



**SERVICE INSPIRED
RESTAURANTS**

SIR CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE 12-WEEK PERIOD ENDED NOVEMBER 18, 2018

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Executive Summary

SIR Corp.'s ("SIR's") first quarter of Fiscal 2019 ("Q1 2019") was from August 27, 2018 to November 18, 2018 inclusive. Highlights for SIR's 12-week period ended November 18, 2018 include:

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

- Food and beverage revenue from corporate restaurant operations for Q1 2019 totaled \$69.1 million, an increase of 1.0%, or \$0.7 million, compared to the 12-week period ended November 19, 2017 ("Q1 2018").
- Consolidated same Store Sales declined 1.4% in Q1 2019.
- SIR's flagship Concept Restaurant brand, Jack Astor's®, which generated approximately 71% of Pooled Revenue in Q1 2019, had a SSS⁽¹⁾ decline of 1.6% for Q1 2019.
- Canyon Creek® had a SSS⁽¹⁾ decline of 3.1% for Q1 2019.
- Scaddabush Italian Kitchen & Bar® ("Scaddabush") had Same Store Sales Growth ("SSSG")⁽¹⁾ of 0.6% for Q1 2019.
- The Signature Restaurants had a SSS⁽¹⁾ decline of 1.5% for Q1 2019.

Investment in new and existing restaurants and closed restaurants

- As part of SIR's focus on further strengthening its flagship Jack Astor's brand and driving SSSG⁽¹⁾, SIR completed two Jack Astor's renovations Q1 2019. Subsequent to Q1 2019, SIR completed a renovation at one additional Jack Astor's location.

Net Earnings (Loss) and Comprehensive Income (Loss) and Adjusted Net Earnings (Loss)⁽²⁾

- Net earnings (loss) and comprehensive income (loss) and Adjusted Net Earnings (Loss)⁽²⁾ for Fiscal 2018 were impacted by the adoption of International Financial Reporting Standard 15 ("IFRS 15"). Comparative figures presented in this report have been restated to reflect the impact of IFRS 15.
- Net loss and comprehensive loss was \$10.6 million for Q1 2019, compared to net loss and comprehensive loss of \$4.3 million for Q1 2018.
- Adjusted Net Earnings⁽²⁾ were \$0.7 million in Q1 2019, compared to \$1.2 million Q1 2018.

(1) Same store sales ("SSS") and same store sales growth ("SSSG") are non-GAAP financial measures and do not have standardized meanings prescribed by International Financial Reporting Standards ("IFRS"). However, SIR believes that SSS and SSSG are useful measures and provide investors with an indication of the change in year-over-year sales. SIR's method of calculating SSS and SSSG may differ from those of other issuers and, accordingly, SSS and SSSG may not be comparable to measures used by other issuers. SSSG is the percentage increase in SSS over the prior comparable period. SSS includes revenue from all SIR Restaurants except for those locations that were not open for the entire comparable periods in fiscal 2019 and fiscal 2018. The seasonal Abbey's Bakehouse and Abbey's Bakehouse retail outlet are not SIR Restaurants. When a SIR Restaurant is closed, the revenue for the closed restaurant is excluded from the calculation of SSS and SSSG for both the quarter in which the restaurant is closed and the current year-to-date. Please refer to the reconciliation of consolidated revenue to SSS on page 8 and to the definition of SSS in the Revenue section on page 10.

(2) Adjusted Net Earnings (Loss) is calculated by removing the change in amortized cost of the Ordinary LP Units and Class A LP Units of the Partnership from the net earnings (loss) for the period. Adjusted Net Earnings (Loss) is a non-GAAP financial measure and does not have a standardized meaning prescribed by IFRS. Management believes that in addition to net earnings (loss), Adjusted Net Earnings (Loss) is a useful supplemental measure to evaluate SIR's performance. Changes in the amortized cost of the Ordinary LP Units and Class A LP Units of the Partnership is a non-cash transaction and varies with changes in the market price of the Fund units. The exclusion of the change in amortized cost of the Ordinary LP Units and Class A LP Units of the Partnership eliminates this non-cash impact. Management cautions investors that Adjusted Net Earnings (Loss) should not replace net earnings or loss or cash flows from operating, investing and financing activities (as determined in accordance with IFRS), as an indicator of SIR's performance. SIR's method of calculating Adjusted Net Earnings (Loss) may differ from the methods used by other issuers. Please refer to the reconciliations of net earnings (loss) for the period to Adjusted Net Earnings (Loss) on page 7 of this document.

EBITDA⁽³⁾ and Adjusted EBITDA⁽³⁾

- EBITDA⁽³⁾ and Adjusted EBITDA⁽³⁾ were both \$4.1 million in Q1 2019, compared to EBITDA⁽³⁾ and Adjusted EBITDA⁽³⁾ of \$4.6 million and \$5.3 million, respectively, in Q1 2018.

Outlook

- The new Scaddabush restaurant in Etobicoke and the new Reds restaurant in Mississauga, both opened in Fiscal 2018, will be added to Royalty Pooled Restaurants on January 1, 2019.
- As at December 19, 2018, the date of this Management's Discussion and Analysis ("MD&A"), SIR has leased a property in the Mimico neighbourhood of Etobicoke, Ontario upon which it is currently building one new Scaddabush restaurant. There can be no assurance that this restaurant will be opened or will become part of Royalty Pooled Restaurants.
- Subsequent to Q1 2019, effective December 9, 2018, SIR closed the Canyon Creek restaurant on Front Street in downtown Toronto after the landlord executed a demolition clause in the lease agreement. SIR is required to pay a Make-Whole Payment to the SIR Royalty Income Fund (the "Fund"), via the SIR Royalty Limited Partnership (the "Partnership"), for this location from the date of closure until it ceases to be part of Royalty Pooled Restaurants on January 1, 2019.
- SIR continues to focus on sustaining and growing existing restaurant sales and profits while effectively managing costs. SIR carefully monitors economic conditions, competitive actions, and consumer confidence, and considers new restaurant developments and renovations to existing restaurants where appropriate. Based on its assessment of these conditions, the timing of new restaurant construction and renovations, as well as related opening schedules, will be reviewed regularly by SIR and adjusted as necessary.

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

References to Adjusted EBITDA are to SIR's EBITDA plus or minus interest (income) and other expense (income) – net, goodwill impairment, impairment of non-financial assets, loss on disposal of property and equipment, and pre-opening costs. Pre-opening costs are added back to EBITDA because management views these costs as investments in new restaurants and not as on-going costs of operations. The opening costs associated with the new Scaddabush restaurants in Oakville, Vaughan, and Etobicoke, Ontario are included in pre-opening costs as SIR elected to treat these restaurants as New Additional Restaurants under the License and Royalty Agreement.

Management believes that, in addition to net earnings or loss, EBITDA and Adjusted EBITDA are useful supplemental measures in evaluating SIR's performance, as these are useful estimates of the core business' contribution to cash flow from operations and approximate the funds generated by SIR which are available to meet its financing obligations and capital expenditure requirements. Management interprets trends in EBITDA and Adjusted EBITDA as indicators of relative operating performance. EBITDA and Adjusted EBITDA are non-GAAP financial measures and do not have standardized meanings prescribed by IFRS. Management cautions investors that EBITDA and Adjusted EBITDA should not replace net earnings or loss or cash flows from operating, investing and financing activities (as determined in accordance with IFRS), as an indicator of SIR's performance. SIR's method of calculating EBITDA and Adjusted EBITDA may differ from the methods used by other issuers. Therefore, SIR's EBITDA and Adjusted EBITDA may not be comparable to similar measures presented by other issuers. Please refer to the reconciliation of net earnings (loss) and comprehensive income (loss) for the period to EBITDA and Adjusted EBITDA on page 7 of this document.

Overview

SIR is a private company amalgamated under the Business Corporations Act of Ontario. As at November 18, 2018, SIR owned 61 Concept and Signature Restaurants in Canada (in Ontario, Quebec, Alberta, Nova Scotia, and Newfoundland). The Concept Restaurants include Jack Astor's, Canyon Creek and Scaddabush. The Signature group of restaurants include Reds Wine Tavern, Reds Midtown Tavern, Reds Square One, and the Loose Moose®. SIR also owns a Duke's Refresher® & Bar in downtown Toronto and one seasonal restaurant, Abbey's Bakehouse®, in addition to one seasonal Abbey's Bakehouse retail outlet, which are not part of Royalty Pooled Restaurants. SIR owns 100% of all its Canadian restaurants. As at November 18, 2018, 57 SIR Restaurants were included in Royalty Pooled Restaurants.

On January 1, 2018, three restaurants were added to Royalty Pooled Restaurants: the Scaddabush restaurants on Front Street in downtown Toronto (opened November 3, 2016), in Oakville (opened April 5, 2017) and Vaughan (opened July 5, 2017). Three restaurants - the closed Alice Fazooli's restaurants in Oakville and Vaughan, Ontario and the closed Canyon Creek restaurant in Etobicoke, Ontario - were removed from Royalty Pooled Restaurants on January 1, 2018.

SIR expects the impact to Royalty Pool Revenue in 2018 and beyond, resulting from the aforementioned closure of the two Alice Fazooli's restaurants and one Canyon Creek restaurant, to be offset by the anticipated positive contributions from the addition of new Scaddabush restaurants noted above to the Royalty Pool going forward, and from continued investments by SIR to drive future same store sales growth and future restaurant additions to the Royalty Pool.

The new Scaddabush restaurant in Etobicoke, Ontario, and the new Reds restaurant in the Square One shopping centre in Mississauga, will be added to Royalty Pooled Restaurants on January 1, 2019.

SIR believes that Duke's Refresher has multi-unit growth potential and has advised the Fund that Duke's Refresher should be considered as a potential New Concept Restaurant brand. As such, the earliest that any Duke's Refresher would be added to the Royalty pool would be the Adjustment Date following the earlier of: (i) the date that four Duke's Refresher restaurants are open for business at the same time, and (ii) 90 days following the end of the fiscal year in which revenues from all Duke's Refresher restaurants in Canada first exceed \$12.0 million (the "Trigger Event"). As neither of these events will occur in calendar year 2018, Duke's Refresher will not be added to the Royalty Pool on January 1, 2019. The Duke's Refresher brand is currently being managed and developed by SIR's Signature group. Accordingly, the current Duke's Refresher location in downtown Toronto is classified as a Signature restaurant for reporting purposes.

On October 1, 2004, the Fund filed a final prospectus for a public offering of Units of the Fund (the "Offering") and the Offering closed on October 12, 2004. The net proceeds of the Offering of \$51.2 million were used by the Fund to acquire the SIR Loan and indirectly, through the SIR Holdings Trust (the "Trust"), the SIR Rights owned or licensed by SIR or its subsidiaries and used in connection with the operation of SIR's restaurants in Canada. In 2004, the Partnership granted SIR a 99-year license to use the SIR Rights in most of Canada in consideration for a Royalty, payable by SIR to the Partnership, equal to 6% of the revenue of the Royalty Pooled Restaurants. The Partnership also issued its own securities to SIR in return for the SIR Rights acquired.

SIR's fiscal year is comprised of 52 or 53-week periods ending on the last Sunday in August. Fiscal quarters of SIR consist of accounting periods of 12, 12, 12 and 16 (or 17) weeks, respectively. The fiscal years for 2019 and 2018 both consist of 52 weeks.

Seasonality

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

Selected Consolidated Historical Financial Information

The following tables set out selected financial information of SIR for the 12-week periods ended November 18, 2018 and November 19, 2017, respectively. The unaudited interim consolidated financial statements of SIR are prepared in accordance with IFRS and are presented in Canadian dollars. This information should be read in conjunction with the annual audited consolidated financial statements of SIR, including the notes thereto.

Statements of Operations and Comprehensive Income (Loss)	12-Week Period Ended November 18, 2018	12-Week Period Ended November 19, 2017 (restated)
	(in thousands of dollars) (unaudited)	
Corporate restaurant operations:		
Revenue	69,164	68,515
Cost of corporate restaurant operations	63,689	62,556
Earnings from corporate restaurant operations	5,475	5,959
Net loss and comprehensive loss	(10,577)	(4,319)
Adjusted Net Earnings⁽²⁾	688	1,183

Statement of Financial Position

	November 18, 2018	August 26, 2018
	(in thousands of dollars) (unaudited)	
Total assets	75,142	75,250
Total non-current liabilities	200,780	190,649

Adjusted Net Earnings (Loss)⁽²⁾, EBITDA⁽³⁾ and Adjusted EBITDA⁽³⁾

Adjusted Net Earnings (Loss)⁽²⁾, EBITDA⁽³⁾ and Adjusted EBITDA⁽³⁾ are financial measures that do not have standardized meanings prescribed by IFRS. They are used by SIR to supplement its reporting of net earnings (loss) and net cash flow. Adjusted Net Earnings (Loss)⁽²⁾ consist of net earnings (loss) excluding the change in amortized cost of Ordinary LP Units and Class A LP Units of the Partnership. EBITDA⁽³⁾ and Adjusted EBITDA⁽³⁾ consist of net earnings (loss) excluding certain non-cash expenses and other expenses that SIR considers not to be of an operating nature. SIR believes that Adjusted Net Earnings (Loss)⁽²⁾, EBITDA⁽³⁾ and Adjusted EBITDA⁽³⁾ are useful estimates of the core business' contribution to cash flow from operations and uses these measures as a supplemental measure of SIR's performance. Similarly, SIR believes that certain investors may also find these non-GAAP financial measures to be useful measures for their independent evaluation of SIR's performance.

The following table reconciles net loss and comprehensive loss for the period to Adjusted Net Earnings (Loss)⁽²⁾:

	12-Week Period Ended November 18, 2018	12-Week Period Ended November 19, 2017 (restated)
	(in thousands of dollars)	
	(unaudited)	
Net loss for the period	(10,577)	(4,319)
Change in amortized cost of Ordinary LP Units and Class A LP Units of the Partnership	11,265	5,502
Adjusted Net Earnings ⁽²⁾	688	1,183

The following table reconciles net loss and comprehensive loss for the period to EBITDA⁽³⁾ and Adjusted EBITDA⁽³⁾:

	12-Week Period Ended November 18, 2018	12-Week Period Ended November 19, 2017 (restated)
	(in thousands of dollars)	
	(unaudited)	
Net loss and comprehensive loss for the period	(10,577)	(4,319)
Add (deduct):		
Interest expense	331	296
Interest on loan payable to SIR Royalty Income Fund	694	693
Depreciation and amortization	2,386	2,458
Change in amortized cost of Ordinary LP Units and Class A LP Units of the Partnership	11,265	5,502
EBITDA⁽³⁾	4,099	4,630
Interest and other expense (income) – net	24	(32)
Loss on disposal of property and equipment	12	62
Pre-opening costs	12	592
Adjusted EBITDA⁽³⁾	4,147	5,252
Income from Class A & B GP Units of the Partnership ⁽⁴⁾ (Not included in EBITDA ⁽³⁾ and Adjusted EBITDA ⁽³⁾ above)	754	728
6% Royalty obligations under License and Royalty Agreement ⁽⁵⁾	3,983	3,887

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

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

Results of Operations

Reconciliation of Revenue from Consolidated Financial Statements to Pooled Revenue	12-Week Period Ended November 18, 2018	12-Week Period Ended November 19, 2017
	(in thousands of dollars)	
	(unaudited)	
Food and beverage revenue reported in consolidated financial statements	69,117	68,378
Less: Revenue from corporate restaurant operations excluded from the Royalty pool	(2,734)	(4,710)
Revenue for Restaurants in Royalty pool (Pooled Revenue)	66,383	63,668

Reconciliation of Revenue from Consolidated Financial Statements to Same Store Sales ⁽¹⁾	12-Week Period Ended November 18, 2018	12-Week Period Ended November 19, 2017
	(in thousands of dollars)	
	(unaudited)	
Food and beverage revenue reported in consolidated financial statements	69,117	68,378
Less: Revenue from corporate restaurant operations excluded from Same Store Sales ⁽¹⁾	(2,134)	(426)
Same Store Sales ⁽¹⁾	66,983	67,952

Same Store Sales ⁽¹⁾ by Segment	12-Week Period Ended November 18, 2018	12-Week Period Ended November 19, 2017	% Fav./ (Unfav.)
	(in thousands of dollars)		
	(unaudited)		
Jack Astor’s	47,297	48,078	(1.6%)
Canyon Creek	5,217	5,382	(3.1%)
Scaddabush	9,460	9,405	0.6%
Signature Restaurants	5,009	5,087	(1.5%)
Same Store Sales ⁽¹⁾	66,983	67,952	(1.4%)

Summary of Quarterly Results

	1 st Quarter Ended November 18, 2018 (12 weeks)	4 th Quarter Ended August 26, 2018 (restated) (16 weeks)	3 rd Quarter Ended May 6, 2018 (restated) (12 weeks)	2 nd Quarter Ended February 11, 2018 (restated) (12 weeks)	1 st Quarter Ended November 19, 2017 (restated) (12 weeks)	4 th Quarter Ended August 27, 2017 (restated) (16 weeks)	3 rd Quarter Ended May 7, 2017 (restated) (12 weeks)	2 nd Quarter Ended February 12, 2017 (restated) (12 weeks)
Statement of Operations								
	(in thousands of dollars) (unaudited)							
Corporate Restaurant Operations								
Revenue (restated for IFRS 15)	69,164	104,184	72,226	66,368	68,515	100,047	67,712	62,606
Cost of corporate restaurant operations (restated for IFRS 15)	63,689	94,203	64,970	62,073	62,556	91,252	61,794	57,742
Earnings from corporate restaurant operations	5,475	9,981	7,256	4,295	5,959	8,795	5,918	4,864
Net earnings (loss) and comprehensive income (loss)	(10,577)	(1,814)	(11,586)	8,047	(4,319)	4,824	(6,793)	(9,786)
Adjusted Net Earnings (Loss)⁽²⁾	688	4,365	3,291	(391)	1,183	2,973	1,485	344

The following table reconciles net earnings (loss) and comprehensive income (loss) for the quarters to Adjusted Net Earnings (Loss)⁽²⁾:

	1 st Quarter Ended November 18, 2018 (12 weeks)	4 th Quarter Ended August 26, 2018 (restated) (16 weeks)	3 rd Quarter Ended May 6, 2018 (restated) (12 weeks)	2 nd Quarter Ended February 11, 2018 (restated) (12 weeks)	1 st Quarter Ended November 19, 2017 (restated) (12 weeks)	4 th Quarter Ended August 27, 2017 (restated) (16 weeks)	3 rd Quarter Ended May 7, 2017 (restated) (12 weeks)	2 nd Quarter Ended February 12, 2017 (restated) (12 weeks)
	(in thousands of dollars) (unaudited)							
Net earnings (loss) and comprehensive income (loss)	(10,577)	(1,814)	(11,586)	8,047	(4,319)	4,824	(6,793)	(9,786)
Change in amortized cost of the Ordinary LP Units and Class A LP Units of the Partnership	11,265	6,179	14,877	(8,438)	5,502	(1,851)	8,278	10,130
Adjusted Net Earnings (Loss)⁽²⁾	688	4,365	3,291	(391)	1,183	2,973	1,485	344

Selected Unaudited Consolidated Statement of Cash Flows Information:

	1 st Quarter Ended November 18, 2018 (12 weeks)	4 th Quarter Ended August 26, 2018 (16 weeks)	3 rd Quarter Ended May 6, 2018 (12 weeks)	2 nd Quarter Ended February 11, 2018 (12 weeks)	1 st Quarter Ended November 19, 2017 (12 weeks)	4 th Quarter Ended August 27, 2017 (16 weeks)	3 rd Quarter Ended May 7, 2017 (12 weeks)	2 nd Quarter Ended February 12, 2017 (12 weeks)
	(in thousands of dollars) (unaudited)							
Cash provided by (used in) operations	(3,491)	11,241	5,440	(501)	(434)	10,672	4,334	(1,404)
Cash used in investing activities	(1,706)	(1,507)	(1,962)	(5,528)	(3,814)	(5,194)	(2,709)	(2,660)
Cash provided by (used in) financing activities	4,558	(7,910)	(3,568)	4,837	3,939	(3,528)	(1,928)	3,151
Increase (decrease) in cash and cash equivalents during the period	(639)	1,824	(90)	(1,192)	(309)	1,950	(303)	(913)
Cash and cash equivalents – Beginning of period	4,783	2,959	3,049	4,241	4,550	2,600	2,903	3,816
Cash and cash equivalents – End of period	4,144	4,783	2,959	3,049	4,241	4,550	2,600	2,903

Revenue

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

- Revenue (per the SIR consolidated statements of operations and comprehensive loss) – this is the total consolidated revenue of all restaurants for the period. The restaurants include all SIR Restaurants, along with the Abbey's Bakehouse and Abbey's Bakehouse retail outlet. For the 12-week period ended November 18, 2018, revenue was \$69.1 million.
- Same Store Sales⁽¹⁾ ("SSS") – this is a sub-set of (i) above used for tracking comparable year-over-year sales. For Q1 2019 and Q1 2018, SSS⁽¹⁾ includes all SIR Restaurants, except for those restaurants that were not open for the entire comparable periods in fiscal 2019 and fiscal 2018. The Abbey's Bakehouse and Abbey's Bakehouse retail outlet are not SIR Restaurants. The SSS⁽¹⁾ performance for Canyon Creek does not include the location in Etobicoke, Ontario, as its sales are excluded from the calculation of SSS⁽¹⁾ similar to any permanently closed location. The SSS⁽¹⁾ performance for Scaddabush includes seven Scaddabush restaurants (Mississauga, Richmond Hill, Scarborough, Oakville, Vaughan, Ontario, and Front Street as well as Yonge and Gerrard in downtown Toronto). The new Scaddabush location in Etobicoke, Ontario is excluded from the calculation of SSS⁽¹⁾ for the 12-week period ended November 18, 2018, since it was not open for the entire comparable periods in Fiscal 2019 and Fiscal 2018. For the 12-week period ended November 18, 2018, SSS⁽¹⁾ were \$67.0 million.
- Pooled Revenue – this is the revenue subject to the License and Royalty Agreement – this includes revenue from all Royalty Pooled Restaurants. The Royalty Pooled Restaurants are adjusted on January 1st of each year for New Additional Restaurants and New Closed Restaurants. As at November 18, 2018, there were 57 Royalty Pooled Restaurants. For the 12-week period ended November 18, 2018, Pooled Revenue was \$66.4 million. The applicable Royalty payable to the Partnership on the Pooled Revenue for this period was \$4.0 million.

Same Store Sales⁽¹⁾

SIR reported a SSS⁽¹⁾ decline of 1.4% for the SIR Restaurants in Q1 2019. SSS⁽¹⁾ are typically impacted by changes in guest traffic and average cheque amount. Other factors are identified below.

In Q1 2019, SSS⁽¹⁾ were positively impacted as SIR gradually introduced expanded take-out and delivery services system-wide throughout Fiscal 2018. Additional sales resulting from take-out and delivery were offset by a 20% decline in event attendance at entertainment venues in downtown Toronto compared to the same period in the prior year. This decline negatively impacted SSS⁽¹⁾ at SIR restaurants located in close proximity to these venues.

Jack Astor's, SIR's flagship Concept Restaurant brand, which contributed approximately 71% of Q1 2019 Pooled Revenue, had a SSS⁽¹⁾ decline of 1.6% in Q1 2019. SIR completed renovations at two Jack Astor's locations in both Q1 2019 (Kanata and Mississauga, Ontario) and Q1 2018 (Dartmouth, Nova Scotia and London, Ontario), which resulted in the closure of these restaurants for a combined total of 20 days in Q1 2019, compared to 15 days in Q1 2018. SSS⁽¹⁾ were also negatively impacted by a tornado in the Ottawa area in September of 2018, which resulted in the closure of all three Ottawa area Jack Astor's restaurants for up to three days.

Canyon Creek had a SSS⁽¹⁾ decline of 3.1% in Q1 2019. The sales from the Canyon Creek location in Etobicoke, which was permanently closed in Q1 2018, have been excluded from the calculation of SSSG⁽¹⁾ for Q1 2019. A new Scaddabush restaurant was opened at this location on November 28, 2017.

Scaddabush SSS⁽¹⁾ performance for Q1 2019 includes seven Scaddabush locations (Mississauga, Richmond Hill, Scarborough, Oakville, Vaughan, Ontario, and Front Street as well as Yonge and Gerrard in downtown Toronto). Scaddabush generated SSSG⁽¹⁾ of 0.6% in Q1 2019. The new Scaddabush restaurant in Etobicoke, Ontario is excluded from the calculation of Q1 2019 SSSG⁽¹⁾ as it was not in operation for the entire comparable periods a year ago. Scaddabush continues to build upon prior year periods of exceptional SSSG⁽¹⁾.

The downtown Toronto Signature Restaurants had a SSS⁽¹⁾ decline of 1.5% in Q1 2019. The Loose Moose continues to be impacted by increased localized competition and the aforementioned decrease in event attendance in downtown Toronto. The Q1 2019 SSS⁽¹⁾ for the Signature Restaurants does not include the new Reds restaurant at the Square One shopping centre in Mississauga, Ontario, which opened during Q2 2018 on December 11, 2017.

Cost of Corporate Restaurant Operations

Costs of corporate restaurant operations as a percentage of revenue were 92.1% for Q1 2019 compared to 91.3% for Q1 2018. Higher costs as a percentage of revenue for Q1 2019 included higher repairs and maintenance costs, as the two renovations in Q1 2019 incurred higher costs than the two renovations in Q1 2018, along with higher labour costs resulting from the impact of the minimum wage increase in Ontario that was effective January 1, 2018 (Q2 2018). These higher costs were partially offset by lower food and operating costs compared to Q1 2018, and lower pre-opening costs in Q1 2019 compared to Q1 2018, as one new restaurant was under construction in Q1 2019 that was just started in Q4 2018, compared to two new restaurants that were under construction and near completion in Q1 2018 (both of which opened in Q2 2018). Pre-opening costs are typical for new restaurant openings.

Corporate Costs

Corporate costs were \$3.7 million for Q1 2019, compared to \$3.8 million for Q1 2018.

Interest Expense

Interest expense was \$0.3 million for both Q1 2019 and Q1 2018.

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

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

Changes in amortized cost are recognized in the consolidated statements of operations and comprehensive income (loss). The change in the amortized cost is a non-cash transaction and accordingly, has no impact on cash flows. For Q1 2019, the change in amortized cost is an expense of \$11.3 million and is due to an increase in the underlying Fund unit price compared to the end of Q4 2018. The change in amortized cost an expense of \$5.5 million for Q1 2018.

Interest expense on the SIR Loan totaled \$0.7 million for both Q1 2019 and Q1 2018.

EBITDA⁽³⁾ and Adjusted EBITDA⁽³⁾

EBITDA⁽³⁾ and Adjusted EBITDA⁽³⁾ were both \$4.1 million in Q1 2019, compared to EBITDA⁽³⁾ and Adjusted EBITDA⁽³⁾ of \$4.6 million and \$5.2 million in Q1 2018, respectively. (See Selected Consolidated Historical Financial Information – Reconciliation of net earnings (loss) and comprehensive income (loss) for the period to EBITDA⁽³⁾ and Adjusted EBITDA⁽³⁾).

SIR Royalty Income Fund

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

(a) SIR Loan

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

The debt is "permitted indebtedness" within the meaning of the agreements between the Fund, the Partnership and SIR, and as a result the Fund and the Partnership have, as contemplated in the existing agreements, subordinated and postponed their claims against SIR to the claims of the lender. This subordination, which includes a subordination of the Partnership's rights under the License and Royalty Agreement between the Partnership and SIR whereby the Partnership licenses to SIR the right to use the trademarks and related intellectual property in return for Royalty payments based on revenues, has been effected pursuant to the terms of the Intercreditor Agreement.

Under the Intercreditor Agreement, absent a default or event of default under the Credit Agreement, ordinary payments to the Fund and the Partnership can continue and the Partnership can exercise any and all of its rights to preserve the trademarks and related intellectual property governed by the License and Royalty Agreement. However, if a default or an event of default were to occur, the Fund and the Partnership agree not to take actions on their security until the lender has been repaid in full. However, payments by SIR, to the Fund and the Partnership, will be permitted for such amounts as are required to fund their monthly operating expenses, up to an annual limit. In addition, the Fund, the Partnership and SIR will have the right, acting cooperatively, to reduce payments of Royalties and/or interest on the SIR Loan by up to 50% without triggering a cross default under the Credit Agreement, for a period of up to nine consecutive months. SIR and each obligor provided an undertaking to cooperate and explore all options with the Fund to maximize value to the Fund's unitholders and SIR and its shareholders in exchange for the Subordinating Parties not demanding repayment or enforcing security as a result of any such Related Party Obligation Default. The Intercreditor Agreement also contains various other typical covenants of the Fund and the Partnership.

Interest expense on the SIR Loan was charged to the consolidated statements of operations and comprehensive income (loss) in the amount of \$0.7 million for both 12-week periods ended November 18, 2018 and November 19, 2017.

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

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

	12-Week Period Ended November 18, 2018	12-Week Period Ended November 19, 2017
	(in thousands of dollars)	
	(unaudited)	
Balance – Beginning of the period	137,864	130,807
Change in amortized cost of the Ordinary LP Units and Class A LP Units of the Partnership	11,265	5,502
Distributions paid to Ordinary LP and Class A LP unitholders	(2,784)	(2,499)
Balance – End of period	146,345	133,810
Less: Current portion of Ordinary LP Units and Class A LP Units of the Partnership	(11,358)	(9,991)
Ordinary LP Units and Class A LP Units of the Partnership	134,987	123,819
	12-Week Period Ended November 18, 2018	12-Week Period Ended November 19, 2017
	(in thousands of dollars)	
	(unaudited)	
Pooled Revenue ⁽⁶⁾	66,382	63,668
Partnership royalty income ⁽⁷⁾	3,983	3,887
Other Income	6	6
Partnership expenses	(17)	(36)
Net earnings of the Partnership	3,972	3,857
SIR's residual interest in the earnings of the Partnership:		
Income from Class A & B GP Units of the Partnership	(754)	(728)
Income from Class C GP Units of the Partnership	(683)	(683)
	(1,437)	(1,411)
Fund's interest in the earnings of the Partnership	2,535	2,446

On October 12, 2004, the Partnership issued Ordinary LP and GP Units to the Fund for cash consideration of \$11.2 million. The Fund has also acquired Class A LP Units upon SIR's conversion of its Class A GP Units into Fund units. The holders of the Ordinary LP Units and Class A LP Units are entitled to receive their pro rata share of all residual distributions of the Partnership. The distributions are declared by the board of directors of SIR GP Inc., which is controlled by the Fund. Accordingly, the Ordinary LP Units and Class A LP Units of the Partnership have been classified as a financial liability in the consolidated statements of financial position. The Ordinary LP Units and Class A LP Units of the Partnership are accounted for at amortized cost, with changes in the carrying value recorded in the consolidated statements of operations and comprehensive income (loss).

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

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

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

In 2004, the Partnership granted SIR a 99-year license to use the SIR Rights in most of Canada in consideration for a Royalty, payable by SIR to the Partnership, equal to 6% of the revenue of the Royalty Pooled Restaurants (the "License and Royalty Agreement").

Under the terms of the License and Royalty Agreement, SIR may be required to pay a Make-Whole Payment in respect of the reduction in revenues for restaurants permanently closed during a reporting period. SIR is not required to pay any Make-Whole Payments in respect of a permanently closed restaurant following the date on which the number of Royalty Pooled Restaurants is equal to or greater than 68 or following October 12, 2019, whichever occurs first. On January 1 of each year (the "Adjustment Date"), the restaurants subject to the License and Royalty Agreement are adjusted for new SIR Restaurants opened for at least 60 days preceding such Adjustment Date. At each Adjustment Date, SIR will be entitled to convert its Class B GP Units to Class A GP Units based on the formula defined in the Partnership Agreement. Additional Class B GP Units may be converted to Class A GP Units in respect of these new SIR Restaurants if actual revenues of the new SIR Restaurants exceeded 80% of the initial estimated revenues and the formula defined in the Partnership Agreement. Conversely, converted Class A GP Units will be returned by SIR if the actual revenues of the new SIR Restaurants are less than 80% of the initial estimated revenues. In December of each year, an additional distribution will be payable to the Class B GP unitholders based on actual revenues of the new SIR Restaurants exceeding 80% of the initial estimated revenues or there will be a reduction in the distributions to the Class A GP unitholders if revenues are less than 80% of the initial estimated revenues.

On January 1, 2018, three (January 1, 2017 - one) new SIR Restaurants were added to Royalty Pooled Restaurants in accordance with the Partnership Agreement. As consideration for the additional Royalty associated with the addition of three new SIR Restaurants on January 1, 2018 (January 1, 2017 - one), as well as the Second Incremental Adjustment for one new SIR Restaurant added to Royalty Pooled Restaurants on January 1, 2017 (January 1, 2016 - two), SIR converted its Class B GP Units into Class A GP Units based on the formula defined in the Partnership Agreement. In addition, there was a re-conversion of Class A GP Units into Class B GP Units for the permanent closure of three (January 1, 2017 - one) SIR Restaurants during 2017. The net effect of these adjustments to Royalty Pooled Restaurants was that SIR converted 35,000 Class B GP Units into 35,000 Class A GP Units (January 1, 2016 - SIR exchanged 79,000 Class A GP Units into 79,000 Class B GP Units) on January 1, 2018 at a value of \$2.8 million (January 1, 2017 - \$0.016 million).

In addition, the revenues of the one (January 1, 2016 - two) new SIR Restaurant added to Royalty Pooled Restaurants on January 1, 2017 was less than 80% of the Initial Adjustment's estimated revenue and, as a result, the distributions on the Class A GP Units were reduced by a special conversion refund of \$0.05 million in December 2017 and paid in January 2018 (December 31, 2016 - \$0.0005 million, paid in January 2017).

As a result of the permanent closure of one SIR Restaurant during the 12-week period ended November 19, 2017, a Make-Whole Payment totaling \$0.07 million was recognized by SIR for the 12-week period ended November 19, 2017.

SIR's residual interest in the Partnership is 19.4% as at November 18, 2018 (August 26, 2018 - 19.4%).

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

Liquidity and Capital Resources

Selected Consolidated Statement of Cash Flows Information

	12-Week Period Ended November 18, 2018	12-Week Period Ended November 19, 2017
	(in thousands of dollars)	
	(unaudited)	
Cash provided by operations	(3,491)	(434)
Cash used in investing activities	(1,706)	(3,814)
Cash provided by (used in) financing activities	4,558	3,939
Increase in cash and cash equivalents during the period	(639)	(309)
Cash and cash equivalents – Beginning of period	4,783	4,550
Cash and cash equivalents – End of period	4,144	4,241

Cash provided by operations decreased by \$3.1 million in Q1 2019 compared to Q1 2018. The decrease is primarily attributable to a decrease in Adjusted Net Earnings⁽²⁾ of \$0.5 million, an increase in distributions paid to the Ordinary LP and Class A LP unitholders of \$0.3 million, a decrease in landlord and other inducements received of \$0.2 million, and an unfavourable variance in the net change in working capital items of \$2.0 million.

Investing activities used cash of \$1.7 million for Q1 2019, compared to \$3.8 million for Q1 2018. Purchases of property and equipment and other assets – net amounted to \$1.6 million in Q1 2019, and \$3.8 million in Q1 2018. The majority of the capital expenditures for Q1 2019 relate to: i) the renovations of two Jack Astor's locations in the quarter; and ii) the ongoing construction of the new Scaddabush restaurant in the Mimico neighbourhood of Etobicoke, Ontario. The majority of the capital expenditures for Q1 2018 relate to: i) the renovations of two Jack Astor's locations during Q1 2018; ii) the construction of the new Scaddabush restaurant in Etobicoke, Ontario that opened in Q2 2018; and iii) the construction of a new Reds restaurant in Mississauga, Ontario that opened in Q2 2018.

For Q1 2019, cash provided by financing activities was \$4.6 million, compared to \$3.9 million for Q1 2018. The increase in bank indebtedness was \$3.4 million in Q1 2019. Proceeds from issuance of long-term debt were \$4.0 million for both Q1 2019 and the corresponding period a year ago. Principal repayments on long-term debt were \$1.6 million for Q1 2019, and \$0.5 million for the comparable period a year ago. Proceeds from lease financing were \$0.2 million for Q1 2019, compared to \$nil for the corresponding period a year ago. Principal repayments on lease financing were \$0.1 million for Q1 2019, compared to \$nil for the corresponding period a year ago. Interest paid was \$1.0 million and \$0.9 million for Q1 2019 and Q1 2018, respectively. Dividends paid on the common shares of SIR were \$0.2 million and \$0.1 million in Q1 2019 and Q1 2018, respectively.

The new Scaddabush restaurants on Front Street in Toronto (opened November 3, 2016), Oakville (opened April 5, 2017), and Vaughan, Ontario (opened July 5, 2017) were added to the Royalty Pooled Restaurants effective January 1, 2018. At that time, SIR received additional Class A GP Units in accordance with the formula for adjustment for New Additional Restaurants added to Royalty Pooled Restaurants. The amount of Class A GP Units received was adjusted for the Second Incremental Adjustment for the one New Additional Restaurant that was added to Royalty Pooled Restaurants on January 1, 2017 and was reduced by an adjustment for the permanent closure of three SIR Restaurants. Under the terms of the Exchange Agreement, SIR has the right to convert some or all of the Class A GP Units into Fund units on a one-for-one basis. After the net effect of the adjustments to Royalty Pooled Restaurants on January 1, 2018, SIR held 2,016,426 Class A GP Units.

As at November 18, 2018, SIR had current assets of \$18.4 million (August 26, 2018 – \$17.8 million) and current liabilities of \$51.7 million (August 26, 2018 – \$50.1 million) resulting in a working capital deficit of \$33.3 million (August 26, 2018 – \$32.3 million). Revenues in the restaurant business are largely paid by cash and credit cards whereas most suppliers offer credit terms for payment. Therefore, restaurants are able to pay their suppliers from the cash received on revenues in the following months, as the supplier payables are due. Cash balances are typically used to construct new restaurants or re-invest in existing restaurants to grow the business. As a result, SIR, like many other restaurant businesses, would anticipate having a negative working capital balance in the foreseeable future.

Management believes that currently there are sufficient cash resources retained in SIR from its cash generated by operations and from its financing activities to fund its working capital requirements, scheduled debt repayments, and future construction commitments.

SIR has a credit agreement ("Credit Agreement") with a Schedule I Canadian chartered bank (the "Lender"). The Credit Agreement is "permitted indebtedness" within the meaning of the agreements between the Fund, the Partnership, and SIR, and as a result the Fund and the Partnership have, as contemplated in the existing agreements, subordinated and postponed their claims against SIR to the claims of the Lender. This subordination, which includes a subordination of the Partnership's rights under the License and Royalty Agreement between the Partnership and SIR whereby the Partnership licenses to SIR the right to use trade-marks and related intellectual property in return for royalty payments based on revenues, has been effected pursuant to the terms of the Intercreditor Agreement.

The Credit Agreement between SIR and the Lender, as amended on December 8, 2017 and July 6, 2018, provides for a maximum principal amount of \$50.0 million consisting of a \$20.0 million revolving term credit facility (Credit Facility 1), and a \$30.0 million revolving term loan (Credit Facility 2). SIR and the Lender have also entered into a purchase card agreement providing credit of up to an additional \$5.0 million.

Credit Facility 1 is for general corporate and operating purposes, including capital spending on new and renovated restaurants, bearing interest at the prime rate plus 2.25% and/or the bankers' acceptance rate plus 3.25%, principal repaid in one bullet repayment on July 6, 2021. A standby fee of 0.65% is charged on the undrawn balance of Credit Facility 1. Provided SIR is in compliance with the Credit Agreement, the principal amount of Credit Facility 1 can be repaid and reborrowed at any time during the term of the agreement. Credit Facility 2 bears interest at the prime rate plus 2.25% and/or the bankers' acceptance rate plus 3.25%. Under the Credit Agreement, subsequent advances on Credit Facility 2 may be requested (subject to availability and lender approval), in minimum multiples of \$1.0 million, to finance capital spending on new and renovated restaurants. Each advance under Credit Facility 2 is repayable in equal quarterly instalments based on a seven year amortization, with the remaining outstanding principal balance due on July 6, 2021.

During the 12-week period ended November 18, 2018, the Company drew the remaining \$0.2 million of the \$2.2 million leasing facility. These advances are repayable in equal monthly instalments over 48 months.

Under the Intercreditor Agreement, absent a default or event of default under the Credit Agreement, ordinary payments to the Fund and the Partnership can continue and the Partnership can exercise any and all of its rights to preserve the trademarks and related intellectual property governed by the License and Royalty Agreement. However, if a default or an event of default were to occur, the Fund and the Partnership agree not to take actions on their security until the Lender has been repaid in full. However, payments by SIR, to the Fund and the Partnership, will be permitted for such amounts as are required to fund their monthly operating expenses, up to an annual limit. In addition, the Fund, the Partnership and SIR will have the right, acting cooperatively, to reduce payments of Royalties and/or interest on the SIR Loan by up to 50% without triggering a cross default under the Credit Agreement, for a period of up to nine consecutive months. SIR and each Obligor provided an undertaking to cooperate and explore all options with the Fund to maximize value to the Fund's unitholders and SIR and its shareholders in exchange for the Subordinating Parties not demanding repayment or enforcing security as a result of any such Related Party Obligation Default. The Intercreditor Agreement also contains various other typical covenants of the Fund and the Partnership.

SIR believes that it expects to be able to comply with the covenants under the credit facility and service the credit facility, as well as meet its other obligations. However, there can of course be no assurance of this.

Under the Credit Agreement, SIR may convert Class A GP Units into Fund Units without prior consent from the Lender, provided such units are promptly sold by SIR for the purposes of financing the construction of new restaurants and renovations to existing restaurants, in each case not to exceed in any year the lower of \$7.0 million and 0.4 million units.

Contractual Obligations

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

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

Under the terms of the License and Royalty Agreement, SIR may be required to pay a Make-Whole Payment in respect of the reduction in revenue for restaurants closed during a reporting period. SIR is not required to pay any Make-Whole Payment in respect of a closed restaurant following the date on which the number of Royalty Pooled Restaurants is

equal to or greater than 68, or following October 12, 2019, whichever occurs first. On January 1 of each year (the "Adjustment Date"), the restaurants subject to the License and Royalty Agreement are adjusted for new SIR restaurants opened for at least 60 days preceding such Adjustment Date. At each Adjustment Date, SIR will be entitled to convert its Class B GP Units to Class A GP Units based on a formula defined in the Partnership Agreement.

During Q1 2018, effective October 15, 2017, SIR permanently closed the Canyon Creek restaurant in Etobicoke, Ontario and opened a new Scaddabush restaurant at this location on November 28, 2017. SIR elected, per its option, under the License and Royalty Agreement, to treat the closed Canyon Creek restaurant in Etobicoke, Ontario as a New Closed Restaurant and to treat the new Scaddabush restaurant in Etobicoke as a New Additional Restaurant. Therefore, SIR paid Make-Whole Payments from the effective date of closure to December 31, 2017. The Canyon Creek in Etobicoke ceased to be part of Royalty Pooled Restaurants on January 1, 2018. The new Scaddabush restaurant in Etobicoke will be added to Royalty Pooled Restaurants, as a New Additional Restaurant, on January 1, 2019.

SIR and its subsidiaries have entered into operating leases relating to its head office and restaurant locations with minimum annual payments.

At the current date, SIR has one commitment to lease a property, on which it plans to build a new Scaddabush restaurant. Final costs of construction are subject to uncertainties as to their amounts and timing. Items such as finalization of design and final construction quotations could change the total cost of these projects. There can be no assurance that the new Scaddabush restaurant will be opened or will become part of Royalty Pooled Restaurants.

As at November 18, 2018, \$17.0 million and \$7.5 million were outstanding on SIR's Credit Agreement for Credit Facility 1 and Credit Facility 2, respectively.

Off-Balance Sheet Arrangements

SIR has off-balance sheet arrangements with respect to its operating leases relating to its head office and restaurant locations with minimum annual payments. (See Contractual Obligations section).

Transactions with Related Parties

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

Transactions with Related Parties	12-Week Period Ended November 18, 2018	12-Week Period Ended November 19, 2017
	(in thousands of dollars) (unaudited)	
Corporate costs		
Consulting services provided by a company owned by a director of SIR	17	20
Direct costs of restaurant operations		
Occupancy costs provided by a company owned by a party related to a director and shareholder of SIR	6	-
Services provided by a shareholder of SIR	2	3
Property and equipment		
Fixtures purchased from a shareholder of SIR	2	12
Equipment purchased from a company owned by a director and shareholder of SIR, together with a member of executive management of SIR	8	36
Prepaid deposits		
Consulting services provided by a company owned by a director of SIR	-	26
Retainer for directors of SIR	31	27
Consulting services provided by a director of SIR	4	-
Fixtures provided by a shareholder of SIR	10	-
Design fees provided by a company owned by a shareholder of SIR	-	6

Included in trade and other receivables and payables are the following amounts due from and to related parties:

	As at November 18, 2018	As at August 26, 2018
	(in thousands of dollars) (unaudited)	
Amounts due from related parties:		
Amounts due from U.S. S.I.R. L.L.C. and its subsidiary	11	6
Amounts due from a company owned by a party related to a director of SIR	35	53
Amounts due from a shareholder of SIR	168	-
Amounts due to related parties:		
Amounts due to companies owned by a shareholder or director of SIR	51	46
Amounts due to a company owned by a party related to a director of SIR	12	19
Dividends payable to shareholders of SIR	833	-

- Received repayment against loans and advances from U.S. S.I.R. L.L.C. of \$0.04 million for the 12-week period ended November 18, 2018 (12-week period ended November 19, 2017 - \$0.01 million). SIR recognized interest income on those loans and advances of \$0.03 million for the 12-week period ended November 18, 2018 (12-week period ended November 19, 2017 - \$0.03 million). As at November 18, 2018, SIR has loans and advances (net of a provision) of \$0.9 million owing from U.S. S.I.R. L.L.C. (August 26, 2018 – \$1.0 million).
- SIR advanced \$0.2 million to a shareholder and director during the 12-week period ended November 18, 2018. This advance is non-interest bearing and is payable on demand.
- Received repayment against a loan receivable from a company owned by a party related to a director of SIR of \$0.03 million for the 12-week period ended November 18, 2018 (\$0.02 million for the 12-week period ended November 19, 2017). SIR recognized interest income on this loan of \$0.003 million for the 12-week period ended November 18, 2018 (\$0.003 million for the 12-week period ended November 19, 2017). As at November 18, 2018 the balance of this loan receivable is \$0.2 million (August 26, 2018 – \$0.2 million).

Transactions with the SIR Royalty Income Fund

Advances receivable from the Fund and its subsidiaries as at November 18, 2018 were \$3.2 million (August 26, 2018 – \$3.1 million). Advances receivable are non-interest bearing and due on demand and are recorded in trade and other receivables.

During Q1 2019, distributions of \$2.5 million were declared to the Fund by the Partnership, compared to \$2.4 million for Q1 2018. The Fund, indirectly through the Trust, is entitled to receive a pro rata share of all residual distributions. Distributions previously declared, but unpaid as at November 18, 2018 were \$5.0 million (August 26, 2018 – \$5.3 million) and are included in Ordinary LP Units and Class A LP Units of the Partnership in the consolidated statements of financial position.

The SIR Loan bears interest at 7.5% per annum. Interest expense on the SIR Loan totaled \$0.7 million for both Q1 2019 and Q1 2018, respectively. Interest payable on the SIR Loan as at November 18, 2018 was \$0.4 million (August 26, 2018 – \$0.4 million).

SIR, through the Partnership, has entered into an arrangement with the Fund and the Trust whereby the Partnership will provide or arrange for the provision of services required in the administration of the Fund and the Trust. The Partnership has arranged for these services to be provided by SIR GP Inc., in its capacity as the managing general partner of the Partnership. The Partnership provided these services to the Fund and the Trust for consideration of \$0.006 million for Q1 2019 (\$0.006 million for Q1 2018), which was the amount of consideration agreed to by the related parties.

Critical Accounting Estimates and Judgments

Management believes that there have been no substantial changes in the nature of critical accounting estimates since the year ended August 26, 2018. The reader will find this information in the annual MD&A for the year ended August 26, 2018.

Changes in Accounting Policies, Including Recently Issued Accounting Pronouncements

Changes in accounting policies

IFRS 9, Financial Instruments - Classification and Measurement

In July 2014, the IASB issued an amended IFRS 9, Financial Instruments - Classification and Measurement of Financial Assets and Financial Liabilities. IFRS 9 replaces IAS 39, Financial Instruments - Recognition and Measurement. In addition, IFRS 7, Financial Instruments - Disclosures is amended to include additional disclosure requirements on transition to IFRS 9. The amendments were effective for annual periods beginning on or after January 1, 2018. The standard uses a single approach based on how an entity manages its financial instruments to determine whether a financial asset is measured at amortized cost or fair value and requires a single impairment method to be used. The standard requires that for financial liabilities measured at fair value, any changes in an entity's own credit risk are generally to be presented in other comprehensive income instead of net earnings. A new hedge accounting model is included in the standard, as well as increased disclosure requirements about risk management activities for entities that apply hedge accounting. The new requirements were adopted effective August 27, 2018 using the modified retrospective method. As at August 27, 2018, SIR recorded a provision of \$0.02 million on amounts due from related parties. Subsequent adjustments to the provision on amounts due from related parties will be recorded in the statement of earnings.

IFRS 15, Revenue from Contracts with Customers

During May 2014, the IASB issued IFRS 15, Revenue from Contracts with Customers, which supersedes IAS 18, Revenue, and IAS 11, Construction Contracts. The Company adopted the requirements of IFRS 15 using the full retrospective method as permitted by IFRS 15, which requires that comparative figures are restated. IFRS 15 is based on the principle that revenue is recognized when control of a good or service is transferred to a customer.

A five-step recognition model is used to apply the standard as follows:

1. Identify the contract(s) with the customer;
2. Identify the separate performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to separate performance obligations; and
5. Recognize revenue when (or as) each performance obligation is satisfied.

Under IFRS 15, the Company must disaggregate revenue from contracts with customers. The Company has determined that a disaggregation of revenue using Concept and Signature restaurants is adequate for its circumstances. Food and beverage revenue is determined as follows:

Food and beverage revenue by Segment	12-Week Period Ended November 18, 2018	12-Week Period Ended November 19, 2017
Jack Astor's	47,297	48,078
Canyon Creek	5,217	5,762
Scaddabush	10,507	9,405
Signature Restaurants	6,096	5,133
	69,117	68,378

Under IFRS 15, revenue is derived from the sale of goods and is recognized at a point in time when the performance obligation is fulfilled. For sales to consumers, the performance obligation is deemed fulfilled when food and beverage is purchased. Breakage is estimated based on historical actuals as a percentage of sales. Deferred revenue represents amounts paid by customers in advance of the purchase of products which typically takes the form of pre-loaded gift cards. The amounts received are recorded as a liability within the current portion of provisions and other long-term liabilities on the condensed consolidated balance sheets. Once a gift card is redeemed to make a purchase, the liability is relieved, and revenue is recognized as part of food and beverage revenue.

As at August 26, 2018 and August 28, 2017, the gift card liability decreased by \$0.7 million and \$0.5 million respectively. Net loss for the 52-week period ended August 26, 2018 decreased by \$0.2 million.

The impact on the interim consolidated statement of financial position on the adoption of IFRS 15 is as follows:

	As originally reported August 28, 2017	IFRS 15 adjustments	August 28, 2017 (restated)
	\$	\$	\$
Current portion of provisions and other long-term liabilities	3,797	(515)	3,282
Current liabilities	63,151	(515)	62,636
Deficit	(175,962)	515	(175,447)
Shareholders' Deficiency	(155,369)	515	(154,854)
Total liabilities and shareholders' deficiency	73,818	-	73,818

	As originally reported August 26, 2018 \$	IFRS 15 adjustments \$	August 26, 2018 (restated) \$
Current portion of provisions and other long-term liabilities	4,115	(688)	3,427
Current liabilities	50,815	(688)	50,127
Deficit	(186,807)	688	(186,119)
Shareholders' Deficiency	(166,214)	688	(165,526)
Total liabilities and shareholders' deficiency	75,250	-	75,250

The impact on the interim consolidated statement of operations and comprehensive loss on the adoption of IFRS 15 is as follows:

	As originally reported November 19, 2017 \$	IFRS 15 adjustments \$	November 19, 2017 (restated) \$
Gift card income	-	137	137
Total revenue	68,378	137	68,515
Cost of corporate restaurant operations	62,459	97	62,556

IFRS issued but not yet effective

IFRS 16, Leases

In January 2016, the IASB issued IFRS 16, Leases, which will replace IAS 17, Leases and related Interpretations. The new standard will be effective for fiscal years beginning on or after January 1, 2019, with early adoption permitted provided the Company has adopted IFRS 15, Revenue from Contracts with Customers. The new standard requires lessees to recognize a lease liability reflecting future lease payments and a "right-of-use asset" for virtually all lease contracts, and record it on the statement of financial position, except with respect to lease contracts that meet limited exception criteria. Given that the Company has significant contractual obligations in the form of operating leases under IAS 17, there will be a material increase to both assets and liabilities on adoption of IFRS 16, and material changes to the timing of recognition of expenses associated with the lease arrangements.

Management will adopt IFRS 16 using the modified retrospective approach which requires that the adjustment be recorded in the opening deficit and comparatives are not restated. Management is implementing plans to have the infrastructure and data requirements for the implementation of IFRS 16 in place. Management is still evaluating how IFRS 16 will affect current business activities, lease and other restaurant contract negotiations, budgeting and controls. Management plans to adopt several of the practical expedients available under IFRS 16. Further evaluation is ongoing regarding the impacts on the consolidated financial statements.

Amendments to IFRS 9, Financial Instruments

This standard has been amended to enable companies to measure at amortized cost some prepayable financial assets with negative compensation. The assets affected, that include some loans and debt securities, would otherwise have been measured at fair value through profit or loss. Financial assets that would otherwise have contractual cash flows that are solely payments of principal and interest but do not meet that condition only as a result of a prepayment feature with negative compensation, may be measured at amortized cost or at fair value through other comprehensive income when eligibility conditions are met. The amendment to IFRS 9 also clarifies how to account for the modification of a financial liability. Most modifications of financial liabilities will result in immediate recognition of a gain or loss. The amendment is effective for annual periods beginning on or after January 1, 2019. The Company has not yet assessed the impact of the amendment on the consolidated financial statements.

Financial Instruments

Management believes there have been no substantial changes in the financial instruments since the year ended August 26, 2018. The reader will find this information in the annual MD&A for the year ended August 26, 2018.

Risks and Uncertainties

The performance of SIR is dependent on many factors. The restaurant industry generally, and in particular, the casual and fine dining segment of this industry, is intensely competitive with respect to price, service, location, food quality and qualified staff. Increases in minimum wage rates and other labour legislation may affect the growth and profitability of SIR, as a significant portion of its restaurant employees are paid at wage rates related to minimum wage. SIR Restaurants are subject to laws that prohibit or limit smoking in enclosed workplaces and/or certain outdoor public places, such as restaurant patios. There are many well-established competitors with greater financial and other resources than SIR. Competitors include national and regional chains, as well as individually owned restaurants. Recently, competition has increased in the mid-price, full-service, casual and fine dining sectors in which many of the SIR Restaurants operate. Some of SIR's competitors have been in existence for a substantially longer period than SIR and may be better established in the markets where SIR Restaurants are or may be located. In addition, factors such as business and economic conditions, changes in foreign exchange, availability of credit, inflation, increased food, labour and benefits costs, taxes, government regulations (including those governing alcoholic beverages), weather, seasonality, public safety issues and the availability and quality of food, services and products sold in the restaurants affect the restaurant industry in general and therefore SIR. Please refer to the Fund's March 14, 2018 Annual Information Form for further discussion on risks and uncertainties related to the Fund and SIR.

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

Outlook

Management believes that there are sufficient cash resources retained in SIR from its cash generated by operations and from its financing activities to fund its current working capital requirements, scheduled debt repayments, and future construction commitments.

Restaurants Canada estimates that the rate of growth of total sales in the full-service category, the category in which SIR competes, slowed by about 1.2% in 2018 compared to 2017. Restaurants Canada expects that while sales at full-service restaurants will continue to grow in the next five years, the rate of growth will slow by an additional 1% in 2019 compared to 2018. Following several years of gains, Restaurants Canada anticipates that commercial foodservice sales will moderate between 2019 and 2022. The Canadian full-service category has become increasingly competitive in recent years. While SIR believes it is well positioned to compete in this category, it will continue monitoring the economy and consumer confidence and their effects on the full-service category.

SIR has leased a property in the Mimico neighbourhood of Etobicoke, Ontario upon which it is now building one new Scaddabush restaurant. There can be no assurance that this restaurant will be opened or will become part of Royalty Pooled Restaurants

SIR completed renovations of two Jack Astor's locations during Q1 2019. Subsequent to Q1 2019, SIR completed a renovation at one additional Jack Astor's location. This brings the total number of Jack Astor's renovations to 19 since the commencement of the renovation program at the end of calendar 2015. SIR is pleased with the performance of the renovated Jack Astor's locations and intends to implement similar renovations at the other Jack Astor's locations as part of its ongoing focus on further strengthening its flagship brand and driving same store sales growth.

The new provincial government, elected on June 7, 2018, has confirmed plans to repeal portions of employment legislation passed by the previous provincial government (Bill 148). This legislation included an increase in Ontario's general minimum wage that was effective on January 1, 2018, and proposed to raise it again on January 1, 2019, followed by annual increases at the rate of inflation. The new Ontario government has confirmed plans to freeze the general minimum wage at the current level until 2020. The government also confirmed plans to implement annual increases to the general minimum wage, tied to inflation, starting in 2020, and changes to the previous government's personal emergency-leave rules. SIR's Management continues to evaluate alternatives to mitigate the impact of previously enacted changes.

SIR continues to focus on sustaining and growing existing restaurant sales and profits while managing costs. SIR continues to monitor economic conditions and consumer confidence and considers new restaurant developments and renovations to existing restaurants where appropriate and subject to availability of acceptable long-term financing. Based on

its assessment of these conditions, the timing of new restaurant construction and renovations as well as related opening schedules will be reviewed regularly by SIR and adjusted as necessary.

Forward Looking Information

Certain statements contained in this report, or incorporated herein by reference, including the information set forth as to the future financial or operating performance of the Fund or SIR, that are not current or historical factual statements may constitute forward-looking information within the meaning of applicable securities laws ("forward-looking statements"). Statements concerning the objectives, goals, strategies, intentions, plans, beliefs, expectations and estimates, and the business, operations, financial performance and condition of the Fund, the Trust, the Partnership, SIR, the SIR Restaurants or industry results, are forward-looking statements. The words "may", "will", "should", "would", "expect", "believe", "plan", "anticipate", "intend", "estimate" and other similar terminology and the negative of such expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Fund, the Trust, the Partnership, SIR, the SIR Restaurants or industry results, to differ materially from the anticipated results, performance, achievements or developments expressed or implied by such forward-looking statements. These statements reflect Management's current expectations, estimates and projections regarding future events and operating performance and speak only as of the date of this document. Readers should not place undue importance on forward-looking statements and should not rely upon this information as of any other date. Risks related to forward-looking statements include, among other things, challenges presented by a number of factors, including: market conditions at the time of this filing; competition; changes in demographic trends; weather; changing consumer preferences and discretionary spending patterns; changes in consumer confidence; changes in national and local business and economic conditions; changes in foreign exchange; changes in availability of credit; legal proceedings and challenges to intellectual property rights; dependence of the Fund on the financial condition of SIR; legislation and governmental regulation including the cost and/or availability of labour as it relates to changes in minimum wage rates or other changes to labour legislation; accounting policies and practices; and the results of operations and financial condition of SIR. The foregoing list of factors is not exhaustive. Many of these issues can affect the Fund's or SIR's actual results and could cause their actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Fund or SIR. There can be no assurance that SIR will remain compliant in the future with all of its financial covenants under the Credit Agreement and imposed by the lender. Given these uncertainties, readers are cautioned that forward-looking statements are not guarantees of future performance, and should not place undue reliance on them. The Fund and SIR expressly disclaim any obligation or undertaking to publicly disclose or release any updates or revisions to any forward looking statements, except as required by securities legislation. Forward-looking statements are based on Management's current plans, estimates, projections, beliefs and opinions, and the Fund and SIR do not undertake any obligation to update forward-looking statements should assumptions related to these plans, estimates, projections, beliefs and opinions change, except as expressly required by applicable securities laws. This Management's Discussion and Analysis is provided as of December 19, 2018.

In formulating the forward-looking statements contained herein, Management has assumed that business and economic conditions affecting SIR's restaurants and the Fund will continue substantially in the ordinary course, including without limitation with respect to general industry conditions, competition, general levels of economic activity (including in downtown Toronto), regulations (including those regarding employees, food safety, tobacco, cannabis, and alcohol), weather, taxes, foreign exchange rates and interest rates, that there will be no pandemics or other material outbreaks of disease or safety issues affecting humans or animals or food products, and that there will be no unplanned material changes in its facilities, equipment, customer and employee relations, or credit arrangements. Recent changes in employment law, including announced increases in minimum wage, are factored into management's assumptions. These assumptions, although considered reasonable by Management at the time of preparation, may prove to be incorrect. In addition, Management has assumed that the tax effects on distributions will remain consistent with current regulations or pronouncements, and also in estimating the revenue for new restaurants, Management has assumed that they will operate consistent with other similar SIR restaurants, and has assumed that SIR will remain compliant in the future with all of its financial covenants under the Credit Agreement and imposed by the lender. For more information concerning the Fund's risks and uncertainties, please refer to the March 14, 2018 Annual Information Form, for the period ended December 31, 2017, which is available under the Fund's profile at www.sedar.com.

All of the forward-looking statements made in this report are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Fund or SIR.

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