

# **THE KEG ROYALTIES INCOME FUND**

## **THIRD QUARTER REPORT**

For the three and nine months ended September 30, 2019

## TO OUR UNITHOLDERS

On behalf of the Board of Trustees, I am pleased to present the results of The Keg Royalties Income Fund (the “Fund”) for the three and nine months ended September 30, 2019.

### RESULTS

The gross sales reported by the 105 Keg restaurants in the royalty pool were \$152,454,000 for the quarter, a decrease of \$5,456,000 or 3.5% from the comparable quarter of the prior year. Year to date, gross sales were \$468,961,000, a decrease of \$1,887,000 or 0.4%.

Royalty income decreased by \$125,000 or 2.0% from \$6,350,000 in the three months ended September 30, 2018 to \$6,225,000 in the three months ended September 30, 2019. Year-to-date, royalty income increased by \$174,000 or 0.9% from \$18,873,000 for the nine months ended September 30, 2018 to \$19,047,000 for the nine months ended September 30, 2019.

Distributable cash before SIFT tax decreased by \$249,000 from \$4,417,000 (38.9 cents/Fund unit) to \$4,168,000 (36.7 cents/Fund unit) for the quarter and by \$122,000 from \$13,721,000 (\$1.209/Fund unit) to \$13,599,000 (\$1.198/Fund unit) for the nine-month period. Distributable cash available to pay distributions to public unitholders decreased by \$198,000 from \$3,234,000 (28.5 cents/Fund unit) to \$3,036,000 (26.7 cents/Fund unit) for the quarter and by \$65,000 from \$10,175,000 (89.6 cents/Fund unit) to \$10,110,000 (89.0 cents/Fund unit) year to date. During the third quarter of both 2018 and 2019, distributions of \$3,222,000 (28.4 cents/Fund unit) were paid to Fund unitholders, and during the first nine months of both years, distributions of \$9,666,000 (85.1 cents/Fund unit) were paid to Fund unitholders (excluding the \$341,000 special distributions paid in the first quarter of both 2019 and 2018). The payout ratio was 106.1% for the third quarter of the current year and 95.6% year to date.

The Fund remains financially well positioned with cash on hand of \$2,292,000 and a positive working capital balance of \$3,843,000 as at September 30, 2019.

### OUTLOOK

In Canada, Restaurants Canada has forecasted sales in the full-service restaurant category, the category in which The Keg operates to increase by an average of 4.1% between 2017 and 2021, or 1.2% on an inflation adjusted basis. In the United States (“US”), the National Restaurant Association (“NRA”) has estimated that sales in the full-service category increased by 2.8% in 2016, and has projected sales to increase by 3.5% in 2017. The NRA has not issued a long-term forecast. Given the close historical relationship between disposable income and foodservice spending, management of Keg Restaurants Ltd. (“KRL”) expects that as economic conditions and consumer sentiment continue to improve in North America, sales for The Keg will also improve, leading it to once again outperform the full-service category with respect to same store sales growth.

### COMPETITIVE STRENGTH AND GROWTH

The Keg remains an industry leader in the full-service restaurant category in Canada; a category it has resided in for over 47 years. KRL’s management team remains committed to maintaining and improving the legendary high standards that have come to define the brand throughout North America, including The Keg’s high quality menu, unmatched hospitality and marketing innovation. KRL has consistently demonstrated its ability to deliver growth in both system sales and same store sales over the long term, providing stability and growth in distributable cash and distributions to the Fund’s unitholders.

Sincerely,



C.C. Woodward  
Chairman, The Keg Royalties Income Fund  
on behalf of the Board of Trustees  
November 12, 2019

## FINANCIAL HIGHLIGHTS

(\$000's except per unit amounts)	Jul. 1 to Sept. 30, 2019	Jul. 1 to Sept. 30, 2018	Jan. 1 to Sept. 30, 2019	Jan. 1 to Sept. 30, 2018
<b>Restaurants in the Royalty Pool</b>	<b>105</b>	<b>103</b>	<b>105</b>	<b>103</b>
<b>Royalty Pool sales</b> <sup>(1)</sup>	<b>\$ 152,454</b>	<b>\$ 157,910</b>	<b>\$ 468,961</b>	<b>\$ 470,848</b>
Royalty income <sup>(2)</sup>	\$ 6,225	\$ 6,350	\$ 19,047	\$ 18,873
Interest income <sup>(3)</sup>	1,086	1,084	3,222	3,214
<b>Total income</b>	<b>\$ 7,311</b>	<b>\$ 7,434</b>	<b>\$ 22,269</b>	<b>\$ 22,087</b>
Administrative expenses <sup>(4)</sup>	(98)	(105)	(284)	(312)
Interest and financing expenses <sup>(5)</sup>	(159)	(148)	(460)	(414)
<b>Operating income</b>	<b>\$ 7,054</b>	<b>\$ 7,181</b>	<b>\$ 21,525</b>	<b>\$ 21,361</b>
Distributions to KRL <sup>(6)</sup>	(2,807)	(2,735)	(8,322)	(8,011)
<b>Profit before fair value gain (loss) and income taxes</b>	<b>\$ 4,247</b>	<b>\$ 4,446</b>	<b>\$ 13,203</b>	<b>\$ 13,350</b>
Fair value gain (loss) <sup>(7)</sup>	2,980	(363)	(1,445)	9,182
Income taxes <sup>(8)</sup>	(1,126)	(1,198)	(3,484)	(3,547)
<b>Profit (loss) and comprehensive income (loss)</b>	<b>\$ 6,101</b>	<b>\$ 2,885</b>	<b>\$ 8,274</b>	<b>\$ 18,985</b>
<b>Distributable cash before SIFT tax</b> <sup>(9)</sup>	<b>\$ 4,168</b>	<b>\$ 4,417</b>	<b>\$ 13,599</b>	<b>\$ 13,721</b>
<b>Distributable cash</b> <sup>(10)</sup>	<b>\$ 3,036</b>	<b>\$ 3,234</b>	<b>\$ 10,110</b>	<b>\$ 10,175</b>
<b>Distributions to Fund unitholders</b> <sup>(11)</sup>	<b>\$ 3,222</b>	<b>\$ 3,222</b>	<b>\$ 9,666</b>	<b>\$ 9,666</b>
<b>Payout Ratio</b> <sup>(12)</sup>	<b>106.1%</b>	<b>99.6%</b>	<b>95.6%</b>	<b>95.0%</b>
Per Fund unit information <sup>(13)</sup>				
Profit before fair value gain (loss) and income taxes	\$ .374	\$ .392	\$ 1.163	\$ 1.176
Profit (loss) and comprehensive income (loss)	\$ .537	\$ .254	\$ .729	\$ 1.672
<b>Distributable cash before SIFT tax</b> <sup>(9)</sup>	<b>\$ .367</b>	<b>\$ .389</b>	<b>\$ 1.198</b>	<b>\$ 1.209</b>
<b>Distributable cash</b> <sup>(10)</sup>	<b>\$ .267</b>	<b>\$ .285</b>	<b>\$ .890</b>	<b>\$ .896</b>
<b>Distributions to Fund unitholders</b> <sup>(11)</sup>	<b>\$ .284</b>	<b>\$ .284</b>	<b>\$ .851</b>	<b>\$ .851</b>
SSSG <sup>(14)</sup>				
Canada	(3.8) %	2.3 %	(1.5) %	1.6 %
United States	(1.9) %	6.3 %	1.2 %	5.2 %
Consolidated	(3.6) %	3.0 %	(0.9) %	1.7 %
Restaurants in KRL System <sup>(15)</sup>				
# Beginning of Period	105	105	105	106
Opened	2	--	5	--
Closed	(1)	--	(4)	(1)
# End of Period	<u>106</u>	<u>105</u>	<u>106</u>	<u>105</u>

Notes:

- (1) Royalty Pool sales are the gross sales reported by Keg Restaurants included in the Royalty Pool in any period. As of September 30, 2019, the Royalty Pool includes 105 Keg restaurants, 49 of which are owned and operated by KRL and its subsidiaries, (39 in Canada and 10 in the United States), and 56 Keg restaurants which are owned and operated by Keg franchisees (all of which are in Canada). As of September 30, 2019, 101 of these restaurants are open and operating, while four others were permanently closed, and are now subject to Make-whole Payments.
- (2) The Fund, indirectly through The Keg Rights Limited Partnership (the “Partnership”), earns royalty income equal to 4% of gross sales of Keg restaurants in the Royalty Pool.
- (3) The Fund directly earns interest income on the \$57.0 million Keg Loan, with interest income accruing at 7.5% per annum, payable monthly.
- (4) The Fund, indirectly through the Partnership, incurs administrative expenses and interest on the operating line of credit, to the extent utilized.
- (5) The Fund, indirectly through The Keg Holdings Trust (the “Trust”), incurs interest expense on the \$14.0 million term loan and amortization of deferred financing charges.
- (6) Represents the distributions of the Partnership attributable to KRL during the respective periods on the Class A, entitled Class B, and Class D Partnership units (“Exchangeable units”) and Class C Partnership units held by KRL. The Exchangeable units are exchangeable into Fund units on a one-for-one basis. These distributions are presented as interest expense in the financial statements.
- (7) Fair value gain (loss) is the non-cash decrease or increase in the market value of the Exchangeable units held by KRL during the respective period. Exchangeable units are classified as a financial liability under IFRS. The Fund is required to determine the fair value of that liability at the end of each reporting period and adjust for any increase or decrease, taking into consideration the sale of any Exchangeable units and Additional Entitlements during the same period.
- (8) Income taxes for the three months ended September 30, 2019, include SIFT tax expense of \$1,132,000 (three months ended September 30, 2018 – \$1,183,000) and a non-cash deferred tax recovery of \$6,000 (three months ended September 30, 2018 – deferred tax expense of \$15,000). Income taxes for the nine months ended September 30, 2019, include SIFT tax expense of \$3,489,000 (nine months ended September 30, 2018 – \$3,546,000) and a non-cash deferred tax recovery of \$5,000 (nine months ended September 30, 2018 – deferred tax expense of \$1,000).
- (9) Distributable cash before SIFT tax is defined as the periodic cash flows from operating activities as reported in the IFRS condensed consolidated financial statements, including the effects of changes in non-cash working capital, plus SIFT tax paid (including current year instalments), less interest and financing fees paid on the term loan, less the Partnership distributions attributable to KRL through its ownership of Exchangeable units. Distributable cash before SIFT tax 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.
- (10) Distributable cash is the amount of cash available for distribution to the Fund’s public unitholders and is calculated as distributable cash before SIFT tax, less current year SIFT tax expense. Distributable cash 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. However, the Fund believes that distributable cash, both before and after SIFT tax, provides useful information regarding the amount of cash available for distribution to the Fund’s public unitholders.
- (11) Distributions to Fund unitholders include all regular monthly cash distributions paid to Fund unitholders during a period and any special distributions, either declared or paid, to Fund unitholders in the same period.
- (12) Payout ratio is computed as the ratio of aggregate cash distributions paid during the period plus any special distributions declared or paid during the same period (numerator) to the aggregate distributable cash of the period (denominator).
- (13) All per unit amounts are calculated based on the weighted average number of Fund units outstanding, which are those units held by public unitholders during the respective period. The weighted average number of Fund units outstanding for the three months ended September 30, 2019 were 11,353,500 (three months ended September 30, 2018 – 11,353,500), and for the nine months ended September 30, 2019 were 11,353,500 (nine months ended September 30, 2018 – 11,353,500).
- (14) Same Store Sales Growth (“SSSG”) is the overall increase or decrease in gross sales from Keg restaurants (that operated during the entire period of both the current and the prior year) as compared to gross sales for the same period of the prior year. SSSG is not an IFRS financial measure and does not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other issuers. However, the Fund believes that SSSG provides useful information regarding the increase or decrease in gross sales for comparable restaurants.
- (15) The number of restaurants included in the Royalty Pool, may differ from the number of restaurants in the KRL system at any time as the periods for which they are reported differ. The number of restaurants added or removed from the Royalty Pool during any period will differ from the number of restaurant openings and closings reported by KRL, as the periods for which they are reported differ as well.
- (16) The interim financial results for all periods presented herein have not been audited.

## SUMMARY OF QUARTERLY RESULTS

	Q3	Q2	Q1	Q4
(\$000's except per unit amounts)	2019	2019	2019	2018
<b>Restaurants in the Royalty Pool</b>	<b>105</b>	<b>105</b>	<b>105</b>	<b>103</b>
<b>Royalty Pool sales <sup>(1)</sup></b>	<b>\$ 152,454</b>	<b>\$ 150,731</b>	<b>\$ 165,776</b>	<b>\$ 161,310</b>
Royalty income <sup>(2)</sup>	\$ 6,225	\$ 6,136	\$ 6,686	\$ 6,486
Interest income <sup>(3)</sup>	1,086	1,074	1,062	1,085
<b>Total income</b>	<b>\$ 7,311</b>	<b>\$ 7,210</b>	<b>\$ 7,748</b>	<b>\$ 7,571</b>
Administrative expenses <sup>(4)</sup>	(98)	(79)	(107)	(99)
Interest and financing expenses <sup>(5)</sup>	(159)	(151)	(150)	(150)
<b>Operating income</b>	<b>\$ 7,054</b>	<b>\$ 6,980</b>	<b>\$ 7,491</b>	<b>\$ 7,322</b>
Distributions to KRL <sup>(6)</sup>	(2,807)	(2,682)	(2,834)	(2,718)
<b>Profit before fair value gain (loss) and income taxes</b>	<b>\$ 4,247</b>	<b>\$ 4,298</b>	<b>\$ 4,657</b>	<b>\$ 4,604</b>
Fair value gain (loss) <sup>(7)</sup>	2,980	907	(5,332)	6,872
Income taxes <sup>(8)</sup>	(1,126)	(1,086)	(1,272)	(1,244)
<b>Profit (loss) and comprehensive income (loss)</b>	<b>\$ 6,101</b>	<b>\$ 4,119</b>	<b>\$ (1,947)</b>	<b>\$ 10,232</b>
<b>Distributable cash before SIFT taxes <sup>(9)</sup></b>	<b>\$ 4,168</b>	<b>\$ 4,311</b>	<b>\$ 5,120</b>	<b>\$ 4,173</b>
<b>Distributable cash <sup>(10)</sup></b>	<b>\$ 3,036</b>	<b>\$ 3,207</b>	<b>\$ 3,867</b>	<b>\$ 2,955</b>
<b>Distributions to Fund unitholders <sup>(11)</sup></b>	<b>\$ 3,222</b>	<b>\$ 3,222</b>	<b>\$ 3,222</b>	<b>\$ 3,563</b>
<b>Payout Ratio <sup>(12)</sup></b>	<b>106.1%</b>	<b>100.5%</b>	<b>83.3%</b>	<b>120.6%</b>
Per Fund unit information <sup>(13)</sup>				
Profit before fair value gain (loss) and income taxes	\$ .374	\$ .379	\$ .410	\$ .406
Profit (loss) and comprehensive income (loss)	\$ .537	\$ .363	\$ (.171)	\$ .901
<b>Distributable cash before SIFT tax <sup>(9)</sup></b>	<b>\$ .367</b>	<b>\$ .380</b>	<b>\$ .451</b>	<b>\$ .368</b>
<b>Distributable cash <sup>(10)</sup></b>	<b>\$ .267</b>	<b>\$ .282</b>	<b>\$ .341</b>	<b>\$ .260</b>
<b>Distributions to Fund unitholders <sup>(11)</sup></b>	<b>\$ .284</b>	<b>\$ .284</b>	<b>\$ .284</b>	<b>\$ .314</b>
SSSG <sup>(14)</sup>				
Canada	(3.8) %	(1.8) %	1.1 %	0.2 %
United States	(1.9) %	1.2 %	3.8 %	2.5 %
Consolidated	(3.6) %	(1.2) %	1.8 %	0.7 %
Restaurants in KRL System <sup>(15)</sup>				
# Beginning of Period	105	105	105	105
Opened	2	1	2	--
Closed	(1)	(1)	(2)	--
# End of Period	<u>106</u>	<u>105</u>	<u>105</u>	<u>105</u>

## SUMMARY OF QUARTERLY RESULTS

	Q3	Q2	Q1	Q4
(\$000's except per unit amounts)	2018	2018	2018	2017
<b>Restaurants in the Royalty Pool</b>	<b>103</b>	<b>103</b>	<b>103</b>	<b>100</b>
<b>Royalty Pool sales <sup>(1)</sup></b> .....	<b>\$ 157,910</b>	<b>\$ 150,974</b>	<b>\$ 161,963</b>	<b>\$ 153,639</b>
Royalty income <sup>(2)</sup> .....	\$ 6,350	\$ 6,044	\$ 6,479	\$ 6,226
Interest income <sup>(3)</sup> .....	1,084	1,070	1,059	1,082
<b>Total income</b> .....	<b>\$ 7,434</b>	<b>\$ 7,114</b>	<b>\$ 7,538</b>	<b>\$ 7,308</b>
Administrative expenses <sup>(4)</sup> .....	(105)	(95)	(113)	(96)
Interest and financing expenses <sup>(5)</sup> .....	(148)	(134)	(131)	(127)
<b>Operating income</b> .....	<b>\$ 7,181</b>	<b>\$ 6,885</b>	<b>\$ 7,294</b>	<b>\$ 7,085</b>
Distributions to KRL <sup>(6)</sup> .....	(2,735)	(2,581)	(2,695)	(2,517)
<b>Profit before fair value gain (loss) and income taxes</b> .....	<b>\$ 4,446</b>	<b>\$ 4,304</b>	<b>\$ 4,599</b>	<b>\$ 4,568</b>
Fair value gain (loss) <sup>(7)</sup> .....	(363)	2,620	6,925	2,013
Income taxes <sup>(8)</sup> .....	(1,198)	(1,138)	(1,210)	(1,284)
<b>Profit (loss) and comprehensive income (loss)</b> .....	<b>\$ 2,885</b>	<b>\$ 5,786</b>	<b>\$ 10,314</b>	<b>\$ 5,297</b>
<b>Distributable cash before SIFT taxes <sup>(9)</sup></b> .....	<b>\$ 4,417</b>	<b>\$ 4,332</b>	<b>\$ 4,973</b>	<b>\$ 4,023</b>
<b>Distributable cash <sup>(10)</sup></b> .....	<b>\$ 3,234</b>	<b>\$ 3,189</b>	<b>\$ 3,754</b>	<b>\$ 2,860</b>
<b>Distributions to Fund unitholders <sup>(11)</sup></b> .....	<b>\$ 3,222</b>	<b>\$ 3,222</b>	<b>\$ 3,222</b>	<b>\$ 3,531</b>
<b>Payout Ratio <sup>(12)</sup></b> .....	<b>99.6%</b>	<b>101.0%</b>	<b>85.8%</b>	<b>123.5%</b>
Per Fund unit information <sup>(13)</sup>				
Profit before fair value gain (loss) and income taxes .....	\$ .392	\$ .379	\$ .405	\$ .402
Profit (loss) and comprehensive income (loss) .....	\$ .254	\$ .510	\$ .908	\$ .467
<b>Distributable cash before SIFT tax <sup>(9)</sup></b> .....	<b>\$ .389</b>	<b>\$ .382</b>	<b>\$ .438</b>	<b>\$ .354</b>
<b>Distributable cash <sup>(10)</sup></b> .....	<b>\$ .285</b>	<b>\$ .281</b>	<b>\$ .331</b>	<b>\$ .252</b>
<b>Distributions to Fund unitholders <sup>(11)</sup></b> .....	<b>\$ .284</b>	<b>\$ .284</b>	<b>\$ .284</b>	<b>\$ .311</b>
SSSG <sup>(14)</sup>				
Canada .....	2.3 %	0.8 %	1.6 %	5.1 %
United States .....	6.3 %	4.1 %	5.4 %	6.5 %
Consolidated .....	3.0 %	0.7 %	1.5 %	4.8 %
Restaurants in KRL System <sup>(15)</sup>				
# Beginning of Period .....	105	106	106	103
Opened .....	--	--	--	3
Closed .....	--	(1)	--	--
# End of Period .....	<u>105</u>	<u>105</u>	<u>106</u>	<u>106</u>

## SELECTED ANNUAL INFORMATION

(\$000's except per unit amounts)	Jan. 1 to Dec. 31, 2018	Jan. 1 to Dec. 31, 2017	Jan. 1 to Dec. 31, 2016
<b>Restaurants in the Royalty Pool</b>	<b>103</b>	<b>100</b>	<b>100</b>
<b>Royalty Pool sales</b> <sup>(1)</sup> .....	<b>\$ 632,157</b>	<b>\$ 600,969</b>	<b>\$ 576,951</b>
Royalty income <sup>(2)</sup> .....	\$ 25,359	\$ 24,294	\$ 23,101
Interest income <sup>(3)</sup> .....	4,299	4,283	4,279
<b>Total income</b> .....	<b>\$ 29,658</b>	<b>\$ 28,577</b>	<b>\$ 27,380</b>
Administrative expenses <sup>(4)</sup> .....	(411)	(379)	(384)
Interest and financing expenses <sup>(5)</sup> .....	(564)	(463)	(436)
<b>Operating income</b> .....	<b>\$ 28,683</b>	<b>\$ 27,735</b>	<b>\$ 26,560</b>
Distributions to KRL <sup>(6)</sup> .....	(10,729)	(9,969)	(9,485)
<b>Profit before fair value gain (loss) and income taxes</b> .....	<b>\$ 17,954</b>	<b>\$ 17,766</b>	<b>\$ 17,075</b>
Fair value gain (loss) <sup>(7)</sup> .....	16,054	3,991	(11,408)
Income taxes <sup>(8)</sup> .....	(4,791)	(4,700)	(4,399)
<b>Profit (loss) and comprehensive income (loss)</b> .....	<b>\$ 29,217</b>	<b>\$ 17,057</b>	<b>\$ 1,268</b>
<b>Distributable cash before SIFT tax</b> <sup>(9)</sup> .....	<b>\$ 17,894</b>	<b>\$ 17,649</b>	<b>\$ 17,127</b>
<b>Distributable cash</b> <sup>(10)</sup> .....	<b>\$ 13,130</b>	<b>\$ 13,129</b>	<b>\$ 12,807</b>
<b>Distributions to Fund unitholders</b> <sup>(11)</sup> .....	<b>\$ 13,229</b>	<b>\$ 12,911</b>	<b>\$ 12,591</b>
<b>Payout Ratio</b> <sup>(12)</sup> .....	<b>100.8%</b>	<b>98.3%</b>	<b>98.3%</b>
Per Fund unit information <sup>(13)</sup>			
Profit before fair value gain (loss) and income taxes .....	\$ 1,581	\$ 1,565	\$ 1,504
Profit (loss) and comprehensive income (loss) .....	\$ 2,573	\$ 1,502	\$ .112
<b>Distributable cash before SIFT tax</b> <sup>(9)</sup> .....	<b>\$ 1,576</b>	<b>\$ 1,554</b>	<b>\$ 1,509</b>
<b>Distributable cash</b> <sup>(10)</sup> .....	<b>\$ 1,156</b>	<b>\$ 1,156</b>	<b>\$ 1,128</b>
<b>Distributions to Fund unitholders</b> <sup>(11)</sup> .....	<b>\$ 1,165</b>	<b>\$ 1,137</b>	<b>\$ 1,109</b>
SSSG <sup>(14)</sup>			
Canada .....	1.2 %	5.1 %	1.3 %
United States .....	4.5 %	4.3 %	0.7 %
Consolidated .....	1.5 %	4.7 %	1.5 %
Restaurants in KRL System <sup>(15)</sup>			
# Beginning of Period .....	106	101	101
Opened .....	--	7	1
Closed .....	(1)	(2)	(1)
# End of Period .....	105	106	101
	Dec. 31, 2018	Dec. 31, 2017	Dec. 31, 2016
Total assets .....	\$ 239,837	\$ 230,671	\$ 226,468
Total liabilities .....	142,309	149,131	149,042

# MANAGEMENT'S DISCUSSION AND ANALYSIS

**For the Three and Nine Months Ended September 30, 2019  
As of November 12, 2019**

## OVERVIEW

### KEY ATTRIBUTES OF THE FUND

The Keg Royalties Income Fund (the "Fund") is a limited purpose, open-ended trust which trades on the Toronto Stock Exchange ("TSX") under the symbol KEG.UN. On May 31, 2002, as part of the Initial Public Offering (the "IPO"), the Fund, through its subsidiary The Keg Rights Limited Partnership (the "Partnership"), purchased The Keg trademarks and other related intellectual property (collectively, the "Keg Rights") from Keg Restaurants Ltd. ("KRL"). The Partnership, in turn, granted KRL an exclusive licence to use the Keg Rights for a term of 99 years pursuant to a licence and royalty agreement, which obligates KRL to make monthly royalty payments to the Partnership equal to 4% of gross sales of Keg restaurants included in a specific royalty pool (the "Royalty Pool").

The key feature of the Fund is that royalty income is based on the top-line, gross sales of Keg restaurants in the Royalty Pool and not on the profitability of either KRL or the Keg restaurants in the Royalty Pool. Moreover, the Fund is not subject to the variability of income or expenses associated with an operating business. The Fund's only expenses are nominal administrative expenses and interest on non-amortizing term debt. Thus, the success of the Fund depends primarily on the ability of KRL to maintain and increase the gross sales of the Keg restaurants in the Royalty Pool.

Increases in gross sales are derived from both same store sales growth from existing restaurants ("SSSG") and from the addition of new Keg restaurants. SSSG is the key driver of growth in royalty income and, since the Fund's expenses are relatively fixed in nature, SSSG results in growth in distributable cash which allows for higher distributions to the Fund's unitholders. KRL has generated SSSG through a combination of increased guest counts and increased guest average cheque. SSSG has been achieved by maintaining operational excellence within each Keg restaurant, innovative marketing and promotional programs, and pricing. Over the past twenty-two years, the period for which current management has been in control of KRL, SSSG has averaged 3.0% annually, a figure that compares very favourably against the restaurant industry as a whole. The gross sales from new Keg restaurants that have opened on or before October 2nd of the prior year, less gross sales from any Keg restaurants that have permanently closed during the preceding calendar year are added to the Royalty Pool on January 1<sup>st</sup> of each year. In return for adding these net sales to the Royalty Pool, KRL receives the right to indirectly acquire additional Fund units. See "The Royalty Pool" section.

In the event that a Keg restaurant is permanently closed during the year (including the termination of a franchise agreement), KRL will continue to pay the royalty amount for that closed Keg restaurant ("Make-whole Payment") from the date of closure until those sales are replaced with gross sales from new Keg restaurants that are added to the Royalty Pool. The amount of the Make-whole Payment is based on the restaurant's gross sales when it was originally included in the Royalty Pool.

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 KRL on an annual basis, as the periods for which they are reported differ slightly.

On January 23, 2018, Recipe Unlimited Corporation ("Recipe") (formerly Cara Operations Limited) ("Cara"), KRL and the Fund announced that Cara and KRL agreed to merge pursuant to the terms of a binding letter of intent. On February 22, 2018, this transaction was completed but will not impact the operations of the Fund. The Fund will remain in its current form and will continue to receive royalty payments from Keg restaurants included in the Royalty Pool. There were no changes to the contractual relationships between the Fund, KRL and the Partnership arising out of the completion of the Recipe and KRL merger.



## THE ROYALTY POOL

Annually, on January 1<sup>st</sup>, the Royalty Pool is adjusted to include the gross sales from new Keg restaurants that have opened on or before October 2<sup>nd</sup> of the prior year, less gross sales from any Keg restaurants that have permanently closed during the preceding calendar year. In return for adding these net sales to the Royalty Pool, KRL receives the right to indirectly acquire additional Fund units (the “Additional Entitlement”). The Additional Entitlement is determined based on 92.5% of the estimated net royalty revenue added to the Royalty Pool, divided by the yield of the Fund units, divided by the weighted average unit price of the Fund units. KRL receives 80% of the estimated Additional Entitlement initially, with the balance received on December 25<sup>th</sup> of each year, to be effective January 1<sup>st</sup> of each year, when the actual full-year performance of the new restaurants is known with certainty.

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 KRL on an annual basis, as the periods for which they are reported differ slightly.

The total number of Keg restaurants included in the Royalty Pool increased from the 80 Keg restaurants in existence on March 31, 2002, to 103 as of December 31, 2018. Sixty-eight new Keg restaurants that opened during the period from April 1, 2002 through October 2, 2017, with annual gross sales of \$346,511,000, were added to the Royalty Pool. Forty-five permanently closed Keg restaurants with annual sales of \$140,459,000 were removed from the Royalty Pool. This resulted in a net increase in Royalty Pool sales of \$206,052,000 annually and KRL receiving a cumulative Additional Entitlement equivalent to 6,377,120 Fund units as of December 31, 2018.

On January 1, 2019, an estimated \$12.6 million in annual net sales were added to the Royalty Pool. Three new restaurants that opened during the period from October 3, 2017 through October 2, 2018, with estimated gross sales of \$16.0 million annually, were added to the Royalty Pool. One permanently closed Keg restaurant with annual sales of \$3.4 million was removed from the Royalty Pool. The total number of restaurants in the Royalty Pool increased to 105. The pre-tax yield of the Fund units was determined to be 9.07% calculated using a weighted average unit price of \$17.47.

As a result of the contribution of the additional net sales to the Royalty Pool, and assuming 100% of the estimated Additional Entitlement is received, KRL’s Additional Entitlement will be equivalent to 294,741 Fund units, being 1.87% of the Fund units on a fully diluted basis.

On January 1, 2019, KRL received 80% of this entitlement, representing the equivalent of 235,793 Fund units, being 1.50% of the Fund units on a fully diluted basis. KRL will also receive a proportionate increase in monthly distributions from the Partnership. Including the initial portion of the Additional Entitlement described above, KRL will have the right to exchange its units in the capital of the Partnership for 4,318,857 Fund units, representing 27.56% of the Fund units on a fully diluted basis.

The balance of the additional entitlement will be adjusted on December 25, 2019, to be effective January 1, 2019, once the actual performance of the new restaurants has been confirmed. If KRL were to receive 100% of the estimated Additional Entitlement for 2019, it would have the right to exchange its Partnership units for 4,377,805 Fund units, representing 27.83% of the Fund units on a fully diluted basis.

During the first nine months of fiscal 2019, two new franchise restaurants were opened, two franchise restaurants were relocated, one corporate restaurant was relocated, and one corporate restaurant was closed due to its lease expiry. For Fund reporting purposes relocations are treated as both openings and closings. The three relocated restaurants, and one closed restaurant are all subject to Make-whole payments from their respective closure dates. The new restaurants, and relocated restaurants, were all opened subsequent to October 2, 2018 and will therefore be added to the Royalty Pool on January 1, 2020. Therefore, effective January 1, 2020, the gross sales of five new restaurants will be added to the Royalty Pool and the gross sales of four permanently closed restaurants will be removed.

## **KRL'S INTEREST IN THE FUND**

KRL's interest in the earnings of the Partnership is from its ownership of Class A, entitled Class B, Class C and Class D Partnership units. The Class A, entitled Class B and Class D Partnership units are exchangeable into Fund units on a one-for-one basis in certain circumstances ("Exchangeable units"). KRL's effective ownership of the Fund and its interest in the earnings of the Partnership has grown from 10.00% at the time of the IPO to 26.45% as of December 31, 2018. The increase in KRL's effective ownership of the Fund is due to the cumulative Additional Entitlement received by KRL equivalent to 6,377,120 Fund units, less 3,200,000 Exchangeable units exchanged by KRL for Fund units and sold through the facilities of the TSX. The sale of the 3,200,000 Fund units increased the number of issued and outstanding Fund units from 8,153,500 at the time of the IPO to 11,353,500 as of February 8, 2011.

On January 1, 2019, KRL became entitled to the initial 80% of the Additional Entitlement for 2019, consisting of 235,793 Exchangeable units, increasing its effective ownership of the Fund to 27.56%. See "Royalty Pool" section.

## **FAIR VALUE GAIN (LOSS)**

Fair value gain (loss) is the non-cash decrease or increase in the market value of the Exchangeable units held by KRL during the respective period. It is a non-cash adjustment and, therefore, does not affect distributable cash. The Exchangeable units held by KRL are classified as a financial liability under IFRS. The Fund is required to determine the fair value of that liability at the end of each reporting period and adjust for any increase or decrease, during the same period. The closing market price of a Fund unit at the end of each reporting period is used to determine the fair value of the Exchangeable unit liability, since Exchangeable units are exchangeable into Fund units on a one-for-one basis. If the market price of a Fund unit increases during a period, the financial liability of the Fund also increases, and a non-cash loss is recorded during that period. If the market price of a Fund unit decreases during a period, the financial liability of the Fund also decreases, and a non-cash gain is recorded during that period.

## **FEDERAL GOVERNMENT TAX ON INCOME FUNDS**

On January 1, 2011, legislative changes to the tax treatment of certain income trusts, as a result of the Specified Investment Flow-through Trust tax (the "SIFT tax"), came into effect. Due to these changes, income trusts will not be entitled to deduct distributions of certain types of income for tax purposes, and will therefore be subject to taxation similar to corporations. As a result of this taxation imposed by the Federal Government, the Fund's Trustees had to adopt a new distribution policy which reflects the Fund's obligation to make the SIFT tax payments. See "Distributions to Unitholders". The Fund is subject to tax at a rate of 26% for 2016 and 2017. Effective January 1, 2018, the British Columbia general corporate tax rate increased from 11% to 12%, resulting in the Fund being subject to an income tax rate of 27% for the 2018 and later taxation years.

## DISTRIBUTIONS TO UNITHOLDERS

The Fund's objective is to provide consistent monthly distributions to unitholders at the highest sustainable level, and the Trustees of the Fund continue to review distribution levels on an ongoing basis to fulfill that objective. Since the inception of the Fund in May 2002 until December 31, 2017, monthly distributions to unitholders have been increased fourteen times, from the original level of 9.0 cents/Fund unit at the time of the IPO, to 13.0 cents/Fund unit, on a pre-tax basis (9.46 cents/Fund unit on an after-tax basis), an increase of 44.0%.

In addition, special distributions of 7.0 cents/Fund unit were declared in December 2015, 3.0 cents/Fund unit in December 2016, 3.0 cents/Fund unit in December 2017, and 3.0 cents/Fund unit in December 2018. For Fund reporting purposes these special distributions were treated as distributions in the year in which they were declared.

As a result of the SIFT tax that came into effect on January 1, 2011, the Fund's Trustees had to adopt a new distribution policy which reflects the Fund's obligation to make these tax payments. The eligible dividend portion of the Fund's distribution, combined with the return of capital component of the distribution, should provide taxable Canadian individuals with an effective after-tax cash return very closely comparable to the return that existed before the imposition of the SIFT tax.

Annually, two distributions are expected to be declared during the first quarter, three distributions in each of the second and third quarters, and four distributions in the fourth quarter. This is done to ensure that the distribution based on the Royalty Pool sales for the month of December (which is paid the following month in January), is recorded in the period in which it was earned for income tax purposes.

The determination to declare and make payable distributions from the Fund are at the discretion of the Board of Trustees of the Fund and until declared payable, the Fund has no requirement to pay cash distributions to Fund unitholders.

Year-to-date distributions paid were as follows:

Period	Payment Date	\$ / Unit	Distributions	
			Total \$	Year-to-Date \$
December 1-31, 2018	January 31, 2019	9.46¢	\$ 1,074,041	\$ 1,074,041
January 1-31, 2019	February 28, 2019	9.46¢	\$ 1,074,041	\$ 2,148,082
February 1-28, 2019	March 29, 2019	9.46¢	\$ 1,074,041	\$ 3,222,123
March 1-31, 2019	April 30, 2019	9.46¢	\$ 1,074,041	\$ 4,296,164
April 1-30, 2019	May 31, 2019	9.46¢	\$ 1,074,041	\$ 5,370,205
May 1-31, 2019	June 28, 2019	9.46¢	\$ 1,074,041	\$ 6,444,246
June 1-30, 2019	July 31, 2019	9.46¢	\$ 1,074,041	\$ 7,518,287
July 1-31, 2019	August 30, 2019	9.46¢	\$ 1,074,041	\$ 8,592,328
August 1-31, 2019	September 30, 2019	9.46¢	\$ 1,074,041	\$ 9,666,369
September 1-30, 2019	October 31, 2019	9.46¢*	\$ 1,074,041*	\$ 10,740,410*

\*Paid subsequent to the period.

Distributions paid during the period were funded entirely by cash flow from operations and no debt was incurred at any point during the year to fund distributions.

A special distribution of \$341,000 (3.0 cents/Fund unit) which was declared in December 2018 and paid January 31, 2019 was treated as a distribution in 2018 for Fund reporting purposes.

Since inception, the Fund has generated \$196,581,000 of distributable cash, and paid cumulative distributions of \$194,939,000 which has resulted in a cumulative surplus of \$1,642,000. The cumulative payout ratio (the ratio of cumulative cash distributions paid plus any special distributions declared since inception, to the cumulative distributable cash generated since inception) is 99.2%.

## DISTRIBUTABLE CASH

Distributable cash is defined as the periodic cash flows from operating activities as reported in the consolidated financial statements, including the change in non-cash working capital balances, plus SIFT tax paid (including current year instalments), less interest and financing fees paid on the term loan, less the Partnership distributions attributable to KRL, less current year SIFT tax expense. Distributable cash 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.

Distributable cash is calculated as follows:

(\$000's)	Jul. 1 to Sept. 30, <u>2019</u>	Jul. 1 to Sept. 30, <u>2018</u>	Jan. 1 to Sept. 30, <u>2019</u>	Jan 1 to Sept. 30, <u>2018</u>
Cash flow from operations <sup>(1)</sup> .....	\$ 5,929	\$ 6,154	\$ 18,586	\$ 18,564
SIFT tax paid on Fund units <sup>(2)</sup> .....	1,199	1,139	3,783	3,564
Interest and financing fees paid on term loan <sup>(3)</sup> .....	(153)	(141)	(448)	(396)
KRL's interest <sup>(4)</sup> .....	<u>(2,807)</u>	<u>(2,735)</u>	<u>(8,322)</u>	<u>(8,011)</u>
Distributable cash before current year SIFT tax .....	\$ 4,168	\$ 4,417	\$ 13,599	\$ 13,721
SIFT tax expense on Fund units <sup>(5)</sup> .....	<u>(1,132)</u>	<u>(1,183)</u>	<u>(3,489)</u>	<u>(3,546)</u>
Distributable cash <sup>(6)</sup> .....	<u>\$ 3,036</u>	<u>\$ 3,234</u>	<u>\$ 10,110</u>	<u>\$ 10,175</u>

Notes:

- <sup>(1)</sup> Represents the cash flow from operations as reported in the consolidated statements of cash flows.
- <sup>(2)</sup> Includes SIFT taxes actually paid during the respective period. During the third quarter of 2019, \$1,199,000 was paid on account of 2019, (third quarter of 2018 – \$1,139,000 all on account of 2018). During the first nine months of 2019, \$3,783,000 was paid, consisting of \$3,557,000 on account of 2019, and \$239,000 on account of 2018, and a tax refund of \$13,000 was received on account of prior years (first nine months of 2018 – \$3,564,000 consisting of \$3,377,000 on account of 2018, and \$187,000 on account of 2017).
- <sup>(3)</sup> Represents the interest and financing fees paid on the term loan.
- <sup>(4)</sup> Represents the distributions of the Partnership attributable to KRL during the respective periods on the Exchangeable and Class C units held by KRL. The distributions attributable to KRL will differ from the actual distributions paid to KRL during the same periods, due to the timing of the declaration of distributions.
- <sup>(5)</sup> Represents the SIFT tax expense for the respective period calculated at 27.00% of estimated taxable income for 2019 and 2018.
- <sup>(6)</sup> Distributable cash is the amount of cash available for distribution to the Fund's public unitholders. It is defined as the periodic cash flows from operating activities as reported in the IFRS condensed consolidated financial statements, including the change in non-cash working capital, plus SIFT tax paid (including current year instalments), less interest and financing fees paid on the term loan, less the Partnership distributions attributable to KRL, and less current year SIFT tax expense.

## OWNERSHIP OF THE FUND

The ownership of the Fund on a fully diluted basis is as follows:

	September 30, 2019 <sup>(1)</sup>		September 30, 2018 <sup>(1)</sup>	
	#	%	#	%
Fund units held by public unitholders <sup>(2)</sup> .....	11,353,500	72.44	11,353,500	73.80
Exchangeable Partnership units held by KRL: <sup>(3)</sup>				
Class A units <sup>(4)</sup> .....	905,944	5.78	905,944	5.89
Class B units <sup>(5)</sup> .....	176,700	1.13	176,700	1.15
Class D units <sup>(5)</sup> .....	<u>3,236,213</u>	<u>20.65</u>	<u>2,947,424</u>	<u>19.16</u>
Total Exchangeable Partnership units <sup>(6)</sup> .....	<u>4,318,857</u>	<u>27.56</u>	<u>4,030,068</u>	<u>26.20</u>
Total Fund and Exchangeable Partnership units .....	<u>15,672,357</u>	<u>100.00</u>	<u>15,383,568</u>	<u>100.00</u>

Notes:

<sup>(1)</sup> Information is current as of September 30, 2019. On January 1, 2019, KRL became entitled to the initial 80% of the Additional Entitlement for 2019, consisting of 235,793 Exchangeable units, increasing its effective ownership of the Fund to 27.56%. As of September 30, 2019, there are 11,353,500 Fund units outstanding, and 4,318,857 Exchangeable Partnership units issued and outstanding, all of which are entitled to distributions.

<sup>(2)</sup> Represents the public's total effective ownership of the Fund as of September 30, 2019 and September 30, 2018. The public's average effective ownership of the Fund (based on the weighted average number of Fund units held by public unitholders during the respective period) was 72.44% during the three and nine months ended September 30, 2019 (three and nine months ended September 30, 2018 – 73.80%). The weighted average number of Fund units outstanding for the three and nine months ended September 30, 2019 were 11,353,500 (three and nine months ended September 30, 2018 – 11,353,500).

<sup>(3)</sup> Exchangeable into Fund units on a one-for-one basis.

<sup>(4)</sup> Represents KRL's initial 10% effective ownership of the Fund, prior to the entitlement of Class B or Class D units.

<sup>(5)</sup> These Exchangeable Partnership units are issued to KRL in return for adding net sales to the Royalty Pool on an annual basis. Class D units are equivalent to Class B units in all material respects but began to be issued once all Class B units became fully entitled to distributions on January 1, 2008. As of September 30, 2019, KRL is the registered holder of 176,700 Class B units and 3,236,213 Class D units, all of which are entitled (September 30, 2018 – 176,700 Class B units and 2,947,424 Class D units, all of which were entitled). Also included in these figures is 80% of the Additional Entitlement estimated at the beginning of each calendar year, pursuant to which KRL receives a proportionate increase in monthly distributions from the Partnership. The remaining 20% of KRL's Additional Entitlement of Class B and Class D units is adjusted retroactively to January 1st of each year once the actual sales performance of the new restaurants has been confirmed. KRL is not entitled to proportionate monthly distributions from the Partnership on the remaining 20% of KRL's Additional Entitlement until such time as the Additional Entitlement is adjusted retroactively at the end of each calendar year.

<sup>(6)</sup> Represents KRL's total effective ownership of the Fund as of September 30, 2019 and September 30, 2018. KRL's average effective ownership of the Fund (based on the weighted average number of Exchangeable units held by KRL during the respective period) was 27.56% during the three and nine months ended September 30, 2019 (three and nine months ended September 30, 2018 – 26.20%). The weighted average number of Exchangeable units held by KRL during the three and nine months ended September 30, 2019 were 4,318,857 (three and nine months ended September 30, 2018 – 4,030,068).

## SYSTEM SALES

While the Fund's income is indirectly based on a royalty of 4% of sales of Keg restaurants in the Royalty Pool, the total system sales of The Keg chain are of interest to the Fund and its unitholders as the total system sales best reflect the chain's overall performance. The following table sets out The Keg's total system sales for the periods indicated below:

(\$000's)	13 weeks ended Sept. 30, <u>2019</u>	13 weeks ended Sept. 30, <u>2018</u>	39 weeks ended Sept. 30, <u>2019</u>	39 weeks ended Sept. 30, <u>2018</u>
Corporate Keg restaurants <sup>(1)</sup> .....	\$ 79,880	\$ 82,062	\$ 245,384	\$ 245,475
Franchised Keg restaurants <sup>(2)</sup> .....	<u>81,048</u>	<u>80,217</u>	<u>239,174</u>	<u>239,147</u>
Total system sales .....	<u>\$ 160,928</u>	<u>\$ 162,279</u>	<u>\$ 484,558</u>	<u>\$ 484,622</u>

Notes:

<sup>(1)</sup> The amount of system sales for the corporate Keg restaurants is the amount of gross sales from corporate Keg restaurants only.

<sup>(2)</sup> The amount of system sales for the franchised Keg restaurants is the amount of gross sales reported to KRL by franchised Keg restaurants without independent audit.

## THIRD QUARTER

System sales for the 13 weeks ended September 29, 2019 were \$160,928,000 compared to \$162,279,000 for the 13 weeks ended September 30, 2018, a decrease of \$1,351,000 or 0.8%. The decrease was due to the net impact of the same store sales decreases at comparable restaurants during the quarter (\$5,532,000 decrease in sales), the positive effect of the exchange rate increase on the translation of the US restaurant sales into their Canadian dollar equivalent (\$83,000 increase in sales), the sales of the new restaurants that operated during the quarter (\$8,198,000 increase in sales), the sales of restaurants temporarily closed for renovation during the third quarter of the prior year (\$2,083,000 increase in sales), the loss of sales of restaurants temporarily closed for renovation during the third quarter of the current year (\$637,000 decrease in sales), and the loss of sales from permanently closed restaurants that did not operate during the comparable quarter (\$5,546,000 decrease in sales).

During the 13 weeks ended September 29, 2019, one new franchise restaurant was opened, one corporate restaurant was relocated following its closure in the second quarter of the current year, and one corporate restaurant was permanently closed due to a lease expiry, all in Canada. During the 13 weeks ended September 30, 2018, no new restaurants were opened, and no restaurants were closed. As of September 29, 2019, there were a total of 106 Keg restaurants as compared with 105 Keg restaurants at September 30, 2018.

Same store sales (sales of restaurants that operated during the entire 13-week periods of both the current and prior years) decreased by 3.8% in Canada and by 1.9% in the US. After translating the sales of the US restaurants into their Canadian dollar equivalent, consolidated same store sales for the comparable 13-week periods decreased by 3.6%. The average exchange rate moved from 1.3098 in KRL's 13-week period ended September 30, 2018 to 1.3186 in KRL's 13-week period ended September 29, 2019, slightly increasing the Canadian dollar equivalent of the US restaurant sales.

## **YEAR TO DATE**

System sales for the 39 weeks ended September 29, 2019 were \$484,558,000 compared to \$484,622,000 for the 39 weeks ended September 30, 2018, a decrease of \$64,000 or nil%. The decrease was due to the net impact of the same store sales decreases at comparable restaurants during the period (\$5,531,000 decrease in sales), the positive effect of the exchange rate decrease on the translation of the US restaurant sales into their Canadian dollar equivalent (\$1,281,000 increase in sales), the sales of the new restaurants that operated during the comparable period (\$14,541,000 increase in sales), the sales of restaurants temporarily closed for renovation during the 39-week period of the prior year (\$5,460,000 increase in sales), the loss of sales from restaurants temporarily closed for renovation during the 39-week period of the current year (\$1,716,000 decrease in sales), and the loss of sales from permanently closed restaurants that did not operate during the comparable period (\$14,099,000 decrease in sales).

During the 39 weeks ended September 29, 2019, two franchise restaurants and one corporate were relocated, two new franchise restaurants were opened, one corporate restaurant was permanently closed due to a lease expiry, all in Canada. During the 39 weeks ended September 30, 2018, no restaurants were opened, and one corporate restaurant in Canada was permanently closed due to a lease expiry.

Same store sales (sales of restaurants that operated during the entire 39-week period of both the current year and prior years) decreased by 1.5% in Canada and increased by 1.2% in the US. After translating the sales of the US restaurants into their Canadian dollar equivalent, consolidated same store sales for the comparable 39-week periods decreased by 0.9%. The average exchange rate moved from 1.2876 in KRL's 39-week period ended September 30, 2018, to 1.3294 in KRL's 39-week period ended September 29, 2019, significantly increasing the Canadian dollar equivalent of the US restaurant sales.

## **OPERATING RESULTS**

### **THIRD QUARTER**

#### **ROYALTY POOL SALES**

Royalty Pool sales decreased by \$5,456,000 from \$157,910,000 to \$152,454,000 for the comparable quarter. The decrease in Royalty Pool sales was due to the net impact of same store sales decreases at comparable Royalty Pool restaurants during the comparable quarters (\$5,533,000 decrease in Royalty Pool sales), the positive effect of the exchange rate increase on the translation of the US restaurant sales into their Canadian dollar equivalent (\$131,000 increase in Royalty Pool sales), the sales of new restaurants added to the Royalty Pool on January 1, 2019 (\$4,046,000 increase in Royalty Pool sales), the sales of restaurants temporarily closed for renovation during the third quarter of the prior year (\$2,083,000 increase in Royalty Pool Sales), the loss of sales of restaurants temporarily closed for renovation during the second quarter of the current year (\$637,000 decrease in Royalty Pool sales), and the loss of sales from permanently closed restaurants that did not operate during the comparable quarter of the current fiscal year (\$5,546,000 decrease in Royalty Pool sales).

#### **ROYALTY INCOME**

Total royalty income decreased from \$6,350,000 in the third quarter of 2018 to \$6,225,000 in the third quarter of 2019. The decrease of \$125,000 during the comparable quarter consists of a decrease in royalty fee income of \$219,000, and an increase in Make-whole fees of \$94,000.

The decrease in royalty fee income of \$219,000 was due to the net impact of same store sales decreases at comparable Royalty Pool restaurants during the comparable quarters (\$221,000 decrease in royalty fee income), the positive effect of the exchange rate increase on the translation of US restaurant sales into their Canadian dollar equivalent (\$4,000 increase in royalty fee income), the sales of new restaurants added to the Royalty Pool on January 1, 2019 (\$162,000 increase in royalty fee income), the sales of restaurants temporarily closed for renovation during the third quarter of the prior year (\$83,000 increase in royalty fee income), the loss of sales of restaurants temporarily closed for renovation during the third quarter of the current year (\$25,000 decrease in royalty fee income), and the loss of sales from permanently closed restaurants that did not operate during the comparable quarter of the current year (\$222,000 decrease in royalty fee income).

## ROYALTY INCOME (CONTINUED)

Make-whole fees increased by \$94,000 as more restaurants were closed during the comparable quarter of the current year. During the third quarter of the current year, four restaurants were subject to Make-whole Payments (those restaurants were closed for a total of 43 weeks during the quarter), whereas in the comparable quarter of the prior year, only one restaurant was subject to Make-whole Payments (that restaurant was closed for a total of 13 weeks).

## INTEREST INCOME

Interest income earned by the Fund during the third quarter of the current year was \$1,086,000, and was comprised of interest income on the Keg Loan of \$1,078,000 and other interest income of \$8,000. Interest income on the Keg Loan remained the same during the comparable quarter, while other interest income earned by the Fund on cash balances increased by \$2,000. Interest income earned on cash balances increased as higher interest rates were applied to those cash balances during the comparable quarter.

## ADMINISTRATIVE EXPENSES

Administrative expenses incurred by the Partnership for the quarter ended September 30, 2019 were \$98,000, comprised of general and administrative expenses of \$100,000, net of interest income of \$2,000. The decrease in administrative expenses of \$7,000 during the comparable quarter consisted of a decrease in general and administrative expenses of \$6,000, and an increase in interest income of \$1,000. General and administrative expenses decreased primarily as a result of a decrease in tax compliance costs. Other interest income earned by the Fund on surplus cash balances increased, as higher interest rates were applied to those surplus cash balances.

## INTEREST AND FINANCING EXPENSES

Interest and financing expenses incurred by the Fund were \$159,000 for the three months ended September 30, 2019, and included interest on the long-term debt of \$149,000, other finance charges of \$5,000, and amortization of deferred financing charges of \$5,000. The increase in interest and financing expenses of \$11,000, was entirely due to an increase in interest expense on the long-term debt, as other finance charges and the amortization of deferred finance charges, remained the same during the comparable quarter. Interest expense on the long-term debt increased, as the effective interest rate on that debt increased from 3.92% to 4.20%, as a result of changes to the prime lending rate in 2018.

## OPERATING INCOME

The Fund's operating income decreased from \$7,181,000 during the third quarter of 2018, to \$7,054,000 during the third quarter of 2019. The decrease of \$127,000 was due to the net impact of the decrease in royalty income of \$125,000, the increase in interest income of \$2,000, the decrease in administrative expenses of \$7,000, and the increase in interest and financing expenses of \$11,000.

## DISTRIBUTIONS TO KRL

Distributions attributable to KRL during the three months ended September 30, 2019 were \$2,807,000, which included distributions of \$1,738,000 on the Exchangeable units and \$1,069,000 on the Class C units. Distributions on the Exchangeable units increased by \$72,000 from the comparable quarter of the prior year, due to the combined impact of an increase in the operating income of the Fund during the third quarter of the current year, and an increase in KRL's average effective ownership of the Fund during that period. KRL's average effective ownership of the Fund increased from 26.20% during the third quarter of 2018 to 27.56% during the third quarter of 2019, primarily as a result of the initial 80% of the Additional Entitlement received by KRL on January 1, 2019, from the roll-in of sales of net new restaurants on that date. The distributions declared on the Class C units remained the same during the comparable periods, which were \$0.0625 per Class C unit per month.



## PROFIT BEFORE FAIR VALUE GAIN (LOSS) AND INCOME TAXES

Profit before fair value gain (loss) and income taxes decreased by \$199,000 from a profit of \$4,446,000 (39.2 cents/Fund unit) in the third quarter of 2018, to a profit of \$4,247,000 (37.4 cents/Fund unit) in the third quarter of 2019.

## FAIR VALUE GAIN (LOSS)

The fair value of the Exchangeable unit liability decreased by \$2,980,000 during the three months ended September 30, 2019, as compared with an increase of \$363,000 during the three months ended September 30, 2018.

During the three months ended September 30, 2019, the fair value of the 4,318,857 Exchangeable units held by KRL during that entire quarter decreased, as the closing market price of a Fund unit (the basis upon which the Exchangeable units held by KRL are valued) decreased from \$17.19 to \$16.50, resulting in a non-cash gain to the Fund of \$2,980,000.

During the three months ended September 30, 2018, the fair value of the 4,030,068 Exchangeable units held by KRL during that entire quarter increased, as the closing market price of a Fund unit (the basis upon which the Exchangeable units held by KRL are valued) increased from \$17.65 to \$17.74, resulting in a non-cash loss to the Fund of \$363,000.

## INCOME TAXES

Income taxes for the three-month period ended September 30, 2019, were \$1,126,000, and included SIFT tax expense of \$1,132,000 and a non-cash deferred income tax recovery of \$6,000. Income taxes decreased by \$72,000 due to the combined impact of a decrease in SIFT taxes of \$51,000 and a decrease in deferred taxes of \$21,000. SIFT tax expense decreased primarily due to the decrease in taxable income of the Fund during the comparable quarter. The deferred income tax recovery increased during the comparable quarter, due to changes in the temporary differences between the accounting and tax basis of the Keg Rights owned by the Partnership.

## PROFIT (LOSS) AND COMPREHENSIVE INCOME (LOSS)

Profit (loss) increased by \$3,216,000 from a profit of \$2,885,000 (25.4 cents/Fund unit) in the third quarter of 2018, to a profit of \$6,101,000 (53.7 cents/Fund unit) in the third quarter of 2019, mostly due to the change in the non-cash fair value adjustment of the Exchangeable unit liability.

## DISTRIBUTABLE CASH

Distributable cash before SIFT tax decreased by \$249,000 from \$4,417,000 (38.9 cents/Fund unit) to \$4,168,000 (36.7 cents/Fund unit) during the comparable quarter. Cash available for distribution to Fund unitholders decreased by \$198,000 from \$3,234,000 (28.5 cents/Fund unit) to \$3,036,000 (26.7 cents/Fund unit) during the comparable quarter. The difference between the Fund's profit (loss) and distributable cash is due to non-cash items such as amortization, fair value gain (loss), and deferred income taxes included in the Fund's profit (loss), as well as changes in non-cash working capital balances.

## DISTRIBUTIONS TO FUND UNITHOLDERS

Annually, two distributions are expected to be declared during the first quarter, three distributions in each of the third and third quarters and four distributions in the fourth quarter. This is done to ensure that the distribution based on the Royalty Pool sales for the month of December (which is paid the following month in January) is recorded in the period in which it was earned for income tax purposes.

During the third quarter of both 2019 and 2018, distributions to Fund unitholders included regular cash distributions paid of \$3,222,000 (28.4 cents/Fund unit).

## YEAR TO DATE

### ROYALTY POOL SALES

Royalty Pool sales decreased by \$1,887,000 from \$470,848,000 to \$468,961,000 for the comparable nine-month period. The decrease in Royalty Pool sales was due to the net impact of the same store sales decreases at comparable Royalty Pool restaurants during the comparable periods (\$5,531,000 decrease in Royalty Pool sales), the positive effect of the exchange rate increase on the translation of the US restaurant sales into their Canadian dollar equivalent (\$1,336,000 increase in Royalty Pool sales), the sales of new restaurants added to the Royalty Pool on January 1, 2019 (\$12,662,000 increase in Royalty Pool sales), the sales of restaurants temporarily closed for renovation during the comparable period of the prior year (\$5,460,000 increase in Royalty Pool sales), the loss of sales from restaurants temporarily closed for renovation during the current year (\$1,716,000 decrease in Royalty Pool sales), and the loss of sales from permanently closed restaurants that did not operate during the period (\$14,099,000 decrease in Royalty Pool sales).

### ROYALTY INCOME

Total royalty income increased from \$18,873,000 in the first nine months of 2018 to \$19,047,000 in the first nine months of 2019. The increase of \$174,000 during the comparable period consists of a decrease in royalty fee income of \$76,000, and an increase in Make-whole fees of \$250,000.

The decrease in royalty fee income of \$76,000 was due to the net impact of same store sales decreases at comparable Royalty Pool restaurants during the period (\$221,000 decrease in royalty fee income), the positive effect of the exchange rate increase on the translation of US restaurant sales into their Canadian dollar equivalent (\$54,000 increase in royalty fee income), the sales of the new restaurants added to the Royalty Pool on January 1, 2019 (\$506,000 increase in royalty fee income), the sales of restaurants temporarily closed for renovation during the comparable period of the prior year (\$218,000 increase in royalty fee income), the loss of sales from restaurants temporarily closed for renovation during the current year (\$69,000 decrease in royalty fee income), and the loss of sales from permanently closed restaurants that did not operate during the period (\$564,000 decrease in royalty fee income).

Make-whole fees increased by \$250,000 during the first nine months of the current year as more restaurants were closed during the comparable period. During the first nine months of the current year, four restaurants were subject to Make-whole payments (those restaurants were closed for a total of 94 weeks during the comparable period), whereas in the nine months of the prior year, only one restaurant was subject to Make-whole payments (that restaurant was closed for a total of 15 weeks).

### INTEREST INCOME

Interest income earned by the Fund during the nine-month period of the current year was \$3,222,000, and was comprised of interest income on the Keg Loan of \$3,197,000 and other interest income of \$25,000. Interest income on the Keg Loan remained the same during the comparable period, while other interest income earned by the Fund on cash balances increased by \$8,000. Interest income earned on cash balances increased as higher interest rates were applied to the cash balances on hand during the comparable period.

### ADMINISTRATIVE EXPENSES

Administrative expenses incurred by the Partnership for the nine months ended September 30, 2019 were \$284,000, comprised of general and administrative expenses of \$289,000, net of interest income of \$5,000. The decrease in administrative expenses of \$28,000 during the comparable period consisted of a decrease in general and administrative expenses of \$26,000 and an increase in interest income of \$2,000. General and administrative expenses decreased primarily as a result of a decrease in legal and compliance costs as well as printing costs. Other interest income earned by the Fund on surplus cash balances increased, as higher interest rates were applied to those surplus cash balances.

## INTEREST AND FINANCING EXPENSES

Interest and financing expenses incurred by the Fund were \$460,000 for the nine months ended September 30, 2019, and included interest on the long-term debt of \$440,000, other finance charges of \$5,000, and amortization of deferred financing charges of \$15,000. The increase in interest and financing expenses of \$46,000, was entirely due to an increase in interest expense on the long-term debt, as other finance charges and the amortization of deferred finance charges remained the same during the comparable period. Interest expense on the long-term debt increased, as the effective interest rate on that debt increased from 3.76% to 4.20%, as a result of three changes to the prime lending rate in 2018.

## OPERATING INCOME

The Fund's operating income increased from \$21,361,000 during the first nine months of 2018, to \$21,525,000 during the first nine months of 2019. The increase of \$164,000 is due to the net impact of the increase in royalty income of \$174,000, the increase in interest income of \$8,000, the decrease in administrative expenses of \$28,000, and the increase in interest and financing expenses of \$46,000.

## DISTRIBUTIONS TO KRL

Distributions attributable to KRL during the nine months ended September 30, 2019 were \$8,322,000, which included distributions of \$5,116,000 on the Exchangeable units and \$3,206,000 on the Class C units. Distributions on the Exchangeable units increased by \$311,000 from the comparable nine-month period of the prior year, due to the combination of an increase in the operating income of the Fund during the first nine months of 2019, and an increase in KRL's average effective ownership of the Fund during that period. KRL's average effective ownership of the Fund increased from 26.20% during the first nine months of 2018 to 27.56% during the first nine months of 2019, primarily as a result of the initial 80% of the Additional Entitlement received by KRL on January 1, 2019, from the roll-in of sales of net new restaurants on that date. The distributions declared on the Class C units remained the same during the comparable periods, which were \$0.0625 per Class C unit per month.

## PROFIT BEFORE FAIR VALUE GAIN (LOSS) AND INCOME TAXES

Profit before fair value gain (loss) and income taxes decreased by \$147,000 from \$13,350,000 (\$1.176/Fund unit) in the first nine months of 2018, to \$13,203,000 (\$1.163/Fund unit) in the first nine months of 2019.

## FAIR VALUE GAIN (LOSS)

The fair value of the Exchangeable unit liability increased by \$1,445,000 during the nine months ended September 30, 2019, as compared with a decrease of \$9,182,000 during the nine months ended September 30, 2018.

During the nine months ended September 30, 2019, the fair value of the 4,083,064 Exchangeable units held by KRL during that entire period increased, as the closing market price of a Fund unit (the basis upon which the Exchangeable units held by KRL are valued) increased from \$16.09 to \$16.50, resulting in a non-cash loss to the Fund of \$1,674,000. In addition, the fair value of the 235,793 Exchangeable units granted to KRL on January 1, 2019 (as the initial 80% of the Additional Entitlement for 2019), decreased from \$17.47 (the roll-in price) to \$16.50, resulting in a non-cash gain to the Fund of \$229,000.

During the nine months ended September 30, 2018, the fair value of the 3,639,856 Exchangeable units held by KRL during that entire period decreased, as the closing market price of a Fund unit (the basis upon which the Exchangeable units held by KRL are valued) decreased from \$19.99 to \$17.74, resulting in a non-cash gain to the Fund of \$8,190,000. In addition, the fair value of the 390,212 Exchangeable units granted to KRL on January 1, 2018 (as the initial 80% of the Additional Entitlement for 2018), decreased from \$20.28 (the roll-in price) to \$17.74, resulting in a further non-cash gain to the Fund of \$992,000.

## INCOME TAXES

Income taxes for the nine-month period ended September 30, 2019, were \$3,484,000, and included SIFT tax expense of \$3,489,000 and a non-cash deferred income tax recovery of \$5,000. Income taxes decreased by \$63,000 due to the net impact of a decrease in SIFT taxes of \$57,000 and a decrease in deferred taxes of \$6,000. SIFT tax expense decreased primarily due to a SIFT tax refund received during the second quarter of the current year but related to prior years, as the taxable income of the Fund remained relatively the same. The deferred income tax expense increased during the comparable period, due to changes in the temporary differences between the accounting and tax basis of the Keg Rights owned by the Partnership.

## PROFIT (LOSS) AND COMPREHENSIVE INCOME (LOSS)

Profit (loss) decreased by \$10,711,000 from a profit of \$18,985,000 (\$1.672/Fund unit) during the nine months ended September 30, 2018 to a profit of \$8,274,000 (\$0.729/Fund unit) during the comparable period of 2019, mostly due to the change in the non-cash fair value gain (loss) on the Exchangeable unit liability.

## DISTRIBUTABLE CASH

Distributable cash before SIFT tax decreased by \$122,000 from \$13,721,000 (\$1.209/Fund unit) to \$13,599,000 (\$1.198/Fund unit) during the comparable period. Cash available for distribution to Fund unitholders decreased by \$65,000 from \$10,175,000 (89.6 cents/Fund unit) to \$10,110,000 (89.0 cents/Fund unit) during the comparable period. The difference between the Fund's earnings and distributable cash is due to non-cash items such as amortization, fair value gain (loss), and deferred income taxes included in the Fund's net earnings, as well as changes in non-cash working capital balances.

## DISTRIBUTIONS TO FUND UNITHOLDERS

During the first nine months of both 2019 and 2018, distributions to Fund unitholders included regular cash distributions of \$9,666,000 (85.1 cents/Fund unit).

## LIQUIDITY & CAPITAL RESOURCES

It is the Fund's policy to distribute all available cash on a monthly basis in order to provide consistent returns to unitholders and to maximize those returns. Any increase in distributions in the future will be implemented in such a manner so as to maintain uniform monthly distributions.

The special distribution declared in December 2018, which was paid on January 31, 2019, was treated as a distribution in 2018 for Fund reporting purposes.

During the third quarter of 2019, the Fund generated \$3,036,000 in distributable cash, and paid distributions of \$3,222,000 to public unitholders, resulting in a shortfall of \$186,000. Year-to-date, the Fund generated \$10,110,000 in distributable cash and paid distributions of \$9,666,000 to public unitholders, resulting in a surplus of \$444,000.

## TERM LOAN

The Trust has a \$14 million non-revolving term loan facility, which bears interest at bank prime plus 0.25% per annum. The facility was originally arranged during the IPO to partially finance the purchase of the Keg Rights from KRL, and to provide term debt as part of the capital structure. On September 26, 2019, the Fund amended the terms of this loan with its existing banking syndicate and extended the maturity date to October 1, 2020. The term loan held by the Trust is subject to certain financial covenants, including minimum equity amounts in both the Trust and the Partnership, and a minimum Partnership cash flow level defined as profit (loss) before interest, fair value gain (loss), taxes, depreciation and amortization ("EBITDA"). As at September 30, 2019, the Trust and Partnership are in compliance with all financial covenants associated with this facility.

## OPERATING LINE OF CREDIT

The Partnership, a subsidiary of the Fund, has a \$1 million operating line of credit, which bears interest at bank prime plus 0.25% per annum. This facility is used primarily to bridge timing differences between the receipt of the royalty payments and distributions on the Partnership securities. This operating line is also available for general working capital purposes or, if required, to help finance periodic differences between receipt of the royalty payment (which may vary due to small seasonal variations in the gross sales of those restaurants in the Royalty Pool), and distributions to unitholders. On September 26, 2019, the Fund amended the terms of this credit facility with its existing banking syndicate and extended the maturity date to October 1, 2020. As at September 30, 2019, the entire \$1 million facility is available for use.

## INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Chief Executive Officer and Chief Financial Officer of The Keg GP Ltd., managing general partner of the Partnership and administrator to the Fund, have designed or caused to be designed under their supervision, internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS and applicable securities legislation.

The control framework used to design the internal controls over financial reporting is “Internal Control – Integrated Framework” issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in 2013. There have been no significant changes to the internal control over financial reporting for the quarter ended September 30, 2019 that have had or are reasonably likely to have a material effect on the Fund’s internal controls over financial reporting.

It should be noted that a control system, including the Fund’s disclosure and internal controls and procedures, no matter how well conceived, can provide only reasonable, but not absolute, assurance that the objectives of the control system will be met and it should not be expected that the disclosure and internal controls and procedures will prevent all errors or fraud.

## CRITICAL ACCOUNTING ESTIMATES

The preparation of the Fund’s consolidated financial statements in conformity with IFRS requires estimates and judgements to be made that affect the reported amounts of assets and liabilities, income and expenses, and related disclosures. These estimates are based on historical experience and knowledge of economics, market factors and the restaurant industry along with various other assumptions that are believed to be reasonable under the circumstances.

The Fund believes that the following selected accounting policies are critical to understanding the estimates, assumptions and uncertainties that affect the amounts reported and disclosed in the Fund’s consolidated financial statements and related notes.

## CONSOLIDATION

Applying the criteria outlined in IFRS 10, “*Consolidated Financial Statements*”, judgement is required in determining whether the Fund controls the Partnership. Making this judgement involves taking into consideration the concept of power over the Partnership, exposure to variable returns, and the ability to use power to direct the relevant activities of the Partnership so as to generate economic returns. Using these criteria, management has determined that the Fund ultimately controls the Partnership through its 90% ownership of the managing general partner, The Keg GP Ltd.

## KEG RIGHTS

The Fund carries the Keg Rights at historical cost comprising the amount of consideration paid for the Keg Rights in 2002 as part of the Fund’s IPO, as well as the value of additional sales of net new Keg restaurants added to the Royalty Pool since inception. The value of the gross sales of new Keg restaurants added to the Royalty Pool is determined on a formula basis that is designed to estimate the present value of the cash flows due to the Fund as a result of the sales of these new Keg restaurants being added to the Royalty Pool. As such, the calculation is dependent on a number of variables including the estimated long-term sales of the new Keg restaurants and a discount rate. The value assigned to the sales of net new Keg restaurants, and as a result, the value assigned to the Keg Rights, could differ from actual results.

## KEG RIGHTS (CONTINUED)

The Fund tests the Keg Rights for impairment annually, which requires that the Fund use a valuation technique to determine if impairment exists. This valuation technique may not represent the actual fair value less costs to sell that the Fund expects the Keg Rights to generate.

## EXCHANGEABLE UNIT FAIR VALUE GAIN (LOSS)

The Fund is required under IFRS to classify the Exchangeable units as a financial liability at fair value. This requires that the Fund uses a valuation technique to determine the fair value of the Exchangeable units at the applicable reporting dates. The Fund estimates the fair value of this financial liability using the Fund's market capitalization at the end of the applicable period and allocating KRL's entitlement based upon its percentage ownership of the Fund on a fully-diluted basis as at March 31, 2018.

As at September 30, 2019, the closing price of a Fund unit was \$16.50 resulting in a market capitalization of \$258.6 million. KRL's 27.56% ownership of the Fund (on a fully-diluted basis) was calculated to be \$71.3 million. This valuation technique may not represent the actual value of the financial liability should such Exchangeable units be extinguished, and changes in the distribution rate on the Exchangeable units and the yield of the Fund's units could materially impact the Fund's financial position and results of operations.

## DEFERRED INCOME TAX EXPENSE

The Fund uses the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the deferred income tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of changes in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment of such changes.

The determination of deferred income taxes requires the use of judgement and estimates. If certain judgements or estimates prove to be inaccurate, or if certain tax rates or laws change, the Fund's results of operations and financial position could be materially impacted.

## NEW ACCOUNTING STANDARDS

Effective January 1, 2019, the Fund has adopted IFRS 16, *Leases* ("IFRS 16").

IFRS 16 replaces IAS 17, *Leases*. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases. The standard establishes a single model for lessees to bring leases on-balance sheet while lessor accounting remains largely unchanged and retains the finance and operating lease distinctions.

The Fund has determined there is no material impact on the assets and liabilities of the consolidated statement of financial position as a result of adopting IFRS 16 since it does not have operating lease arrangements of more than 12 months in which it is considered the lessee. The adoption of this new standard is non-cash in nature and, as such, there is also no impact on the Fund's cash flows.

## **FINANCIAL INSTRUMENTS**

The Fund's financial instruments consist of cash and cash equivalents, royalty fee receivable from KRL, interest on note receivable from KRL, note receivable from KRL, accounts payable and accrued liabilities, interest payable on the term loan, distributions payable to Fund unitholders, distributions payable to KRL, Class C Partnership unit liability and the term loan.

The requirement for the Fund to settle its note receivable from KRL in exchange for Class C Partnership units is classified as a derivative instrument. The Fund has reviewed the net impact of this potential exchange requirement on its cash flows and has determined that there is no significant value applicable to this feature.

The fair values of the amount due from KRL, accounts payable and accrued liabilities, interest payable on the term loan and the distributions payable to Fund unitholders approximate their carrying amounts, largely due to the short-term maturities of these instruments. The fair value of the note receivable from KRL and the Class C unit liability approximate their carrying values due to the requirement of the Fund to settle the note receivable from KRL in exchange for Class C Partnership units equal to \$10.00 per Class C unit transferred. The fair value of the term loan is not materially different from its carrying value as the variable rate of interest on the facility would not be significantly different from the current market rate of interest due to the considerable security held by the banking syndicate.

## **OUTLOOK**

In Canada, Restaurants Canada has estimated that sales in the full-service restaurant category, the category in which The Keg operates, increased by 5.7% in 2018 and has projected sales to increase by 4.2% in 2019. Restaurants Canada has also forecasted sales in the full-service category to increase by an average of 4.6% per year between 2018 and 2022 (1.6% per year on an inflation adjusted basis). In the US, the National Restaurant Association has projected sales to increase by 3.8% in 2019 (1.5% on an inflation adjustment basis). The NRA has not yet updated 2017 and 2018 data nor released a long-term forecast. Given the close historical relationship between disposable income and foodservice spending, management of KRL expects that as economic conditions continue to improve (1.5% on an inflation adjusted basis) in North America, so will sales in the full-service category of the restaurant industry.

While management of KRL does not expect a significant improvement in economic conditions in the near term, management believes that The Keg will continue to outperform the full-service restaurant category with respect to same store sales growth. Management of KRL continues to monitor the global economy and evaluate its potential impact on the North American business environment, particularly the effect on consumer confidence and discretionary spending. Management of KRL has advised the Trustees that it intends to continue to focus on growing same store sales and to continue to expand the number of corporate and franchised restaurants in Canada and the US.

KRL management has also advised the Trustees that it believes that the strong same store sales growth KRL has delivered in the past will continue to be realized over the long term through a combination of increased guest counts and increased guest average cheque. Advertising and promotions programs will continue to focus on food taste, quality and excellent service in a friendly atmosphere.

Management of KRL has further advised the Trustees that it believes that continued Canadian market expansion will be leveraged by KRL's leading market position and national presence.

Corporate market expansion in the US will continue to focus on two target markets, specifically: Phoenix, Arizona; and Dallas, Texas. KRL management has advised the Trustees that it intends to continue to pursue franchising opportunities in the US.

KRL continues to refurbish, and in some cases, relocate existing Keg restaurants in order to better serve its guests and to protect and enhance the strong leadership position The Keg brand has enjoyed for over forty-seven years. KRL has relocated three restaurants and opened two new restaurants since October 2, 2018, and these restaurants will be added to the Royalty Pool on January 1, 2020.

Management of KRL currently expects to open one additional corporate, and one additional franchise restaurant as well as relocate one corporate restaurant prior to October 2, 2019. The scheduled opening of these new restaurants remains conditional upon the timely receipt of municipal approvals, construction permits, and ongoing evaluation of the current economic environment.

## **RISKS AND UNCERTAINTIES**

The Fund continues to recognize certain risks and uncertainties associated with the ordinary course of business, including those associated with the business and operations of KRL, upon which the Fund relies solely for its income.

## **THE RESTAURANT INDUSTRY**

The performance of the Fund is directly dependent upon the royalty and interest payments received from KRL. The amount of the royalty is dependent upon restaurant sales, which is subject to a number of factors that affect the restaurant industry generally and the casual dining segment of the industry in particular. The casual dining segment of the restaurant industry is intensely competitive with respect to price, service, location and food quality. There are many well-established competitors, particularly in the US, with substantially greater financial and other resources than KRL. Competitors include national and regional chains, as well as individually owned restaurants.



## THE RESTAURANT INDUSTRY (CONTINUED)

Recently, competition has increased in the mid-price, full-service, casual dining segment in which Keg restaurants operate. If KRL and The Keg franchisees are unable to successfully compete in the casual dining segment of the restaurant industry, sales may be adversely affected, the amount of the royalty reduced and the ability of KRL to pay the royalty or interest on the Keg Loan may be impaired. The restaurant business is also affected by changes in demographic trends, traffic patterns, and the type, number, and location of competing restaurants.

In addition, factors such as inflation; increased food; labour and benefits costs; government regulations; smoking by-laws; and the availability of experienced management and hourly employees may adversely affect the restaurant industry in general and therefore potentially KRL and its franchisees. Changing consumer preferences, discretionary spending patterns and factors affecting the availability of beef could force KRL to modify its restaurant content and menu, and could result in a reduction of restaurant sales. Accordingly, this could impact the amount of the royalty and financial condition of KRL.

Consumer preferences could be affected by health concerns about the consumption of beef, the primary item served at Keg restaurants, and specific events such as the outbreak of “mad cow disease” could reduce the available supply of beef or significantly raise the price of beef.

KRL’s success also depends on numerous factors affecting discretionary consumer 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 restaurant sales and operating income, which could adversely affect the royalty and the ability of KRL to pay the royalty, the Make-whole Payment or interest on the Keg Loan.

## AVAILABILITY AND QUALITY OF RAW MATERIALS

Management of KRL continues to monitor any cases of mad cow disease found in North America. The continued widespread testing of herds confirms that these were isolated cases; the risk to human health appears to be negligible. Most importantly to The Keg, there has not been any significant negative consumer reaction to beef in North America and there has not been a material impact on its restaurant traffic. KRL has maintained an uninterrupted supply of quality beef that meets its demanding specifications despite previous border closures. Management of KRL expects the demand for beef to remain strong among consumers and its supply to continue uninterrupted.

## FLUCTUATIONS IN FOREIGN EXCHANGE RATES

As at September 30, 2019, KRL has 10 restaurants located in the US, all of which are corporately owned through its wholly owned subsidiaries. Keg restaurants located in the US generate sales in US dollars, which must be translated into their Canadian dollar equivalent for Fund reporting purposes. Fluctuations in foreign exchange rates will affect the Canadian dollar equivalent of the sales of the restaurants located in the US, which will affect the amount of the royalty.

## FORWARD LOOKING INFORMATION

Certain information included in this report contains forward-looking statements within the meaning of applicable securities laws. These statements include, but are not limited to, statements made in the Overview, Outlook, Competitive Strength and Growth, The Royalty Pool, Distributions to Unitholders, and Critical Accounting Estimates sections and other statements concerning the Fund's business plans and objectives, activities and management's beliefs, plans, estimates and intentions, and similar statements concerning the Fund's anticipated future events, results, performance or expectations that are not historical facts. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "would", "expect", "intend", "estimate", "anticipate", "believe", "should", "plan", "continue", or similar expressions suggesting future outcomes or events. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. All forward-looking statements in this Management's Discussion and Analysis are qualified by these cautionary statements.

These forward looking statements are not guarantees of future events or performance and, by their nature, are based on the Fund's current estimates and assumptions, which are subject to risks and uncertainties, including those described in this Management's Discussion and Analysis, which could cause actual events or results to differ materially from the forward looking statements made in this Management's Discussion and Analysis. Those risks and uncertainties include, but are not limited to:

- changes in national and local business and economic conditions that may affect competition in the restaurant industry, changes in demographic trends, or changes in consumer preferences and discretionary spending patterns;
- availability and quality of raw materials;
- growth of the royalty fee and the impact on the royalty amount from the closure of Keg restaurants;
- the ability of franchisees' to generate sales and pay franchise fees and other amounts;
- dependence on key personnel;
- maintenance of strong intellectual property and brand equity;
- unexpected costs or liabilities related to changes in regulations governing alcoholic beverages, income or sales tax legislation, environmental matters or food-borne illnesses; and
- fluctuations in the foreign exchange rate between the Canadian and US dollar.

The foregoing list of factors is not exhaustive and should be considered in conjunction with the risks and uncertainties set out in KRL's Management's Discussion and Analysis for the 52 weeks ended December 30, 2018, which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

Material assumptions or factors that were applied in drawing a conclusion or making an estimate set out in the forward looking information may include, but are not limited to:

- a stable pace of real estate development opportunities;
- absence of material changes in law;
- protection of the Keg Rights;
- continued access to financing by each of KRL and its franchisees;
- no unexpected closings of Keg restaurants that will have a material adverse affect on the royalty amount; and
- expectations related to future general economic conditions.

Although the forward looking information contained in this Management's Discussion and Analysis is based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward looking statements. The forward-looking information contained in this document is current only as of the date of this document and reflects current expectations regarding future events and operating performance. Except as required by law, the Fund undertakes no obligation to publicly update, supplement or revise any forward looking statement, whether as a result of new information, changing circumstances, future events or otherwise. Certain statements included in this Management's Discussion and Analysis may be considered "financial outlook" for purposes of applicable securities laws, and such financial outlook may not be appropriate for purposes other than this Management's Discussion and Analysis.

**ADDITIONAL INFORMATION**

Additional information about the Fund including the Fund's most recent annual information form is available on SEDAR at [www.sedar.com](http://www.sedar.com).

## UNITHOLDER INFORMATION

### CORPORATE HEAD OFFICE

The Keg Royalties Income Fund  
10100 Shellbridge Way  
Richmond, BC V6X 2W7

### BOARD OF TRUSTEES

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### STOCK EXCHANGE LISTING

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# **THE KEG ROYALTIES INCOME FUND**

## **CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For the three and nine months ended September 30, 2019 and 2018

## CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in thousands of dollars)

	Note	September 30, 2019 (unaudited)	December 31, 2018
<b>ASSETS</b>			
Current assets:			
Cash .....		\$ 2,292	\$ 2,567
Prepaid expenses and deposits .....		35	9
Royalty fee receivable from Keg Restaurants Ltd. ....	9	2,503	2,962
Interest on note receivable from Keg Restaurants Ltd. ....	9	351	363
Current tax receivable .....	8	55	-
		5,236	5,901
Note receivable from Keg Restaurants Ltd. ....		57,000	57,000
Intangible assets, Keg Rights .....	5	181,056	176,936
		\$ 243,292	\$ 239,837
<b>LIABILITIES AND UNITHOLDERS' EQUITY</b>			
Current liabilities:			
Accounts payable and accrued liabilities .....		\$ 257	\$ 318
Interest payable on term loan .....		48	50
Distributions payable to Fund unitholders .....		-	1,415
Distributions payable to Keg Restaurants Ltd. ....	9	1,088	1,172
Current income tax payable .....	8	-	239
		1,393	3,194
Term loan, net of deferred financing charges .....	11	13,982	13,967
Deferred income taxes .....	8	2,446	2,451
Class C Partnership units .....		57,000	57,000
Exchangeable Partnership units .....	7	71,261	65,697
Unitholders' equity:			
Fund units .....		123,275	123,275
Accumulated deficit .....		(26,065)	(25,747)
		97,210	97,528
		\$ 243,292	\$ 239,837

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

Approved on behalf of the Board of Trustees

“C.C. Woodward”  
**C.C. Woodward, Trustee**

“George Killy”  
**George Killy, Trustee**

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Expressed in thousands of dollars, except unit and per unit amounts - unaudited)

		July 1 to Sept 30, <u>2019</u>	July 1 to Sept 30, <u>2018</u>	January 1 to Sept 30, <u>2019</u>	January 1 to Sept 30, <u>2018</u>
Revenue:					
Royalty income .....	4	\$ 6,225	\$ 6,350	\$ 19,047	\$ 18,873
Interest income .....		<u>1,086</u>	<u>1,084</u>	<u>3,222</u>	<u>3,214</u>
		7,311	7,434	22,269	22,087
Expenses:					
General and administrative .....		(98)	(105)	(284)	(312)
Interest and financing fees .....		(154)	(143)	(445)	(399)
Amortization of deferred financing charges .....		<u>(5)</u>	<u>(5)</u>	<u>(15)</u>	<u>(15)</u>
		<u>(257)</u>	<u>(253)</u>	<u>(744)</u>	<u>(726)</u>
Profit before distributions, fair value gain (loss) and income taxes .....		7,054	7,181	21,525	21,361
Distributions recorded as interest:					
Class C Partnership units .....		(1,069)	(1,069)	(3,206)	(3,206)
Exchangeable Partnership units .....		<u>(1,738)</u>	<u>(1,666)</u>	<u>(5,116)</u>	<u>(4,805)</u>
		<u>(2,807)</u>	<u>(2,735)</u>	<u>(8,322)</u>	<u>(8,011)</u>
Profit before fair value gain (loss) and income taxes ...		4,247	4,446	13,203	13,350
Fair value gain (loss) on Exchangeable Partnership units .....	7	<u>2,980</u>	<u>(363)</u>	<u>(1,445)</u>	<u>9,182</u>
Profit before income taxes .....		7,227	4,083	11,758	22,532
Income tax recovery (expense):					
Current .....	8	(1,132)	(1,183)	(3,489)	(3,546)
Deferred .....	8	<u>6</u>	<u>(15)</u>	<u>5</u>	<u>(1)</u>
		<u>(1,126)</u>	<u>(1,198)</u>	<u>(3,484)</u>	<u>(3,547)</u>
Profit and comprehensive income for the period .....		<u>\$ 6,101</u>	<u>\$ 2,885</u>	<u>\$ 8,274</u>	<u>\$ 18,985</u>
Weighted average Fund units outstanding .....	3	<u>11,353,500</u>	<u>11,353,500</u>	<u>11,353,500</u>	<u>11,353,500</u>
Weighted average diluted units outstanding .....	3	<u>15,672,357</u>	<u>15,383,568</u>	<u>15,672,357</u>	<u>15,383,568</u>
Basic earnings per Fund unit .....	3	<u>\$ 0.54</u>	<u>\$ 0.25</u>	<u>\$ 0.73</u>	<u>\$ 1.67</u>
Diluted earnings per Fund unit .....	3	<u>\$ 0.28</u>	<u>\$ 0.25</u>	<u>\$ 0.73</u>	<u>\$ 0.87</u>

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

## CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN UNITHOLDERS' EQUITY

(Expressed in thousands of dollars - unaudited)

	<u>Note</u>	<u>Fund units</u>	<u>Accumulated deficit</u>	<u>Unitholders' equity</u>
Balance, January 1, 2018 .....		\$ 123,275	\$ (41,735)	\$ 81,540
Profit and comprehensive income for the period .....		-	18,985	18,985
Distributions declared to Fund unitholders .....	6	<u>-</u>	<u>(8,592)</u>	<u>(8,592)</u>
Balance, September 30, 2018 .....		<u>\$ 123,275</u>	<u>\$ (31,342)</u>	<u>\$ 91,933</u>
Balance, January 1, 2019 .....		\$ 123,275	\$ (25,747)	\$ 97,528
Profit and comprehensive income for the period .....		-	8,274	8,274
Distributions declared to Fund unitholders .....	6	<u>-</u>	<u>(8,592)</u>	<u>(8,592)</u>
Balance, September 30, 2019 .....		<u>\$ 123,275</u>	<u>\$ (26,065)</u>	<u>\$ 97,210</u>

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



## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in thousands of dollars - unaudited)

		July 1 to Sept 30, <u>2019</u>	July 1 to Sept 30, <u>2018</u>	January 1 to Sept 30, <u>2019</u>	January 1 to Sept 30, <u>2018</u>
<b>Cash provided by (used for):</b>					
<b>OPERATIONS:</b>					
Profit for the period .....	\$	6,101	2,885	8,274	18,985
Items not involving cash:					
Amortization of deferred financing charges .....		5	5	15	15
Deferred income tax expense (recovery) .....	8	(6)	15	(5)	1
Fair value loss (gain) on Exchangeable Partnership units .....	7	(2,980)	363	1,445	(9,182)
Distributions recorded as interest:					
Class C Partnership units .....		1,069	1,069	3,206	3,206
Exchangeable Partnership units .....		1,738	1,666	5,116	4,805
Changes in non-cash operating working capital:					
Royalty fee receivable from Keg Restaurants Ltd. .		(9)	(74)	459	311
Prepaid expenses and deposits .....		26	7	(26)	(27)
Accounts payable and accrued liabilities .....		(102)	31	(61)	57
Interest and financing fees .....		154	143	445	399
Interest income .....		(1,086)	(1,084)	(3,222)	(3,214)
Current income tax expense .....	8	1,132	1,183	3,489	3,546
Interest received .....		1,086	1,084	3,234	3,226
Income taxes paid .....	8	<u>(1,199)</u>	<u>(1,139)</u>	<u>(3,783)</u>	<u>(3,564)</u>
		5,929	6,154	18,586	18,564
<b>FINANCING:</b>					
Distributions paid to Class C unitholder .....		(1,069)	(1,069)	(3,206)	(3,206)
Distributions paid to Keg Restaurants Ltd. ....		(1,635)	(1,573)	(5,200)	(4,818)
Distributions paid to Fund unitholders .....	6	(3,222)	(3,222)	(10,007)	(10,007)
Interest and financing fees paid .....		<u>(153)</u>	<u>(141)</u>	<u>(448)</u>	<u>(396)</u>
		<u>(6,079)</u>	<u>(6,005)</u>	<u>(18,861)</u>	<u>(18,427)</u>
Increase (decrease) in cash .....		(150)	149	(275)	137
Cash, beginning of period .....		<u>2,442</u>	<u>2,478</u>	<u>2,567</u>	<u>2,490</u>
Cash, end of period .....		<u>\$ 2,292</u>	<u>\$ 2,627</u>	<u>\$ 2,292</u>	<u>\$ 2,627</u>
Non-cash transactions:					
Increase in intangible assets on Royalty Pool net sales roll-in .....	5	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,119</u>	<u>\$ 7,914</u>

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

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

For the three and nine months ended September 30, 2019 and 2018

### 1. ORGANIZATION AND NATURE OF BUSINESS:

The Keg Royalties Income Fund (the “Fund”) is an unincorporated open-ended limited purpose trust established under the laws of Ontario, with the authority to issue an unlimited number of trust units and is governed by the Declaration of Trust signed May 31, 2002 and as amended on December 20, 2010. The Fund is registered and domiciled in Canada and its principal business office is located at 10100 Shellbridge Way, Richmond, British Columbia.

The Fund was established to invest in The Keg Rights Limited Partnership (the “Partnership”), which owns the trademarks, trade names, operating procedures and systems and other intellectual property (collectively, the “Keg Rights”) used in connection with the operation of Keg steakhouse restaurants and bars.

The business of the Partnership is the ownership of the Keg Rights and through a Licence and Royalty Agreement (the “Licence and Royalty Agreement”) with Keg Restaurants Ltd. (“KRL”) to exploit the use of the Keg Rights and the collection of the royalty payable under the Licence and Royalty Agreement. KRL’s principal activity is the operation and franchising of Keg steakhouse and bar restaurants in Canada and the United States.

On February 22, 2018, Recipe Unlimited Corporation (“RECP”) (formerly Cara Operations Limited) and KRL completed the merger previously announced on January 23, 2018. The Fund will remain in its current form and will continue to receive royalty payments from Keg restaurants included in the Royalty Pool. There are no changes to the contractual relationships between the Fund, KRL and the Partnership arising out of the completion of the RECP and KRL merger.

### 2. BASIS OF PREPARATION:

#### (a) Statement of compliance:

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board (“IASB”). These statements represent a condensed set of financial statements, and accordingly, do not include all of the information required for annual financial statements. These statements follow the same accounting policies and methods of their application as the most recent annual financial statements, except as described in note 2(c). These condensed consolidated interim financial statements should be read in conjunction with the Fund’s consolidated financial statements for the year ended December 31, 2018.

These condensed consolidated interim financial statements were authorized for issue by the Fund’s Board of Trustees on November 11, 2019.

#### (b) Functional and presentation currency:

These condensed consolidated interim financial statements have been prepared in Canadian dollars, which is also the Fund’s functional currency.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

For the three and nine months ended September 30, 2019 and 2018

### 2. BASIS OF PREPARATION (CONTINUED):

(c) New accounting standard:

Effective January 1, 2019, the Fund has adopted IFRS 16, *Leases* (“IFRS 16”).

IFRS 16 replaces IAS 17, *Leases*. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases. The standard establishes a single model for lessees to bring leases on-balance sheet while lessor accounting remains largely unchanged and retains the finance and operating lease distinctions.

The Fund has determined there is no material impact on the assets and liabilities of the consolidated statement of financial position as a result of adopting IFRS 16 since it does not have operating lease arrangements of more than 12 months in which it is considered the lessee. The adoption of this new standard is non-cash in nature and, as such, there is also no impact on the Fund’s cash flows.

### 3. EARNINGS PER UNIT:

Basic earnings per unit calculations are based on the weighted average number of Fund units outstanding during the period. Diluted earnings per unit calculations are based on the weighted average number of Fund units and Exchangeable Partnership units outstanding during the period.

Diluted earnings per unit includes the Exchangeable Partnership units and is calculated by adjusting the weighted average number of Fund units outstanding to assume conversion of all potentially dilutive Fund units. For the purposes of the weighted average number of units outstanding, units are determined to be outstanding from the date they are issued and adjusted to be effective January 1 of each year on December 31 when the actual full-year performance of the new restaurants is known with certainty.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars, except unit and per unit amounts - unaudited)

For the three and nine months ended September 30, 2019 and 2018

### 3. EARNINGS PER UNIT (CONTINUED):

The following reconciles the basic profit to the diluted profit:

	July 1 to Sept 30, <u>2019</u>	July 1 to Sept 30, <u>2018</u>	January 1 to Sept 30, <u>2019</u>	January 1 to Sept 30, <u>2018</u>
Profit for the period .....	\$ 6,101	\$ 2,885	\$ 8,274	\$ 18,985
Distributions on Exchangeable Partnership units .....	1,738	1,666	5,116	4,805
Increase in current income tax expense .....	(469)	(450)	(1,381)	(1,297)
Fair value loss (gain) on Exchangeable Partnership units .....	<u>(2,980)</u>	<u>363</u>	<u>1,445</u>	<u>(9,182)</u>
Diluted profit for the period .....	<u>\$ 4,390</u>	<u>\$ 4,464</u>	<u>\$ 13,454</u>	<u>\$ 13,311</u>
Weighted average number of:				
Fund units .....	11,353,500	11,353,500	11,353,500	11,353,500
Exchangeable Partnership units .....	<u>4,318,857</u>	<u>4,030,068</u>	<u>4,318,857</u>	<u>4,030,068</u>
Weighted average number of units .....	<u>15,672,357</u>	<u>15,383,568</u>	<u>15,672,357</u>	<u>15,383,568</u>
Basic earnings per Fund unit .....	<u>\$ 0.54</u>	<u>\$ 0.25</u>	<u>\$ 0.73</u>	<u>\$ 1.67</u>
Diluted earnings per Fund unit .....	<u>\$ 0.28</u>	<u>\$ 0.25</u>	<u>\$ 0.73</u>	<u>\$ 0.87</u>

For the three months ended September 30, 2018 and the nine months ended September 30, 2019, the Exchangeable Partnership units are anti-dilutive. Accordingly, the fully diluted earnings per Fund unit equals the basic earnings per Fund unit for these periods.

### 4. ROYALTY POOL:

The royalty payment from KRL to the Partnership is four percent of system sales for such period reported by Keg restaurants in a specific royalty pool (the "Royalty Pool") plus a make-whole payment, if required by a restaurant closure, based on four percent of lost system sales. System sales for any period and for any Keg restaurant located in Canada and the United States, as defined in the Licence and Royalty Agreement, means the gross sales by such Keg restaurants for such period.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars, except number of restaurants - unaudited)

For the three and nine months ended September 30, 2019 and 2018

### 4. ROYALTY POOL (CONTINUED):

On January 1, 2019, an estimated \$12,625,000 in annual net sales were added to the Royalty Pool. Three new restaurants that opened during the period from October 3, 2017 through October 2, 2018, with estimated gross sales of \$16,000,000 annually, were added to the Royalty Pool. One permanently closed restaurant with annual sales of \$3,375,000 was removed from the Royalty Pool. The total number of restaurants in the Royalty Pool increased to 105. The pre-tax yield of the Fund units was determined to be 9.07% calculated using a weighted average unit price of \$17.47.

As a result of the contribution of the additional net sales to the Royalty Pool, and assuming 100% of the estimated Additional Entitlement is received, KRL's Additional Entitlement will be equivalent to 294,741 Fund units, being 1.87% of the Fund units on a fully diluted basis.

On January 1, 2019, KRL received 80% of this entitlement, representing the equivalent of 235,793 Fund units, being 1.50% of the Fund units on a fully diluted basis. KRL will also receive a proportionate increase in monthly distributions from the Partnership. Including the initial portion of the Additional Entitlement described above, KRL will have the right to exchange its units in the capital of the Partnership for 4,318,857 Fund units, representing 27.56% of the Fund units on a fully diluted basis.

The balance of the Additional Entitlement will be adjusted on December 25, 2019, to be effective January 1, 2019, once the actual performance of the new restaurants have been confirmed. If KRL were to receive 100% of the estimated Additional Entitlement for 2019, it would have the right to exchange its Partnership units for 4,377,805 Fund units, representing 27.83% of the Fund units on a fully diluted basis.

There were four restaurant closures from January 1 to September 30, 2019 that required a make-whole payment (January 1 to September 30, 2018 – one permanent restaurant closure).

Four new franchised restaurants and one corporate restaurant were opened subsequent to October 2, 2018 and will be added to the Royalty Pool on January 1, 2020.

Royalty income was calculated as follows:

	July 1 to Sept 30, <u>2019</u>	July 1 to Sept 30, <u>2018</u>	January 1 to Sept 30, <u>2019</u>	January 1 to Sept 30, <u>2018</u>
Restaurants in Royalty Pool .....	105	103	105	103
Royalty Pool system sales .....	\$ <u>152,454</u>	\$ <u>157,910</u>	\$ <u>468,961</u>	\$ <u>470,848</u>
Royalty income at 4% of system sales reported above .....	6,098	6,316	18,758	18,834
Make-whole payment, based on 4% of lost system sales .....	<u>127</u>	<u>34</u>	<u>289</u>	<u>39</u>
Total royalty income .....	<u>\$ 6,225</u>	<u>\$ 6,350</u>	<u>\$ 19,047</u>	<u>\$ 18,873</u>

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars, except unit and per unit amounts - unaudited)

For the three and nine months ended September 30, 2019 and 2018

### 5. INTANGIBLE ASSETS:

On May 31, 2002, the Partnership acquired the Keg Rights from KRL for \$113,546,820 of which \$30,487,380 was paid in cash, \$9,059,440 was paid by the issuance of 905,944 Class A Partnership units (“Class A Units”), \$17,000,000 was paid by the issuance of 3,376,700 Class B Partnership units (“Class B units”) and \$57,000,000 was paid by the issuance of 5,700,000 Class C Partnership units (“Class C units”). Concurrent with the sale of the Keg Rights, the Partnership granted KRL a licence to use the Keg Rights for a period of 99 years. As consideration, KRL pays the Partnership a royalty of four percent of system sales reported by the Keg restaurants included the Royalty Pool (note 4).

The Fund has adopted a policy of accounting for the Additional Entitlement of Class B and Class D Partnership units (“Class D units”) based on the fair value of these units at the date of determination which results in an increase in intangible assets and in the Exchangeable Partnership unit liability. The value of the Keg Rights increased by \$4,119,000 as a result of the January 1, 2019 Additional Entitlement (January 1, 2018 Additional Entitlement – \$7,914,000).

### 6. DISTRIBUTIONS ON FUND UNITS:

	July 1 to Sept 30, <u>2019</u>	July 1 to Sept 30, <u>2018</u>	January 1 to Sept 30, <u>2019</u>	January 1 to Sept 30, <u>2018</u>
Distributions declared to Fund unitholders .....	\$ 3,222	\$ 3,222	\$ 8,592	\$ 8,592
Weighted average Fund units outstanding .....	<u>11,353,500</u>	<u>11,353,500</u>	<u>11,353,500</u>	<u>11,353,500</u>
Distributions declared per unit .....	<u>\$ 0.28</u>	<u>\$ 0.28</u>	<u>\$ 0.76</u>	<u>\$ 0.76</u>

Annually, two distributions are expected to be declared during the first quarter, three distributions in each of the second and third quarters and four distributions in the fourth quarter. This is done to ensure that the distribution based on December KRL Royalty Pool system sales, which is paid the following month in January, is recorded in the period it was earned for income tax purposes. The determination to declare and make payable distributions from the Fund are at the discretion of the Board of Trustees of the Fund and until declared payable, the Fund has no requirement to pay cash distributions to Fund unitholders.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars, except unit amounts - unaudited)

For the three and nine months ended September 30, 2019 and 2018

### 7. EXCHANGEABLE PARTNERSHIP UNITS:

KRL has the following Exchangeable Partnership units that are exchangeable into Fund units:

	September 30, <u>2019</u>	<u>Fair Value</u>
Class A Partnership units .....	905,944	\$ 14,948
Class B Partnership units .....	176,700	2,916
Class D Partnership units .....	<u>3,236,213</u>	<u>53,397</u>
	<u>4,318,857</u>	<u>\$ 71,261</u>
	December 31, <u>2018</u>	<u>Fair Value</u>
Class A Partnership units .....	905,944	\$ 14,577
Class B Partnership units .....	176,700	2,843
Class D Partnership units .....	<u>3,000,420</u>	<u>48,277</u>
	<u>4,083,064</u>	<u>\$ 65,697</u>

The Exchangeable Partnership units are presented in the Fund's financial statements as a financial liability and measured at fair value. Changes in fair value are recognized in profit or loss in the period in which they occur. The fair value of the Exchangeable Partnership units is determined by using Level 2 inputs being the closing market price of the Fund units on the Toronto Stock Exchange ("TSX") at the respective reporting date as Exchangeable Partnership units have similar distribution and voting rights as the Fund units. The closing unit price as at September 30, 2019 was \$16.50 (December 31, 2018 – \$16.09).

The components of the change in balances in the Exchangeable Partnership unit liability for the nine-month periods are as follows:

	Total number of Exchangeable Partnership units	<u>Fair Value</u>
Exchangeable Partnership units, January 1, 2019 .....	4,083,064	\$ 65,697
January 1 initial estimate of Class D unit entitlement (80%) .....	235,793	4,119
Fair value adjustment .....	<u>-</u>	<u>1,445</u>
Fair value of Exchangeable Partnership units, September 30, 2019 .....	<u>4,318,857</u>	<u>\$ 71,261</u>
	Total number of Exchangeable Partnership units	<u>Fair Value</u>
Exchangeable Partnership units, January 1, 2018 .....	3,639,856	\$ 72,761
January 1 initial estimate of Class D unit entitlement (80%) .....	390,212	7,914
Fair value adjustment .....	<u>-</u>	<u>(9,182)</u>
Fair value of Exchangeable Partnership units, September 30, 2018 .....	<u>4,030,068</u>	<u>\$ 71,493</u>

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

For the three and nine months ended September 30, 2019 and 2018

### 7. EXCHANGEABLE PARTNERSHIP UNITS (CONTINUED):

Pursuant to the declaration of trust, the holders (other than the Fund or its subsidiaries) of the Class A units, Class B units and Class D units are entitled to vote in all votes of Fund unitholders as if they were holders of the number of Fund units they would receive if Class A, entitled Class B and Class D units were exchanged into Fund units as of the record date of such votes, and will be treated in all respects as Fund unitholders for the purpose of any such votes.

- (i) The Class A units are entitled to a preferential proportionate distribution equal to the distribution on the Class C units, multiplied by the number of Class A units divided by the number of LP Partnership units (“LP units”) issued and outstanding. KHT holds all of the 8,153,500 LP units issued and outstanding at September 30, 2019. In addition, the Class A units receive a residual distribution proportionately with the Class B units, Class D units, LP units and general partnership units (“GP units”) relative to the aggregate number of each class issued and outstanding (or in the case of the Class B units and Class D units, the number issued and outstanding multiplied by the Class B and Class D current distribution entitlement, respectively). Class A units are exchangeable for Fund units on the basis of one Class A unit for one Fund unit and represent KRL’s initial 10% effective ownership of the Fund prior to the entitlement of Class B and Class D units.
- (ii) The Class B units were issued to KRL in return for adding net sales from new Keg restaurants to the Royalty Pool and are entitled to a preferential proportionate distribution and a residual distribution based on the incremental royalty paid to the Partnership. The distribution entitlements of the Class B units were adjusted annually on January 1 until the January 1, 2008 roll-in when the Class B Termination Date was reached and the last of the Class B units became entitled. Class B units held by KRL are exchangeable for Fund units on the basis of one Class B unit for one Fund unit. Class B units held by KRL receive a distribution entitlement.
- (iii) The Class D units were issued to KRL in return for adding net sales from new Keg restaurants to the Royalty Pool and are entitled to a preferential proportionate distribution and a residual distribution based on the incremental royalty paid to the Partnership. The distribution entitlements of the Class D units are adjusted annually on January 1. Class D units held by KRL are exchangeable for Fund units on the basis of one Class D unit for one Fund unit and receive the same distribution entitlement as the Class B units.



## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

For the three and nine months ended September 30, 2019 and 2018

### 8. INCOME TAXES:

The Fund is subject to tax at a rate of 27.0% for the 2018 and later taxation years.

The components of income tax expense are as follows:

	July 1 to Sept 30, <u>2019</u>	July 1 to Sept 30, <u>2018</u>	January 1 to Sept 30, <u>2019</u>	January 1 to Sept 30, <u>2018</u>
Current income tax expense .....	\$ (1,132)	\$ (1,183)	\$ (3,489)	\$ (3,546)
Deferred income tax recovery (expense) .....	<u>6</u>	<u>(15)</u>	<u>5</u>	<u>(1)</u>
	<u>\$ (1,126)</u>	<u>\$ (1,198)</u>	<u>\$ (3,484)</u>	<u>\$ (3,547)</u>

During the nine months ended September 30, 2019, the Fund made cash income tax instalment payments of \$3,556,000 (nine months ended September 30, 2018 – \$3,337,000) related to the current fiscal year. Management estimates the Fund's current income tax expense for each reporting period based on actual results and adjusts current income tax expense accordingly. Instalment payments required by the Canada Revenue Agency are an estimate based on prior year's results. As a result, the Fund has an estimated \$55,000 income tax receivable as at September 30, 2019 (December 31, 2018 – \$239,000 income tax payable).

Total cash income taxes paid during the respective periods are as follows:

	July 1 to Sept 30, <u>2019</u>	July 1 to Sept 30, <u>2018</u>	January 1 to Sept 30, <u>2019</u>	January 1 to Sept 30, <u>2018</u>
Income tax instalment payments related to the current fiscal year .....	\$ (1,199)	\$ (1,139)	\$ (3,556)	\$ (3,377)
Income tax refund related to prior years .....	-	-	12	-
Income tax payment related to balance owing from the prior fiscal year .....	<u>-</u>	<u>-</u>	<u>(239)</u>	<u>(187)</u>
	<u>\$ (1,199)</u>	<u>\$ (1,139)</u>	<u>\$ (3,783)</u>	<u>\$ (3,564)</u>

The balance of the Fund's deferred income tax liability decreased to \$2,446,000 as at September 30, 2019 (December 31, 2018 – \$2,451,000). The deferred income tax liability arises mainly as a result of the Fund recording, in the current period, its cumulative share of the temporary differences between the accounting and tax bases of the Keg Rights, owned by the Partnership, generated since inception of the Fund.

The tax effect of the temporary difference that gives rise to the deferred income tax liability is as follows:

	September 30, <u>2019</u>	December 31, <u>2018</u>
Deferred income tax liability:		
Temporary difference related to the Keg Rights .....	\$ 2,446	\$ 2,451
Deferred income tax liability .....	<u>\$ 2,446</u>	<u>\$ 2,451</u>

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

For the three and nine months ended September 30, 2019 and 2018

### 9. RELATED PARTY TRANSACTIONS AND BALANCES:

KRL is considered to be a related party of the Fund by virtue of common directors of KRL and The Keg GP Ltd. (“KGP”), the General Partner of the Partnership and Administrator of the Fund. The Fund has entered into an administrative agreement with its subsidiary, the Partnership, whereby the Partnership will provide, or arrange for the provision of, services required in the administration of the Fund. In turn, the Partnership has arranged for certain of these services to be provided by KRL in its capacity as a partner of the Partnership. KRL provided these services at no cost to the Partnership or the Fund.

The following is a summary of the balances due to and due from KRL:

	September 30, <u>2019</u>	December 31, <u>2018</u>
Royalty fee, including GST/HST .....	\$ 2,503	\$ 2,962
Interest on note receivable from KRL .....	<u>351</u>	<u>363</u>
Due from KRL .....	<u>\$ 2,854</u>	<u>\$ 3,325</u>

The above amounts were received from KRL when due, subsequent to the end of the above periods to facilitate the following month’s distribution to Fund unitholders.

	September 30, <u>2019</u>	December 31, <u>2018</u>
Distribution payable to KRL .....	<u>\$ 1,088</u>	<u>\$ 1,172</u>

The above amounts were paid to KRL when due, subsequent to the end of the periods above.

### 10. FINANCIAL INSTRUMENTS:

The Fund must classify fair value measurements according to a hierarchy that reflects the significance of the inputs used in performing such measurements. The Fund’s fair value hierarchy comprises the following levels:

- Level 1 – quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.
- Level 2 – pricing inputs are other than quoted in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date.
- Level 3 – valuations in this level are those with inputs for the asset or liability that are not based on observable data.

The fair value of the Exchangeable Partnership unit liability is determined using Level 2 inputs, and measured on a recurring basis.

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

For the three and nine months ended September 30, 2019 and 2018

### 10. FINANCIAL INSTRUMENTS (CONTINUED):

The following table presents the carrying amounts of each category of financial assets and liabilities:

	September 30, <u>2019</u>	December 31, <u>2018</u>
Financial assets:		
Amortized cost:		
Cash .....	\$ 2,292	\$ 2,567
Royalty fee receivable from Keg Restaurants Ltd. ....	2,503	2,962
Interest on note receivable from Keg Restaurants Ltd. ....	351	363
Note receivable from Keg Restaurants Ltd. ....	<u>57,000</u>	<u>57,000</u>
	<u>\$ 62,146</u>	<u>\$ 62,892</u>
Financial liabilities:		
Amortized cost:		
Accounts payable and accrued liabilities .....	\$ 257	\$ 318
Interest payable on term loan .....	48	50
Distributions payable to Fund unitholders .....	-	1,415
Distributions payable to Keg Restaurants Ltd. ....	1,088	1,172
Term loan, net of deferred financing charges .....	13,982	13,967
Class C Partnership units .....	57,000	57,000
Fair value through profit or loss:		
Exchangeable Partnership units .....	<u>71,261</u>	<u>65,697</u>
	<u>\$ 143,636</u>	<u>\$ 139,619</u>

### 11. BORROWINGS:

(a) Term loan:

The Fund has a \$14,000,000 term loan with a syndicate of Canadian Chartered banks. This facility bears interest at prime plus 0.25%, requires monthly interest only payments and is secured by a general security agreement over the assets of the Fund.

On September 26, 2019, the maturity date of this loan was extended from July 2, 2020 to October 1, 2020.

The amendment was considered a modification of debt.

The term loan is presented net of \$18,000 in deferred financing charges at September 30, 2019 (December 31, 2018 – \$33,000).

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Tabular amounts expressed in thousands of dollars - unaudited)

For the three and nine months ended September 30, 2019 and 2018

### 11. BORROWINGS (CONTINUED):

(b) Operating line of credit:

The Partnership also has a \$1,000,000 demand operating facility with KRIF's banking syndicate. This facility bears interest at prime plus 0.25% and is secured by a general security agreement over the assets of the Partnership, an assignment of the royalty earned under the Licence and Royalty Agreement and a guarantee from KRL. As at September 30, 2019, the entire \$1,000,000 remains available for use.

On September 26, 2019, the maturity date of this credit facility was extended from July 2, 2020 to October 1, 2020.

As at September 30, 2019, the Fund is in compliance with all covenants associated with these facilities.