

**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 2016 results are not directly comparable to the 2015 results because of an extra day of royalty revenue in 2016 due to the leap year, in addition to the fact that there are 736 restaurants in the 2016 Royalty Pool compared to 730 restaurants in the 2015 Royalty Pool.

(in thousands of dollars, except number of restaurants, days in the period, per Share amounts, and noted otherwise)	3 months ended		6 months ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Restaurants in Royalty Pool	736	730	736	730
Same store sales growth <sup>(1)</sup>	0.9%	6.0%	1.7%	4.2%
Days in the period	91	91	182	181
System Sales reported by Pizza Pizza restaurants in the Royalty Pool <sup>(5)</sup>	\$ 110,769	\$ 107,138	\$ 221,978	\$ 212,403
System Sales reported by Pizza 73 restaurants in the Royalty Pool <sup>(5)</sup>	21,484	23,125	43,366	46,713
<b>Total System Sales</b>	<b>\$ 132,253</b>	<b>\$ 130,263</b>	<b>\$ 265,344</b>	<b>\$ 259,116</b>
Royalty – 6% on Pizza Pizza System Sales	\$ 6,646	\$ 6,428	\$ 13,319	\$ 12,744
Royalty – 9% on Pizza 73 System Sales	1,934	2,081	3,903	4,204
Royalty income	\$ 8,580	\$ 8,509	\$ 17,222	\$ 16,948
Interest paid on borrowings <sup>(2)</sup>	(331)	(379)	(663)	(864)
Administrative expenses	(162)	(139)	(326)	(264)
Adjusted earnings available for distribution to the Company and Pizza Pizza Limited <sup>(4)</sup>	\$ 8,087	\$ 7,991	\$ 16,233	\$ 15,820
Distribution on Class B and Class D Exchangeable Shares <sup>(3)</sup>	(1,633)	(1,557)	(3,277)	(3,631)
Current income tax expense	(1,409)	(1,069)	(2,784)	(2,259)
Adjusted earnings available for shareholder dividends <sup>(4)</sup>	\$ 5,045	\$ 5,365	\$ 10,172	\$ 9,930
Add back:				
Distribution on Class B and Class D Exchangeable Shares <sup>(3)</sup>	\$ 1,633	\$ 1,557	3,277	3,631
Adjusted earnings from operations <sup>(4)</sup>	\$ 6,678	\$ 6,922	\$ 13,449	\$ 13,561
Adjusted earnings per share <sup>(4)</sup>	\$ 0.216	\$ 0.225	\$ 0.435	\$ 0.441
Basic earnings per share	\$ 0.208	\$ 0.173	\$ 0.423	\$ 0.383
Dividends declared by the Company	\$ 5,186	\$ 5,022	\$ 10,334	\$ 9,575
Dividend per share	\$ 0.2107	0.2040	\$ 0.4198	\$ 0.4041
Payout ratio <sup>(4)</sup>	103%	94%	102%	96%
			June 30, 2016	December 31, 2015
Working capital <sup>(4)</sup>			\$ 4,773	\$ 4,916
Total assets			\$ 343,869	\$ 342,386
Total liabilities			\$ 68,831	\$ 68,940

	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	736	736	730	730
Same store sales growth <sup>(1)</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>(5)</sup>	\$ 110,769	\$ 111,210	\$ 117,614	\$ 111,209
System Sales reported by Pizza 73 restaurants in Royalty Pool <sup>(5)</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>(2)</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>(4)</sup>	\$ 8,087	\$ 8,147	\$ 8,641	\$ 8,200
Distribution on Class B and Class D Exchangeable Shares <sup>(3)</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>(4)</sup>	\$ 5,045	\$ 5,128	\$ 5,584	\$ 5,252
Add back:				
Distribution on Class B and Class D Exchangeable Shares <sup>(3)</sup>	1,633	1,644	1,577	1,556
Adjusted earnings from operations <sup>(4)</sup>	\$ 6,678	\$ 6,772	\$ 7,161	\$ 6,808
Adjusted earnings per share <sup>(4)</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>(4)</sup>	103%	100%	91%	96%

	Q2 2015	Q1 2015	Q4 2014	Q3 2014
(in thousands of dollars, except number of restaurants, days in the quarter, per share amounts and as noted otherwise)				
Restaurants in Royalty Pool	730	730	722	722
Same store sales growth <sup>(1)</sup>	6.0%	2.5%	2.0%	0.8%
Days in the quarter	91	90	92	92
System Sales reported by Pizza Pizza restaurants in Royalty Pool <sup>(5)</sup>	\$ 107,138	\$ 105,265	\$ 110,991	\$ 102,485
System Sales reported by Pizza 73 restaurants in Royalty Pool <sup>(5)</sup>	23,125	23,588	24,464	21,656
Total System Sales	\$ 130,263	\$ 128,853	\$ 135,455	\$ 124,141
Royalty – 6% on Pizza Pizza System Sales	\$ 6,428	\$ 6,316	\$ 6,659	\$ 6,149
Royalty – 9% on Pizza 73 System Sales	2,081	2,123	2,202	1,949
Royalty income	\$ 8,509	\$ 8,439	\$ 8,861	\$ 8,098
Interest paid on borrowings <sup>(2)</sup>	(379)	(485)	(497)	(497)
Administrative expenses	(139)	(125)	(210)	(134)
Adjusted earnings available for distribution to the Company and to Pizza Pizza Limited <sup>(4)</sup>	\$ 7,991	\$ 7,829	\$ 8,154	\$ 7,467
Distribution on Class B and Class D Exchangeable Shares <sup>(3)</sup>	(1,557)	(2,074)	(2,122)	(2,123)
Current income tax expense	(1,069)	(1,191)	(1,168)	(1,065)
Adjusted earnings available for shareholder dividends <sup>(4)</sup>	\$ 5,365	\$ 4,564	\$ 4,864	\$ 4,279
Add back:				
Distribution on Class B and Class D Exchangeable Shares <sup>(3)</sup>	1,557	2,074	2,122	2,123
Adjusted earnings from operations <sup>(4)</sup>	\$ 6,922	\$ 6,638	\$ 6,986	\$ 6,402
Adjusted earnings per share <sup>(4)</sup>	\$ 0.225	\$ 0.216	\$ 0.231	\$ 0.211
Basic earnings per share	\$ 0.173	\$ 0.210	\$ 0.222	\$ 0.201
Dividends declared by the Company	\$ 5,022	\$ 4,553	\$ 4,365	\$ 4,366
Dividend per share	\$ 0.2040	\$ 0.2001	\$ 0.2001	\$ 0.2001
Payout ratio <sup>(4)</sup>	94%	100%	90%	102%

(1) 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, a

Step-Out Payment 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”.

- (2) The Company, indirectly through the Pizza Pizza Royalty Limited Partnership (the “Partnership”), incurs interest expense on the \$47,000 outstanding bank loan. Interest expense also includes amortization of loan fees. See “Interest Expense”.
- (3) Represents the distribution to Pizza Pizza Limited (“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 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”), respectively, and represent 20.4% of the fully diluted Shares at June 30, 2016 (December 31, 2015 – 19.9%). During the quarter ended March 31, 2016, as a result of the final calculation of the equivalent Class B and Class D Share entitlements related to the January 1, 2015 Adjustment to the Royalty Pool, PPL was paid a distribution on additional equivalent Shares as if such Shares were outstanding as of January 1, 2015. Included in the three months ended March 31, 2016, is the receipt of distributions of \$22 pursuant to the true-up calculation (March 31, 2015 - PPL received \$80).
- (4) “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”.
- (5) 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, 2016. 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 9, 2016.

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 2016, the Royalty Pool consists of 636 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.

### **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 644 Pizza Pizza restaurants at June 30, 2016, 635 are franchised or licensed and 9 are owned and operated as corporate restaurants. Of the 644 restaurants, 228 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 102 Pizza 73 locations operating in the QSR segment, principally in the province of Alberta. The traditional Pizza 73 restaurants are not franchised, but instead are owned and operated as independent businesses. Each restaurant is operated by a corporation, with 75 jointly-owned by PPL and an independent owner/operator. There are 27 non-traditional locations which are sublicensed and have limited operating hours and a limited menu. Pizza 73 currently has five traditional locations outside of Alberta; three 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 Royalty Pool restaurants and not on the profitability of either PPL or the restaurants in the Royalty Pool. 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 development 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, 2016, PPL indirectly held an effective 20.4% interest in the Company (December 31, 2015 – 19.9%) 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". On March 23, 2015, PPL exchanged 1,564,889 Class B Partnership Units, equivalent to 2,800,000 common shares of the Company, when applied against the Class B Exchange Multiplier at that date. PPL immediately sold the 2,800,000 common shares of the Company to a syndicate of underwriters. Subsequent to the sale of shares, PPL continues to hold a 20.4% interest in the Company. 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 0.9% (6.0% – 2015) for the Quarter when compared to the same period in 2015. SSSG is not affected by the additional day during the leap year, as SSSG is calculated using a 13-week comparative basis. See "Reconciliation of Non-IFRS Measures".

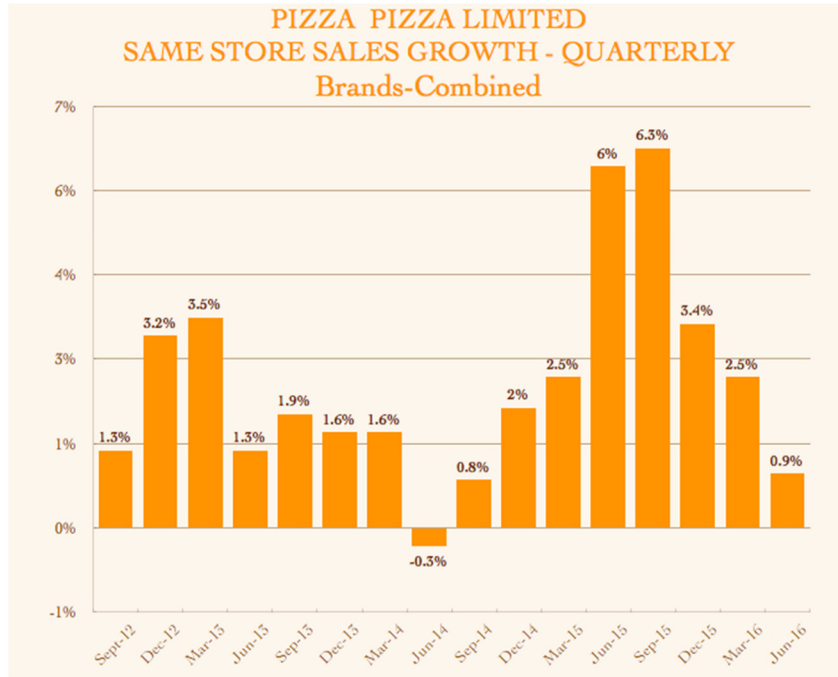
SSSG	Second Quarter		Year-to-Date	
	(%)		(%)	
	2016	2015	2016	2015
Pizza Pizza	2.8	6.0	3.8	4.1
Pizza 73	(7.8)	5.7	(7.9)	4.7
Combined	0.9	6.0	1.7	4.2

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 increased while customer traffic decreased when compared to the same periods last year. An increase in the average check is a

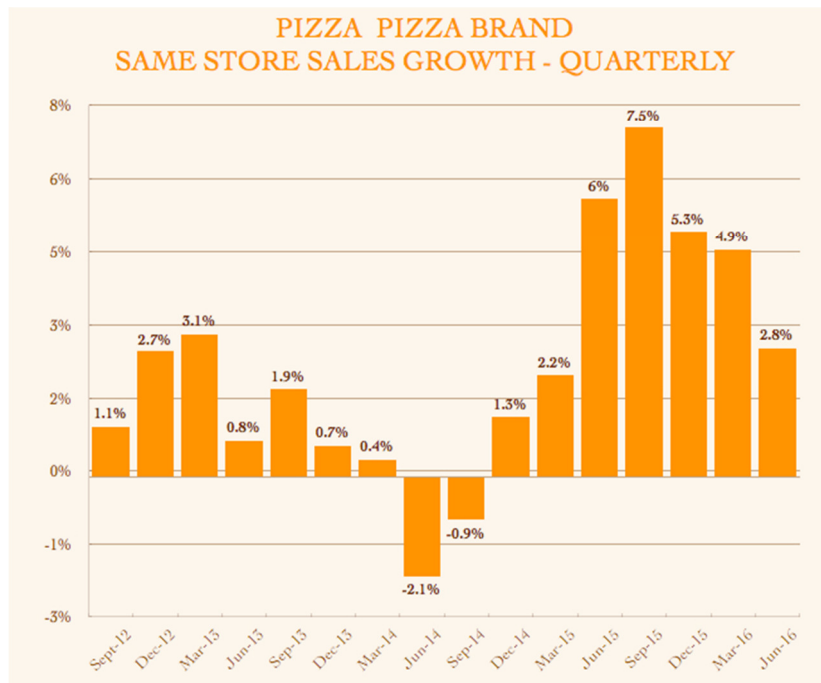
result of creative promotional activity and selective menu price increases. The decrease in traffic for the periods relate largely to a decline at the Pizza 73 brand related to the weakened Alberta economy. PPL's management believes that geographic diversification has proven to be key to consistent, overall Royalty Pool sales growth.

The following charts show historical SSSG performance:

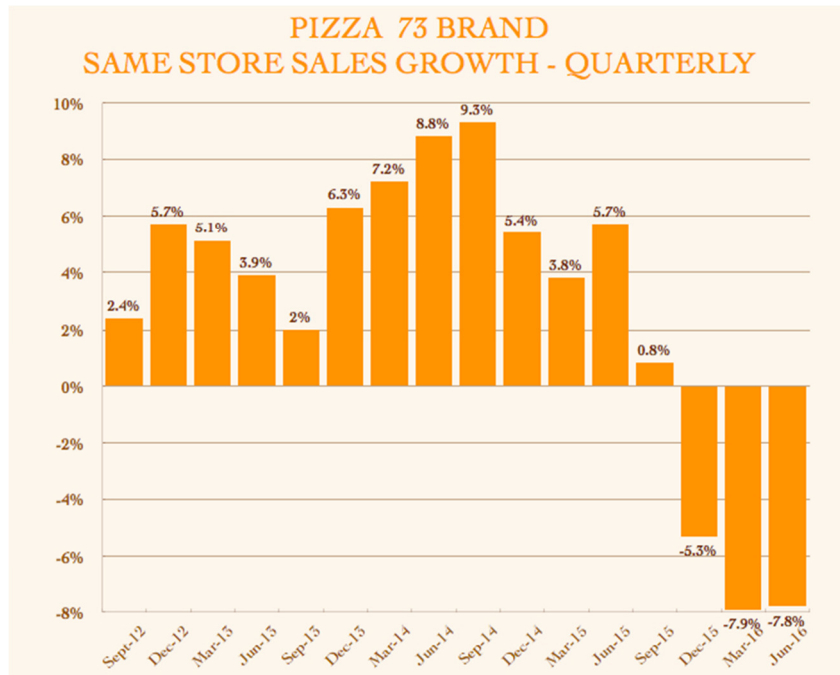
a) Quarterly SSSG chart, in which both brands are combined:



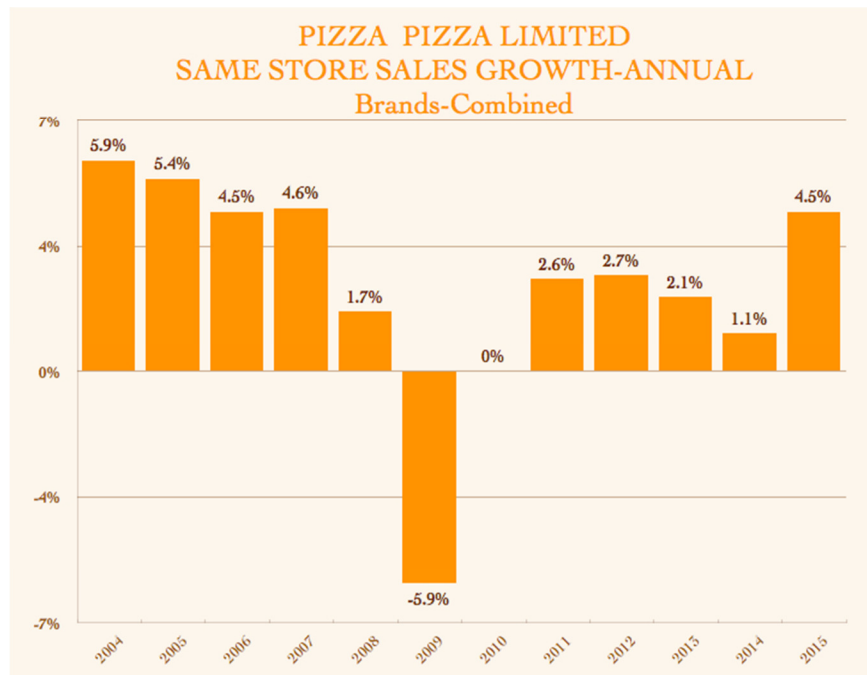
b) Quarterly SSSG, Pizza Pizza brand only:



**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 736 on January 1, 2016 (the “Adjustment Date”) to include 26 new restaurants less 20 closed restaurants. In the prior year, the Royalty Pool included 730 restaurants.

System sales from the 736 restaurants in the Royalty Pool for the Quarter increased 1.5% to \$132.3 million from \$130.3 million in the prior year comparable quarter when there were 730 restaurants in the Royalty Pool. System sales for the Period increased 2.4% to \$265.3 million from \$259.1 million in the prior year’s comparative period.

By brand, sales from the 636 Pizza Pizza restaurants in the Royalty Pool increased 3.4% to \$110.8 million for the Quarter compared to \$107.1 million in the same quarter last year. Sales from the 100 Pizza 73 restaurants decreased 7.1% to \$21.5 million for the Quarter compared to \$23.1 million in the same quarter last year.

For the Period, sales from the Pizza Pizza restaurants in the Royalty Pool increased 4.5% to \$222.0 million compared to \$212.4 million in the same period last year. Sales from the Pizza 73 restaurants decreased 7.2% to \$43.4 million compared to \$46.7 million in the same period last year.

Total Royalty Pool System Sales for the Quarter and Period increased over the comparative periods in 2015 as a result of the reported SSSG achieved (see “Same Store Sales Growth (“SSSG”)”) and the impact of net new restaurants added to the Royalty Pool on January 1, 2016. The Period System Sales also benefitted from the extra day of sales in February 2016 due to the leap year, which management estimates to be \$1.0 million.

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, 2016 and the operating results of the Company and these subsidiaries for the Quarter and Period ended June 30, 2016. The Company’s subsidiaries and its respective holdings are outlined below:

<u>Subsidiary</u>	<u>Holding</u>
Pizza Pizza Royalty Limited Partnership	79.6%
Pizza Pizza GP Inc.	79.6%

**Royalty income** earned by the Partnership increased 0.8% to \$8.6 million for the Quarter and increased 1.6% to \$17.2 million for the Period. A 6% royalty was earned on the Royalty Pool of 636 Pizza Pizza restaurants reporting \$110.8 million in System Sales for the Quarter and \$222.0 million for the Period. A 9% royalty was earned on the Royalty Pool of 100 Pizza 73 restaurants reporting \$21.5 million in System Sales for the Quarter and \$43.4 million for the Period.

Royalty income for the prior year’s comparative Quarter and Period were \$8.5 million and \$16.9 million, respectively. The 630 Pizza Pizza restaurants in the Royalty Pool reported System Sales of \$107.1 million for the Quarter and \$212.4 million for the Period, while the 100 Pizza 73 restaurants reported System Sales of \$23.1 million and \$46.7 million for the Quarter and Period, respectively.

The 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, 2016, and the extra day of sales in February 2016 due to the leap year.

**Administrative expenses** were \$162,000 for the Quarter and \$326,000 for the Period. For the prior year comparable periods, administrative expenses were \$139,000 and \$264,000, 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 and Period relates to higher TSX listing fees, legal costs, and director fees.

The Company’s **Operating earnings** remained consistent quarter over quarter at \$8.4 million. For the Period, operating earnings increased 1.3% to \$16.9 million compared to \$16.7 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 and Period 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% compared to 4.12% prior to April 24, 2015.

<i>(in thousands of dollars)</i>	3 months ended		6 months ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Interest expense	208	300	411	715
Loan fee amortization	10	9	21	18
Interest paid to draw down swap termination and out-of-market costs	113	70	231	131
Interest paid on borrowings	331	379	663	864

**Non-cash swap termination cost** of \$1.25 million was recorded in the second quarter of 2015 as a result of terminating two ineffective swap agreements upon the renewal of the credit facility in April 2015. As a result of terminating the swap agreements, the non-cash, out-of-market loss, which was previously expensed in comprehensive earnings, was reclassified to the statement of earnings in order to comply with hedge accounting under IFRS. This transaction did not recur in 2016, thus the Quarter and Period do not have a similar cost being recognized.

**Distributions made by the Partnership on the Class B and D Equivalent Shares** on a per share basis were \$0.2581 for the Quarter compared to \$0.2514 in the same Quarter of 2015. For the Period, distributions were \$0.5145 per share compared to \$0.4989 per share in the prior year comparable period. The monthly Partnership distribution to both, PPL and to PPRC, was increased in June 2016 to \$0.0871 (\$1.046 annualized). Prior to the June 2016 increase, it was increased twice in 2015, first in April 2015 to \$0.0838 (\$1.006 annualized) and again in November 2015 to \$0.0855 (1.0256 annualized). Overall, the distributions paid decreased when compared to the prior year's comparative periods due the March 2015 exchange of Class B Partnership Units and subsequent sale by PPL of 2,800,000 equivalent shares.

**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 79.6% of the Partnership and PPL owns 20.4%. 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** measures operations after financing costs. For the Quarter, the Company reported earnings of \$8.2 million compared to \$6.8 million in the comparable quarter of 2015. Earnings for the Period were \$16.5 million to \$14.7 million in the prior year comparable period. The increase in earnings for the Quarter and Period is attributable to an increase in royalty income and a decrease in interest expense on the borrowings. Additionally, prior year earnings were negatively impacted by the non-cash swap termination costs recognized in April 2015 of \$1.2 million. See "Non-cash swap termination cost".

**Current income tax expense** for the Quarter was \$1.4 million and \$2.8 million for the Period. For the 2015 comparative quarter and period, the current tax was \$1.1 million and \$2.3 million, respectively. The increase in tax expense over the prior year is largely due to the Company's increased ownership percentage of Pizza Pizza Royalty Limited Partnership earnings in the current year, coupled with the fact that the prior year's taxable income was reduced by the non-cash swap termination cost mentioned above.

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 increase in ownership of the Partnership, an increase in royalty income, and a decrease in tax amortization resulted in an effective tax rate of 22.0% for the Period (2015 – 19.1%) compared to the Company's applicable statutory tax rate of 26.5% (2015 – 26.5%).



**Deferred tax expense** for the Quarter and Period, a non-cash item, was \$0.3 million and \$0.6 million, respectively, compared to \$0.4 million and \$0.7 million, for the respective periods in 2015. 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 were \$6.4 million compared to \$5.3 million in the comparable quarter last year. For the Period, earnings were \$13.1 million compared to \$11.8 million in the same period of 2015. The increase is largely attributed to an increase in royalty income and a decrease in interest expense, offset by an increase in current tax expense. Additionally, the prior year's earnings were negatively impacted by the \$1.25 million non-cash swap termination cost. The increase in royalty income was the result of positive same store sales growth, an extra day of royalty revenue, and new restaurants added to the Royalty Pool.

## 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)	3 months ended		6 months ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
<b>Earnings for the period before income taxes</b>	<b>8,200</b>	<b>6,816</b>	<b>16,464</b>	<b>14,706</b>
Non-cash swap termination costs	-	1,245	-	1,245
Interest payment related to the 2015 swap termination costs	(113)	(70)	(231)	(131)

<b>Adjusted earnings available for distribution to the Company and Pizza Pizza Limited</b>	<b>8,087</b>	<b>7,991</b>	<b>16,233</b>	<b>15,820</b>
Current income tax expense	(1,409)	(1,069)	(2,784)	(2,259)
<b>Adjusted earnings from operations</b>	<b>6,678</b>	<b>6,922</b>	<b>13,449</b>	<b>13,561</b>
Less: Distribution on Class B and Class D Exchangeable Shares	(1,633)	(1,557)	(3,277)	(3,631)
<b>Adjusted earnings available for shareholder dividends</b>	<b>5,045</b>	<b>5,365</b>	<b>10,172</b>	<b>9,930</b>
Weighted average Shares – diluted	30,921,241	30,742,525	30,921,241	30,742,525

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 decreased 4.2% to \$0.216 compared to \$0.225 in the same quarter last year, and decreased 1.4% for the Period. The prior year Adjusted earnings benefited from a non-recurring tax deduction in the second quarter provided by the "Non-cash swap termination cost" mentioned above. The benefit from the tax deduction increased EPS by \$0.0107 in the second quarter of 2015. Without the tax deduction, Adjusted EPS for the Quarter and Period would have increased 0.8%<sup>1</sup> and 1.1%<sup>2</sup>, respectively over the prior year comparable periods. Basic EPS is adjusted as follows:

	3 months ended		6 months ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
<b>Basic EPS</b>	0.208	0.173	0.423	0.383
Adjustments:				
Non-cash other comprehensive loss in interest expense	-	0.040	-	0.040
Interest rate swap draw down	(0.003)	(0.002)	(0.008)	(0.004)
Deferred tax expense	0.011	0.014	0.020	0.022
<b>Adjusted EPS</b>	<b>0.216</b>	<b>0.225</b>	<b>0.435</b>	<b>0.441</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.

	3 months ended		6 months ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
<i>(in thousands of dollars)</i>				
Dividends declared to shareholders	5,186	5,022	10,334	9,575
Adjusted earnings available for shareholder dividends	5,045	5,365	10,172	9,930
<b>Payout Ratio</b>	<b>103%</b>	<b>94%</b>	<b>102%</b>	<b>96%</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.

<sup>1</sup> 3 months ended June 30, 2016 Adjusted EPS \$0.216 compared to 3 months ended June 30, 2015 Adjusted EPS \$0.225 less \$0.0107 tax benefit or \$0.2143

<sup>2</sup> 6 months ended June 30, 2016 Adjusted EPS \$0.435 compared to 6 months ended June 30, 2015 Adjusted EPS \$0.441 less \$0.0107 tax benefit or \$0.4303

(in thousands of dollars)	June 30, 2016	December 31, 2015
Total current assets	7,499	8,487
Less: Total current liabilities	2,726	3,571
<b>Working Capital</b>	<b>4,773</b>	<b>4,916</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, a Step-Out Payment may be added to sales to arrive at SSSG. SSSG is not affected by the additional day during the leap year, as SSSG is calculated using a 13-week and 26-week 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.

(in thousands of dollars)	3 months ended		6 months ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
<b>Total Royalty Pool System Sales</b>	132,253	130,263	265,344	259,116
Adjustments for stores not in both fiscal years, step-outs, and the impact of calendar reporting	(2,965)	(2,133)	(1,716)	32
Same Store Sales	129,288	128,130	263,628	259,148
<b>SSSG</b>	<b>0.9%</b>	<b>6.0%</b>	<b>1.7%</b>	<b>4.2%</b>

## DIVIDENDS

The Company declared shareholder dividends of \$5.2 million, or \$0.2107 per Share, for the Quarter compared to \$5.0 million, or \$0.2040 per Share, for the prior year comparable quarter. This is a 3.3% increase per share on a quarter-over-quarter basis. The payout ratio was 103% for the Quarter and was 94% in the prior year comparable quarter.

For the Period, the Company declared shareholder dividends of \$10.3 million, or \$0.4198 per Share, compared to \$9.6 million, or \$0.4041 per Share, for the prior year comparable period. The payout ratio was 102% for the Period and was 96% in the prior year comparable period.

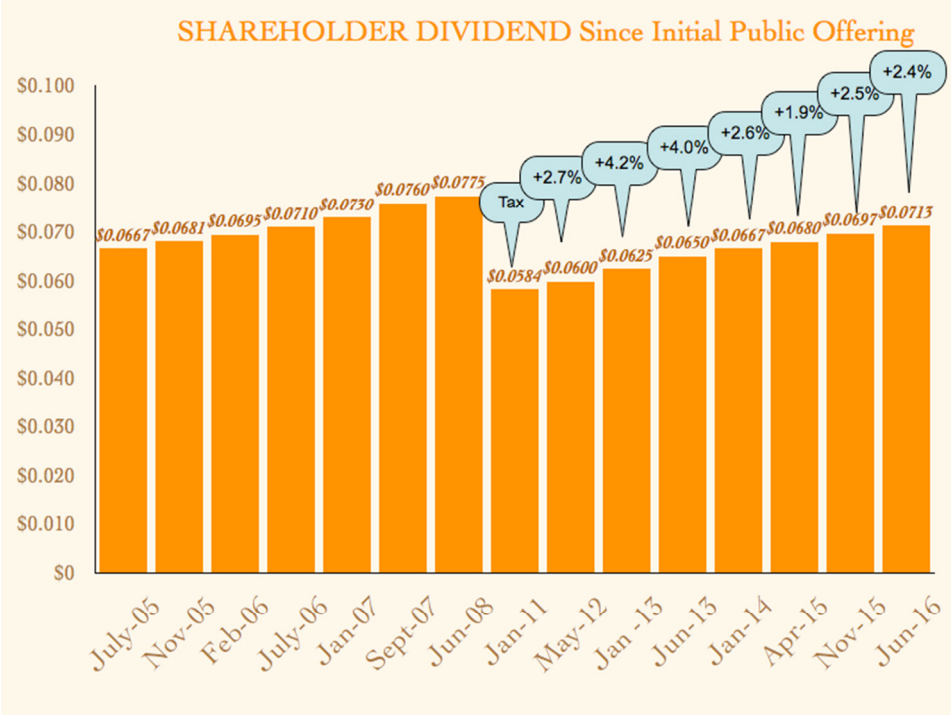
In June 2016, the Company increased the monthly dividend by 2.3% to \$0.0713 per Share. On an annualized basis, the dividend was increased by \$0.019 to \$0.8556. The previous dividend increase was in November 2015, when the Company increased the monthly dividend by 2.5% to \$0.0697 per Share.

Dividends declared for 2016 are as follows:

<u>Period</u>	<u>Payment Date</u>	<u>Amount/share</u>
January 1-31, 2016	February 12, 2016	6.97¢
February 1-29, 2016	March 15, 2016	6.97¢
March 1-31, 2016	April 15, 2016	6.97¢
April 1-30, 2016	May 13, 2016	6.97¢
May 1-31, 2016	June 15, 2016	6.97¢
June 1-30, 2016	July 15, 2016	7.13¢
Total		41.98¢

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, 2016, which is a decrease of \$133,000 for the Quarter. The decrease in the reserve was the result of higher taxes payable by the Company and an increase in the dividend in 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, 2016 was \$6.2 million (December 31, 2015 - \$5.6 million). In addition, the Partnership is required to maintain a funded debt-to-EBITDA ratio not to exceed 2.5:1 on a four quarter rolling average. The debt-to-EBITDA ratio for the last four-quarter rolling average is 1.37:1 (December 31, 2015 – 1.38:1). 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. 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-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, 2016, it will be the effective Company tax rate for the year ended December 31, 2015). 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**

### **2015 Royalty Pool Adjustment**

In January 2016, adjustments to royalty payments and PPL's Class B Exchange Multiplier were made based on the actual performance of the 23 new restaurants added to the Royalty Pool on January 1, 2015. As a result of the adjustments, the new Class B Exchange Multiplier is 1.796297 and Class B Units can be exchanged for 4,505,541 shares, which is an increase of 17,641 shares, effective January 1, 2015.

In January 2016, adjustments to royalty payments and PPL's Class D Exchange Multiplier were made based on the actual performance of the eight Pizza 73 restaurants added to the Royalty Pool on January 1, 2015. As a result of the adjustments, the new Class D Exchange Multiplier is 17.07332 and Class D Units can be exchanged for 1,707,332 shares, which is an increase of 71,099 shares, effective January 1, 2015.

### **2016 Royalty Pool Adjustment – Class B Exchange Multiplier**

On January 1, 2016, six net Pizza Pizza restaurants were added to the Royalty Pool as a result of 24 new restaurants opening and 18 closing from January 1, 2015 to December 31, 2015. The additional system sales from the 24 new restaurants are estimated at \$4,887,000 annually less sales of \$3,630,000 from 18 permanently closed Pizza Pizza restaurants resulting in net estimated Pizza Pizza sales of \$1,257,000 added to the Royalty Pool. The total number of Pizza Pizza restaurants in the Royalty Pool has increased to 636. The yield of the shares was determined to be 5.89% calculated using \$13.85 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, 2016. 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 0.021529; the new Class B Multiplier is 1.817826. 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, 2016, once the actual performance of the new restaurants is determined in early 2017.

### **2016 Royalty Pool Adjustment – Class D Exchange Multiplier**

On January 1, 2016, the Pizza 73 Royalty Pool remained unchanged as a result of two new restaurants opening between September 2, 2014 and September 1, 2015 and two restaurants closing between January 1, 2015 and December 31, 2015. The forecasted additional system sales from the two new restaurants are estimated at \$1,070,000 annually less \$512,000 in system sales attributable to the two closed restaurants. The total number of Pizza 73 restaurants in the Royalty Pool remains at 100 for 2016. The yield of and the weighted average share price used in the calculation of the Class D multiplier is determined in the same manner as that of the Class B multiplier calculation at 5.89% and \$13.85, respectively. As a result of the contribution of the additional net sales to the Royalty Pool, the Class D Exchange Multiplier increased fractionally by 80% of the total adjustment or 0.35975; the new Class D Multiplier is 17.43307. This adjustment will also increase the entitlement of the holders of the Class D units to distributions of cash and allocations of income from the Partnership. The second adjustment to the Class D Exchange Multiplier will be adjusted to be effective January 1, 2016, once the actual performance of the new restaurants is determined in early 2017.

### **PPL's Ownership of the Company**

In exchange for adding the forecasted Pizza Pizza system sales to the Royalty Pool, PPL has received 54,001 additional equivalent Shares (through the change to the Class B Exchange Multiplier). These represent 80% of the forecasted equivalent Shares entitlement to be received (67,501 equivalent Shares represent 100%), with the final equivalent Shares entitlement to be determined when the new restaurants' 2016 actual sales performance is known with certainty in early 2017.

In exchange for adding the forecasted Pizza 73 system sales to the Royalty Pool, PPL has received 35,975 additional equivalent Shares (through the change to the Class D Exchange Multiplier). These represent 80% of

the forecasted equivalent Shares entitlement to be received (44,969 equivalent Shares represent 100%), with the final equivalent Shares entitlement to be determined when the new restaurants' 2016 actual sales performance is known with certainty in early 2017.

After giving effect to PPL's entitlement to additional equivalent Shares at January 1, 2016, PPL owned equivalent Shares representing 20.4% of the Company's fully diluted shares.

The chart below shows the Shares that would be outstanding if all of the Class B and Class D Units of the Partnership held by PPL were converted to Shares on June 30, 2016.

<u>Shares outstanding &amp; issuable on June 30, 2016</u>		
Shares outstanding		24,618,392
Class B equivalent Shares held by PPL at December 31, 2015	4,487,900	
PPL additional Class B equivalent Shares - True-up Holdback as at December 31, 2015	17,641	
Additional PPL Class B equivalent Shares as of January 1, 2016	<u>54,001</u>	4,559,542
Class D equivalent Shares held by PPL at December 31, 2015	1,636,233	
PPL additional Class D equivalent Shares - True-up Holdback as at December 31, 2015	71,099	
Additional PPL Class D equivalent Shares as of January 1, 2016	<u>35,975</u>	1,743,307
<u>Number of fully diluted shares</u>		<u>30,921,241</u>
<u>PPL's proportion of all shares outstanding and available for exchange</u>		<u>20.4%</u>

## OUTLOOK

The Company's royalty income and shareholder value are driven by PPL's exploitation of the Pizza Pizza and Pizza 73 intellectual property owned by the Partnership.

PPL reported SSSG of 0.9% for the Quarter and 1.7% for the first six months. Geographic diversification has proven to be key in maintaining consistent and stable sales.

By brand, Pizza 73, operating largely in a weakened Alberta economy, reported a 7.8% decline in same store sales for the Quarter as the lower price of crude oil has resulted in increased unemployment and a decline in that province's consumer spending. The Pizza Pizza brand reported 2.8% SSSG for the Quarter as the average customer check in the Ontario and Quebec markets increased over the same period last year, while traffic decreased slightly.

The consistent SSSG over the past five years has allowed the Company to increase dividends seven times while also building a working capital reserve of \$4.8 million. The reserve 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 now targets an annual payout ratio at or near 100%. The Company does not have capital expenditure requirements or employees.

PPL continues to focus on its major growth priorities of staying relevant to the consumer, modernizing the customer experience, expanding its restaurant network, and maintaining brand dominance in its key markets. PPL believes these priorities align with evolving consumer needs and will drive long-term sustainable growth, especially when combined with its competitive advantages of convenience, innovation, high-quality menu offerings and geographic diversification.

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 factor.

## 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, 2016. 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, 2015 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 2015 audited annual consolidated financial statements, and described in Note 2.

## **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 International Accounting Standards Board ("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. On July 22, 2015, the International Accounting Standards Board (IASB) confirmed a one-year deferral of the effective date of the revenue Standard to January 1, 2018. The Company is in the process of reviewing the standard to determine the impact on the consolidated financial statements.

#### **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).