the Royalty due to the Partnership as a result of changes in the System Sales of the Royalty Pool will affect PPL's retained interest through an adjustment to the rate at which the Class B units of the Partnership may ultimately be exchanged for Shares. On the Adjustment Date, the adjustment to the Class B Exchange Multiplier (as defined in the Pizza Pizza License and Royalty Agreement) involves first calculating the "Determined Amount", which is defined as 92.5% of the royalty revenue added to the

Royalty Pool, divided by the prevailing yield of the Shares. Beginning January 1, 2012, the Determined Amounts are multiplied by a number equal to  $(1 - \text{Tax}\%)$  where "Tax%" is an estimate of the Company's effective tax rate for the year (determined using the total income taxes paid by the Company during the fiscal year divided by the total cash received by the Company during that fiscal year) (i.e., for the Adjustment Date of January 1, 2017, it will be the effective Company tax rate for the year ended December 31, 2016). This estimate of the effective tax rate will be subject to an adjustment when the actual effective entity level tax rate of the Company for the year is known. The Determined Amount is multiplied by 80%, then divided by the current market price of the Shares, and then further divided by the number of Class B units outstanding. This fraction is added to the Class B Exchange Multiplier from the preceding year, which was "one" on the closing of the Fund's initial public offering. On the following Adjustment Date, a second adjustment to the Class B Exchange Multiplier will be made in the same manner once the System Sales for new restaurants are known with certainty. The adjustment for new restaurants rolled into the Royalty Pool is designed to be accretive for current shareholders.

If, during a year, a Pizza Pizza restaurant is closed, the sales of the restaurant from the closing date would no longer be included in the calculation of the royalty payable to the Partnership by PPL. To compensate for this, in certain circumstances, the Pizza Pizza License and Royalty Agreement and the Partnership's Amended and Restated Limited Partnership Agreement (the "Partnership Agreement") provide that an amount (the "Make-Whole Payment") reflecting the reduction in the royalty resulting from the restaurant closure will be paid by PPL to the Partnership for the balance of the year in which the restaurant was closed, commencing from the closing date. The Make-Whole Payment will be the sales of the closed restaurant for the first 52-week period in which it was included in the Royalty Pool multiplied by the royalty rate, one twelfth of which is payable each month until the Adjustment Date.

Similarly, on the Adjustment Date, a separate adjustment is made to the Royalty Pool for the Pizza 73 restaurants. The Royalty Pool is increased to include the forecasted System Sales from new Pizza 73 restaurants opened on or before September 1 of the prior year, less System Sales from any Pizza 73 restaurants that have been permanently closed during the year. On the Adjustment Date, the adjustment to the Class D Exchange Multiplier is calculated in a similar manner as the Class B Exchange Multiplier described above.

## **RESTAURANTS ADDED TO THE ROYALTY POOL**

### **2016 Royalty Pool Adjustment – true up**

In early January 2017, adjustments to royalty payments and PPL's Class B Exchange Multiplier were made based on the actual performance of the 24 new restaurants added to the Royalty Pool on January 1, 2016. As a result of the adjustments, the new Class B Exchange Multiplier is 1.819988 and Class B Units can be exchanged for 4,564,964 shares, which is an increase of 5,422 shares, effective January 1, 2016.

In early January 2017, adjustments to royalty payments and PPL's Class D Exchange Multiplier were made based on the actual performance of the two Pizza 73 restaurants added to the Royalty Pool on January 1, 2016. As a result of the adjustments, the new Class D Exchange Multiplier is 17.52620 and Class D Units can be exchanged for 1,752,620 shares, which is an increase of 9,313 shares, effective January 1, 2016.

### **2017 Royalty Pool Adjustment – Class B Exchange Multiplier**

On January 1, 2017, 15 net Pizza Pizza restaurants were added to the Royalty Pool as a result of 23 new restaurants opening and eight closing from January 1, 2016 to December 31, 2016. The additional system sales from the 23 new restaurants are estimated at \$7.7 million annually less sales of \$0.9 million from eight permanently closed Pizza Pizza restaurants resulting in net estimated Pizza Pizza sales of \$6.8 million added to the Royalty Pool. The total number of Pizza Pizza restaurants in the Royalty Pool has increased to 651. The yield of the shares was determined to be 5.16% calculated using \$16.43 as a weighted average share price. Weighted average share price is calculated based on the market price of the shares traded on the Toronto Stock Exchange during the period of twenty consecutive days ending on the fifth trading day before January 1, 2017. As a result of the contribution of the additional net sales to the Royalty Pool, the Class B Exchange Multiplier increased fractionally by 80% of the total adjustment or 0.110643; the new Class B Multiplier is 1.930631. This adjustment will also increase the entitlement of the holders of the Class B units to distributions of cash and allocations of income from the Partnership.

The second adjustment to the Class B Exchange Multiplier will be adjusted to be effective January 1, 2017, once the actual performance of the new restaurants is determined in early 2018.

### 2017 Royalty Pool Adjustment – Class D Exchange Multiplier

On January 1, 2017, the Pizza 73 Royalty Pool remained unchanged as a result of four new restaurants opening between September 2, 2015 and September 1, 2016 and four restaurants closing between January 1, 2016 and December 31, 2016. The forecasted additional system sales from the four new restaurants are estimated at \$1.2 million annually less \$0.2 million in system sales attributable to the four closed Pizza 73 restaurants resulting in net estimated Pizza 73 sales of \$1.0 million added to the Royalty Pool. The net estimated sales were further reduced by \$2.1 million in system sales attributable to certain restaurants previously added to the Royalty Pool whose territory adjusted a previously existing restaurant, resulting in a negative Pizza 73 Estimated Determined Amount. As per the Pizza Pizza Royalty Limited Partnership agreement, whenever the Estimated Determined Amount is negative it shall be deemed to be zero. Accordingly, the Class D Exchange Multiplier remained unchanged at 17.52620. Once the actual performance of the new restaurants is determined in early 2018, the Class D Exchange Multiplier may be adjusted to be effective January 1, 2017. The total number of Pizza 73 restaurants in the Royalty Pool remains at 100 for 2017.

### PPL's Ownership of the Company

In exchange for adding the forecasted Pizza Pizza system sales to the Royalty Pool, PPL has received 277,519 additional equivalent Shares (through the change to the Class B Exchange Multiplier). These represent 80% of the forecasted equivalent Shares entitlement to be received (346,899 equivalent Shares represent 100%), with the final equivalent Shares entitlement to be determined when the new restaurants' 2017 actual sales performance is known with certainty in early 2018.

PPL's Class D equivalent Share entitlement is unchanged for 2017. In any year that the forecasted system sales (less closed restaurants sales and other adjustments) is negative, as was the case with the Class D equivalent Share entitlement calculation for 2017, no increase or decrease in the Exchange Multiplier is made. PPL will only have a Class D equivalent Share entitlement for 2017 if the actual sales performance of the four new Pizza 73 restaurants, less the sales of adjustment restaurants, significantly exceeds forecasted system sales and yields net, positive sales when the actual sales performance is known with certainty in early 2018.

After giving effect to PPL's entitlement to additional equivalent Shares at January 1, 2017, PPL owns equivalent Shares representing 21.1% of the Company's fully diluted shares.

The chart below shows the Company shares that would be outstanding if all of the Class B and Class D Units held by PPL were converted to Company shares after accounting for their respective multipliers.

Shares outstanding & issuable on January 1, 2017		
Shares outstanding		24,618,392
Class B equivalent Shares held by PPL at December 31, 2016	4,559,542	
PPL additional Class B equivalent Shares - True-up Holdback as at December 31, 2016	5,422	
Additional PPL Class B equivalent Shares as of January 1, 2017	<u>277,519</u>	4,842,483
Class D equivalent Shares held by PPL at December 31, 2016	1,743,307	
PPL additional Class D equivalent Shares - True-up Holdback as at December 31, 2016	9,313	
Additional PPL Class D equivalent Shares as of January 1, 2017	<u>-</u>	1,752,620
Number of fully diluted shares		<u>31,213,495</u>
PPL's proportion of all shares outstanding and available for exchange		21.1%

## **OUTLOOK**

Pizza Pizza Limited is celebrating its 50<sup>th</sup> anniversary in 2017. Marketing campaigns are engaging customers through creative contests and compelling value offerings featuring our extensive menu.

Management believes this 50<sup>th</sup> year milestone event is providing excellent opportunities to leverage its brand dominance, especially when combined with PPL's competitive advantages of convenience, technological innovation, high-quality menu offerings and geographic diversification.

Also this year, PPL has begun a system-wide restaurant reimagining program which is expected to last three to five years. Restaurant signage and dining areas will be modernized to provide a renewed appearance for customer enjoyment.

In the second quarter, PPL reported an increase of 1.6% in SSSG compared to an increase of 0.9% in the same quarter last year; for the six months, SSSG was 0.5% compared to 1.7% in the prior year comparative period. During the Quarter and for the Period, the average check decreased while customer traffic increased when compared to the same periods last year. The decrease in the average check is a result of promotional activity and selective menu pricing designed to increase customer traffic, especially at the Pizza 73 brand operating largely in the weakened Alberta economy. The strategy has been successful in increasing combined SSSG.

By brand, Pizza Pizza reported an increase in SSSG of 2.3% for the Quarter. Pizza 73, operating largely in a weakened Alberta economy, reported a 2.1% decline in same store sales for the Quarter as the lower price of crude oil continues to negatively impact that province's consumer spending. PPL's management believes that geographic diversification has proven to be key to consistent, overall Royalty Pool sales growth.

The Company has accumulated a \$4.8 million working capital reserve which is available to stabilize dividends in the event of short- to medium-term variability in System Sales and to fund any unusual expenditures. Having established the working capital reserve, the Company is targetting an annual payout ratio at or near 100% in 2017. The Company does not have capital expenditure requirements or employees.

PPL believes its leading market share in its major markets presents long-term opportunities for continued sales growth, especially with new product introductions and the further expansion of digital ordering platforms that increase PPL's convenience advantage over many competitors.

## **CONTROLS AND PROCEDURES**

Internal controls and procedures are designed to provide reasonable assurance that relevant information is gathered and reported to senior management, including the Chief Executive Officer and the Chief Financial Officer of Pizza Pizza GP Inc., managing general partner of the Partnership and administrator of the Company, on a timely basis so that the appropriate decisions can be made regarding public disclosure. Internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements in accordance with IFRS.

Management carried out an evaluation of the effectiveness of design and operation of the Company's disclosure controls and procedures and internal controls over financial reporting as of June 30, 2017. It was determined that the Company's disclosure controls and procedures and internal controls over financial reporting were effective.

During the Quarter, there was no change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## **TRANSACTIONS WITH RELATED PARTIES**

The Company, through its ownership in the Partnership, has entered into related party transactions with PPL. PPL is considered a related party by virtue of holding Class B and Class D Exchangeable Shares that are exchangeable



into common shares of PPRC. Transactions with PPL include: the annual vend-in of restaurants into the Royalty Pool, monthly distributions from the Partnership to its partners, and expenses paid by PPL on behalf of the Partnership. These transactions have been entered into in the normal course of business and are measured at the exchange amount. The transactions with PPL are all pursuant to the terms of the Pizza Pizza Royalty Limited Partnership's Partnership Agreement. See note 8 of the Financial Statements of the Company for further details of the related party transactions.

## **CRITICAL ACCOUNTING ESTIMATES OF THE COMPANY**

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next period are addressed below:

### *Impairment of Rights and Marks*

Determining whether the rights and marks owned by the Partnership are impaired requires an estimation of the recoverable amount of the cash generating unit ("CGU") in which the assets are included. The value-in-use calculation requires the Company to estimate the future cash flows expected to arise from the Pizza Pizza brand and the Pizza 73 brand (the CGU is defined by brand) and a suitable pre-tax discount rate in order to calculate present value. In measuring future cash flows, the Company made assumptions about future sales, vend-in of restaurants to the Royalty Pool, tax rates, and terminal growth rates, by brand, which were based on historical experience and expected future performance. Determining the applicable pre-tax discount rate also involved estimating appropriate adjustments to market risk and to Company-specific risk factors. The two most sensitive assumptions used in the annual impairment tests performed at December 31, 2016 are pre-tax discount rates and terminal growth rates by Pizza Pizza brand and Pizza 73 brand. Pizza Pizza GP Inc. believes that there have been no declines in the carrying value of the intangible assets in the Partnership.

### *Consolidation*

Determining whether the Partnership is consolidated by the Company or PPL requires judgment. The significant judgments that were used to apply IFRS 10 included assessing which party had the power or current ability to direct decisions over the value creation and maintenance of the Pizza Pizza Rights and Marks and Pizza 73 Rights and Marks in the context of the purpose and design of the Partnership. Based on an assessment of the activities of the Partnership it was concluded that the Company controls the Partnership, and therefore consolidates its operations.

### *Fair value of derivatives*

The fair value of the interest rate swaps that are not traded in an active market is determined using valuation techniques. The Company uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

### *Significant accounting policies*

The significant accounting policies used in the preparation of the accompanying Financial Statements are consistent with those used in the Company's 2016 audit annual consolidated financial statements, and described in Note 2 therein.

## **RECENT ACCOUNTING PRONOUNCEMENTS**

Standards, amendments and interpretations to existing standards that are not yet effective and have not yet been early adopted by the Company:

### *IFRS 9, Financial Instruments ("IFRS 9")*

IFRS 9, as issued in 2014, introduces new requirements for the classification and measurement of financial instruments, a new expected-loss impairment model that will require more timely recognition of expected credit losses and a substantially reformed model for hedge accounting, with enhanced disclosures about risk management activity. IFRS 9 also removes the volatility in profit or loss that was caused by changes in an entity's own credit risk for liabilities elected to be measured at fair value. IFRS 9 is effective for annual periods beginning on or after January

1, 2018. Earlier application is permitted. The Company has not yet begun the process of evaluating the impact of this standard on its consolidated financial statements.

#### IFRS 15, Revenue from Contracts with Customers ("IFRS 15")

In May 2014, the IASB issued IFRS 15, which covers principles for reporting about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 becomes effective for annual periods beginning on or after January 1, 2018. The new revenue standards may be applied retrospectively to each prior period presented or retrospectively with the cumulative effect recognized as of the date of adoption. While the Company is still in the process of assessing the anticipated impact of the amended standard on its consolidated financial statements, it generally anticipates that the accounting for ongoing royalty revenues will not materially change. The Company has formed a project team to evaluate and implement the standard and currently anticipates adopting this standard in its first quarter of 2018 without restatement of prior periods presented.

#### IFRS 16, Leases ("IFRS 16")

In January 2016, the IASB has issued IFRS 16, its new leases standard that requires lessees to recognize assets and liabilities for most leases on their balance sheets. Lessees applying IFRS 16 will have a single accounting model for all leases, with certain exemptions. Lessor accounting is substantially unchanged. The new standard will be effective from January 1, 2019 with limited early application permitted. The Company has not yet begun the process of evaluating the impact of this standard on its consolidated financial statements.

## **RISKS & UNCERTAINTIES OF THE COMPANY**

The Company continues to recognize certain risks and uncertainties associated with the ordinary course of business, including those associated with the business and operations of PPL, upon which the Company relies solely for its earnings. For a detailed discussion of risks concerning the Company, see "Risk Factors" in the Company's Annual Information Form which is available at [www.sedar.com](http://www.sedar.com).

### **The Restaurant Industry**

The performance of the Company is directly dependent upon the royalty and interest payments received from PPL. The amount of royalty received from PPL is dependent on various external factors that may affect the limited service sector of the restaurant industry. The restaurant industry, generally, is intensely competitive with respect to price, service, location and food quality. Competitors include national and regional chains, as well as independently owned restaurants and retailers of frozen pizza. If PPL, Pizza Pizza franchisees and Pizza 73 operators are unable to successfully compete in the limited service sector, System Sales may be adversely affected, the amount of royalty reduced and the ability of PPL to pay the royalty may be impaired. Changes in demographic trends, traffic patterns, and the type, number, and location of competing restaurants also affect the restaurant industry. In addition, factors such as government regulations, risk of technology failures and breaches, smoking bylaws, inflation, publicity from any food borne illnesses, increased food, labour and benefits costs, and the availability of experienced management and hourly employees may adversely affect the restaurant industry in general and therefore, potentially, Pizza Pizza and Pizza 73 System Sales. PPL's success also depends on numerous factors affecting discretionary spending, including economic conditions, disposable consumer income and consumer confidence. Adverse changes in these factors could reduce guest traffic or impose practical limits on pricing, either of which could reduce sales and operating income, which could adversely affect revenue, the royalty and the ability of PPL to pay the royalty to the Company. For additional information concerning the performance of PPL, please refer to the PPL MD&A which is available at [www.sedar.com](http://www.sedar.com), [pizzapizza.ca](http://pizzapizza.ca) and [www.pizzapizzaroyaltycorp.com](http://www.pizzapizzaroyaltycorp.com).

## **FORWARD-LOOKING STATEMENTS**

Certain statements in this report, may constitute "forward-looking" statements, which involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this report, such statements include such words as "may", "will", "expect", "believe", "plan", and other similar terminology in conjunction with a discussion of future operating or financial performance. These statements reflect management's current expectations regarding future events and operating performance and speak only as of the date of this report. The Company does not intend to or assume any obligation to update any such forward looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. These forward-looking statements involve a number of risks and uncertainties. The following are some factors that could cause actual results to differ materially from those expressed in or underlying such forward-looking statements: competition, changes in demographic trends, changing consumer preferences and discretionary spending patterns, changes in national and local business and economic conditions, legislation and governmental regulation, accounting policies and practices, and the results of operations and financial condition of PPL. The foregoing list of factors is not exhaustive and should be read in conjunction with the Company's Annual Information Form.

## **ADDITIONAL INFORMATION**

Additional information about the Company, including the Company's most recent Annual Information Form, is available on SEDAR at [www.sedar.com](http://www.sedar.com), [www.pizzapizza.ca](http://www.pizzapizza.ca) or at the Company's website [www.pizzapizzaroyaltycorp.com](http://www.pizzapizzaroyaltycorp.com).