

# **PIZZA PIZZA LIMITED**

Unaudited Interim Condensed Consolidated Financial Statements For the 13-weeks ended April 3, 2022

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#### NOTICE OF NO AUDITOR REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of unaudited interim condensed consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim condensed consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these unaudited interim condensed consolidated financial statements.

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Paul Goddard Chief Executive Officer Christine D'Sylva
Chief Financial Officer

# Pizza Pizza Limited **Unaudited Interim Consolidated Statements of Financial Position** As at April 3, 2022 and January 2, 2022

	April 3, 2022	January 2, 2022 \$
Current assets		
Cash and cash equivalents	5.734	7.748
Short-term investment	4.009	7.509
Trade, other receivables and prepayments	9.300	10.884
Inventories	8.676	7.921
Lease receivable (note 6)	6.207	4.722
Receivables from jointly-controlled companies (note 12)	1,335	1,874
Total current assets	35,261	40,658
Non-current assets		
Property, plant and equipment	6,809	7.578
Notes receivable	1.756	1.585
Renovation funds	8.222	8.603
Receivables from jointly-controlled companies (note 12)	1,245	1,264
Advances to related party (note 12)	_	343
Investment in Pizza Pizza Rovaltv Limited Partnership (note 3)	23.395	23.276
Investment in jointly-controlled companies (note 4)	17.293	17.668
Deferred tax asset	54.707	54.282
Lease receivable (note 6)	14.850	15.650
Right-of-use asset (note 5)	65,404	67.751
Intangible assets	1,734	1,851
Total non-current assets	195,415	199,851
Total assets	230,676	240,509
Liabilities and shareholders' deficiencv  Current liabilities		
Trade and other payables	41,808	48.107
Deposits from franchisees	1.887	2.022
Borrowings (note 7)	243	204
Lease liability (note 6)	22,301	21,435
Total current liabilities	66,239	71,768
Non-current liabilities		
Advances from related party (note 12)	539	_
Borrowings (note 7)	910	940
Deferred franchise fees	1.951	1.921
Unearned vendor allowances	2.153	2,564
Renovation funds	3,922	3.939
Lease liability (note 6)	70,874	72,650
Deferred gain	191.646	192,229
Total non-current liabilities	271,995	274,243
Shareholders' deficiency		
Common shares and special voting shares	-	-
Accumulated other comprehensive loss	230	- (18)
	- 230 (107,788)	- (18) (105,484)

230,676

The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements. Approved by the Directors on May 11, 2022.

#### Pizza Pizza Limited Unaudited Interim Consolidated Statements of Loss

# For the 13-week periods ended April 3, 2022 and April 4, 2021 (Expressed in thousands of Canadian dollars)

	For the 13-week period ended April 3, 2022 \$	For the 13-week period ended April 4, 2021 \$
Revenue		
Food sales (note 8)	38,107	33,117
Royalties, franchise fees and other revenue (note 9)	10,212	8,069
Store service contributions (note 10)	17,543	16,064
Total revenue	65,862	57,250
Cost of food sales	(30,254)	(26,756)
General and administrative expenses (note 11)	(13,191)	(10,743)
Store service expenditures (note 10)	(18,916)	(18,958)
Royalty payments	(7,920)	(7,034)
Reversal of (loss on) impairment of lease receivable (note 6)	(178)	79
Equity income from Pizza Pizza Royalty Limited Partnership (note 3)	1,637	1,304
Equity income from jointly-controlled companies (note 4)	509	852
Gain (loss) on sale of Company-owned restaurants	(132)	285
Operating loss	(2,583)	(3,721)
Interest and other income	27	63
Amortization of deferred gain	583	583
Interest on borrowings and other liabilities	(845)	(770)
Loss for the period before income taxes	(2,818)	(3,845)
Deferred tax recovery	514	1,042
Loss for the period attributable to the shareholders of Pizza Pizza	(2,304)	(2,803)

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

	For the 13-week period ended April 3, 2022 \$	For the 13-week period ended April 4, 2021 \$
Loss for the period	(2,304)	(2,803)
Other comprehensive income (loss)		
Items that may be reclassified subsequently to net income:		
Share of other comprehensive income of the Pizza Pizza Royalty Limited Partnership (note 3)	338	248
Deferred tax impact of share of other comprehensive income of Pizza Pizza Royalty Limited Partnership	(90)	(66)
Total comprehensive loss attributable to shareholders	(2,056)	(2,621)

Unaudited Interim Consolidated Statements of Changes in Shareholders' Deficiency

For the 13-week periods ended April 3, 2022 and April 4, 2021 (Expressed in thousands of Canadian dollars)

	Common shares and special voting	Accumulated other comprehensive		
	shares \$	loss \$	Deficit \$	Total \$
As at January 2, 2022	-	(18)	(105,484)	(105,502)
Comprehensive income (loss)				
Loss for the 13-week period ended April 3, 2022	-	-	(2,304)	(2,304)
Share of other comprehensive income on Pizza Pizza Royalty limited Partnership's cash flow hedge	-	338	-	338
Tax effect of cash flow hedge	-	(90)	-	(90)
Total comprehensive income (loss)	-	248	(2,304)	(2,056)
As at April 3, 2022	-	230	(107,788)	(107,558)
As at January 3, 2021	-	(756)	(104,625)	(105,381)

# Comprehensive income (loss)

As at April 4, 2021	-	(574)	(107,428)	(108,002)
Total comprehensive income (loss)	-	182	(2,803)	(2,621)
Tax effect of cash flow hedge	-	(66)	-	(66)
Share of other comprehensive income on Pizza Pizza Royalty limited Partnership's cash flow hedge	-	248	-	248
Loss for the 13-week period ended April 4, 2021	-		(2,803)	(2,803)

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

# **Unaudited Interim Consolidated Statements of Cash Flows**

# For the 13-week periods ended April 3, 2022 and April 4, 2021 (Expressed in thousands of Canadian dollars)

	April 3, 2022 \$	April 4, 2021 \$
Operating activities		
Loss for the period	(2,304)	(2,803)
Depreciation of property, plant and equipment	535	596
Depreciation of right-of-use asset (note 5)	4,482	4,073
Amortization of intangible assets	117	212
Amortization of unearned vendor allowances	(411)	(200)
Amortization of deferred franchise fees	30	6
Amortization of deferred gain	(583)	(583)
Loss on (reversal of) impairment of lease receivable (note 6)	178	(79)
(Gain) loss on sale of Company-owned restaurants	132	(285)
Equity income from Pizza Pizza Royalty Limited Partnership (note 3)	(1,637)	(1,304)
Equity income from jointly-controlled companies (note 4)	(509)	(852)
Interest expense on leases, net (note 6)	772	762
Deferred income tax recovery	(514)	(1,042)
Changes in non-cash operating elements of working capital (note 13)	(5,066)	(6,858)
Cash used in operating activities	(4,778)	(8,357)
Investing activities		
Additions to property, plant and equipment	(559)	(121)
Proceeds from sale of Company-owned restaurants	704	866
Distributions from Pizza Pizza Royalty Limited Partnership (note 3)	1,856	1,667
Dividends from jointly-controlled companies (note 4)	884	1,279
Repayment of notes receivable	231	80
Issuance of notes receivable	(403)	(223)
Contributions to renovation funds	4,397	2,228

Disbursement from renovation funds	(4,033)	(2,759)
Withdrawals from short-term investments	3,500	3,496
Rent payments collected on lease receivables - principal (note 6)	1,393	1,835
Rent payments collected on lease receivables - interest (note 6)	146	189
Cash provided by investing activities	8,116	8,537
Financing activities		
Repayments of borrowings	(34)	(192)
Lease payments – principal (note 6)	(5,282)	(5,143)
Lease payments – interest, net (note 6)	(918)	(951)
Advances from related party (note 12)	882	215
Cash used in financing activities	(5,352)	(6,071)
Decrease in cash and cash equivalents	(2,014)	(5,891)
Cash and cash equivalents, beginning of period	7,748	8,723
Cash and cash equivalents, end of period	5,734	2,832

See supplementary cash for information (note 13). The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements For the 13-week period ended April 3, 2022 (in thousands of Canadian dollars except common shares, special voting shares and number of shares)

#### 1. Nature of Business

Pizza Pizza Limited ("PPL" or the "Company"), a privately-held corporation incorporated by Articles of Incorporation under the Business Corporations Act (Canada) on December 27, 1989, operates in the food service industry throughout Canada and primarily franchises and operates quick-service restaurant ("QSR") businesses under the brand names of Pizza Pizza and Pizza 73. The Company derives revenue from franchises through the sale of franchise restaurants, food and beverages, and royalties. The Company also derives revenue from Company-owned and managed restaurants through the sale of food products to retail customers.

In November 2021, the Partnership and the Company entered into a licence and royalty agreement for international operations, under which the Company may be granted licences to use the Pizza Pizza Rights in connection with the business of franchising, licensing and/or operating restaurants dedicated to the sale of pizza and related products in designated territories outside of Canada, initially in Mexico. In consideration of the licence for Mexico, the Company is required to pay the Partnership, commencing with the first calendar month that is 18 months following the opening of the first traditional restaurant in Mexico, a fee calculated as 12.5% of the royalty received by the Company under the Master Franchise Agreement (without any deduction for withholding or any other taxes). The international licence and royalty agreement provides only for a cash royalty payment, and openings and closings of restaurants in Mexico will not result in changes to the Royalty Pool nor to the Class B and Class D Exchange Multipliers.

The Company is incorporated and domiciled in Canada and the address of its registered office is 500 Kipling Avenue, Toronto, Ontario, Canada. The ultimate parent of the Company is 1373153 Ontario Limited, a private Corporation that does not prepare and make available financial statements for public use.

Below are the number of traditional and non-traditional franchisees and licensees as at:

	April 3, 2022	April 4, 2021
Franchisees and licensees	633	632
Jointly-controlled restaurants	80	79
Company-owned and managed restaurants	17	22

#### 2. Significant Accounting Policies

The principal accounting policies applied in the preparation of these unaudited interim condensed consolidated financial statements are set out below. These policies have been consistently applied to all periods presented unless otherwise stated.

# a) Fiscal year-end and interim period

The Company has a floating year-end on the Sunday closest to December 31; accordingly, interim periods consist of four 13-week periods with an additional week added to the last interim period every 5 to 6 years.

#### b) Statement of compliance

The Company prepares its unaudited interim condensed consolidated financial statements in accordance with International Accounting Standard ("IAS") 34, *Interim Financial Reporting* ("IAS 34"). Accordingly, these unaudited interim condensed consolidated financial statements do not include all disclosures required for annual financial statements and should be read in conjunction with the annual consolidated financial statements of the Company as at and for the year ended January 2, 2022.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

For the 13-week period ended April 3, 2022

(in thousands of Canadian dollars except common shares, special voting shares and number of shares)

The Company's preparation of financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the unaudited interim condensed consolidated financial statements, were the same as those that applied to the Company's consolidated financial statements as at and for the year ended January 2, 2022.

The accounting policies adopted in the preparation of these unaudited interim condensed consolidated financial statements are consistent with those followed in the preparation of the Company's annual consolidated financial statements as at and for the year ended January 2, 2022.

These unaudited interim condensed consolidated financial statements were authorized for issue by the Board of the Directors on May 11, 2022.

#### c) Basis of measurement

The consolidated financial statements have been prepared under the historical cost convention, except for the revaluation of the interest rate swap to fair value through the consolidated statement of comprehensive income.

#### d) Basis of consolidation

These unaudited interim condensed consolidated financial statements incorporate the assets and liabilities of the Company and its subsidiaries as at April 3, 2022 and January 2, 2022 and the results of these entities for the 13-week periods ended April 3, 2022 and April 4, 2021, respectively.

The Company consolidates the results of its investments over which it exercises control. Specifically, an investor controls an investee when it has power over the investee, it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries are fully consolidated from the date on which control is transferred to the Company and deconsolidated from the date that control ceases. Inter-entity transactions, balances and unrealized gains/losses on transactions between entities are eliminated.

#### Investment in associate

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Company accounts for its 23.5% (January 2, 2022 – 23.5%) share interest in the Pizza Pizza Royalty Limited Partnership (the "Partnership") as an investment in an associate and applies equity accounting whereby the Company's investment is increased by its 23.5% share of income for the period of the Partnership and reduced for distributions received during the Partnership's fiscal period. The Partnership's financial and fiscal periods differ from the Company's, as the Partnership operates on a calendar year-end.

The Company assesses at each period-end whether there is any objective evidence that its interest in the Partnership is impaired. If impaired, the carrying value of the Company's share of the underlying assets of the Partnership is written down to its estimated recoverable amount, being the higher of fair value less cost to sell and value in use, and the write-down is charged to the unaudited interim consolidated statements of income.

#### Investments in joint ventures

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Company accounts for its 50% (January 2, 2022 – 50%) share interest in the 80 jointly controlled companies as an investment in joint ventures and applies equity accounting whereby the Company's investment is increased by its 50% share of income for the period of the joint ventures and reduced for distributions received during the joint ventures' fiscal period. The jointly controlled companies' financial and fiscal periods differ from the

Notes to the Unaudited Interim Condensed Consolidated Financial Statements For the 13-week period ended April 3, 2022

(in thousands of Canadian dollars except common shares, special voting shares and number of shares)

Company's, as the joint ventures have a floating year-end of the Saturday immediately preceding July 31. The Company assesses at each period-end whether there is any objective evidence that its interest in the joint ventures is impaired. If impaired, the carrying value of the Company's share of the underlying assets of the joint ventures is written down to its estimated recoverable amount, being the higher of fair value less cost to sell and value in use, and the write-down is charged to the unaudited interim consolidated statements of income.

#### 3. Investment in Pizza Pizza Royalty Limited Partnership

The Company owns Class B and Class D Partnership Units that are exchangeable for Pizza Pizza Royalty Corp. ("PPRC") Shares based on the exchange multiplier applicable at the exchange date and represent an effective 23.5% interest in the Partnership as at April 3, 2022 (January 2, 2022 – 23.5%).

The table below reconciles the balance of the Company's investment in the Partnership, which is accounted for using equity accounting.

	For the 13-week period ended April 3, 2022	For the 52-week period ended January 2, 2022
Balance – beginning of period	23,276	23.029
Equity income of the Partnership	1.637	6.625
Distributions received from Partnership	(1.856)	(6.856)
Share of Partnership other comprehensive income (loss)	338	478
Balance – end of period	23,395	23,276

The business of the Partnership is the ownership and licensing of the Pizza Pizza and Pizza 73 Rights and Marks through two separate License and Royalty Agreements with the Company. Additionally, the Partnership will collect the royalty payable by the Company under each License and Royalty Agreement, as well as performing the administration of PPRC pursuant to the Administration Agreement.

A breakdown of the Partnership's aggregated assets, liabilities, revenue and profits is as follows:

	As at April 3, 2022	As at January 2, 2022
Total assets _Total liabilities	367.185 78.148	367.534 79.496
	For the 13-week period ended April 3, 2022	For the 13-week period ended April 4, 2021
Revenues Profit for the period	7.920 7.452	7.034 6.618

# a. 2021 Royalty Pool Adjustment

In early January 2022 a second adjustment was made to the royalty payments and PPL's Class B Exchange Multiplier based on the actual performance of the nine new restaurants added to the Royalty Pool on January 1, 2021. The final 2021 Pizza Pizza Royalty Pool adjustment confirmed that a Make-Whole Payment for 2021 is to be paid and calculated as a percentage of \$14,476 Royalty Pool sales. The Make-Whole Payment will continue to be paid for subsequent years, until on an Adjustment Date, additional system sales of additional restaurants are sufficient to offset the Pizza Pizza system sales attributable to all closed Pizza Pizza restaurants. As a result of the adjustments, the Class B Exchange Multiplier is unchanged at 2.118582 and Class B Units can be exchanged for

Notes to the Unaudited Interim Condensed Consolidated Financial Statements For the 13-week period ended April 3, 2022 (in thousands of Canadian dollars except common shares, special voting shares and number of shares)

5,313,909 shares effective January 1, 2021.

In early January 2022, a second adjustment was made to the royalty payments and PPL's Class D Exchange Multiplier based on the actual performance of the one Pizza 73 restaurant added to the Royalty Pool on January 1, 2021. The final 2021 Pizza 73 Royalty Pool adjustment confirmed that a Make-Whole Payment for 2021 is to be paid and calculated as a percentage of \$649 Royalty Pool sales. The Make-Whole Payment will continue to be paid for subsequent years, until on an Adjustment Date, additional system sales of additional restaurants are sufficient to offset the Pizza Pizza system sales attributable to all closed Pizza 73 restaurants. As a result of the adjustments, the Class D Exchange Multiplier is unchanged at 22.44976 and Class D Units can be exchanged for 2,244,975 shares effective January 1, 2021.

### b. 2022 Royalty Pool Adjustment – Class B Exchange Multiplier

On January 1, 2022, two net Pizza Pizza restaurants were added to the Royalty Pool as a result of 34 new restaurants opening and 32 closing from January 1, 2021 to December 31, 2021. The total number of Pizza Pizza restaurants in the Royalty Pool has increased to 624. The additional system sales from the 34 new restaurants are estimated at \$13,312 annually, less sales of \$3,263 from the 32 permanently closed Pizza Pizza restaurants. As a result, \$10,049 net, estimated Pizza Pizza sales were added to the Royalty Pool and applied against the 2020 and 2021 Make-Whole Carryover Amount of \$15,257, reducing the Estimated Determined Amount to zero for January 1, 2022. The remaining Make-Whole Carryover Amount of \$5,208 will be carried over, and a royalty will continue to be paid for subsequent years, until on an Adjustment Date, system sales of additional restaurants are sufficient to offset the Pizza Pizza system sales attributable to all closed Pizza Pizza restaurants.

The yield of the shares was determined to be 5.8% calculated using \$11.76 as a weighted average share price. Weighted average share price is calculated based on the market price of the shares traded on the Toronto Stock Exchange during the period of twenty consecutive days ending on the fifth trading day before January 1, 2022. As per the Pizza Pizza Royalty Limited Partnership agreement, whenever the Estimated Determined Amount is negative it shall be deemed to be zero. Accordingly, the Class B Exchange Multiplier remained unchanged at 2.118582. The second adjustment to the Class B Exchange Multiplier will be adjusted to be effective January 1, 2022, once the actual performance of the new restaurant is determined in early 2023.

#### c. 2022 Royalty Pool Adjustment – Class D Exchange Multiplier

On January 1, 2022, the Pizza 73 Royalty Pool remained unchanged as a result of three new restaurants opening between September 2, 2020 and September 1, 2021 and three restaurants closing between January 1, 2021 and December 31, 2021. The forecasted additional system sales from the three new restaurants are estimated at \$1,118 annually, less \$254 in system sales attributable to the three closed Pizza 73 restaurants. As a result, \$864 net, estimated Pizza 73 sales were added to the Royalty Pool. The net estimated sales were further reduced by \$455 in system sales attributable to certain restaurants previously added to the Royalty Pool whose territory adjusted a previously existing restaurant. The \$864 of Pizza 73 sales added to the Royalty Pool are applied against the 2020 and 2021 Make-Whole Carryover Amount of \$1,341, reducing the Estimated Determined Amount to zero for January 1, 2022. The remaining Make-Whole Carryover Amount of \$477 will be carried over, and continue to be paid for subsequent years, until on an Adjustment Date, additional system sales of additional restaurants are sufficient to offset the Pizza 73 system sales attributable to all closed Pizza 73 restaurants.

The yield of the shares was determined to be 5.8% calculated using \$11.76 as a weighted average share price. Weighted average share price is calculated based on the market price of the shares traded on the Toronto Stock Exchange during the period of twenty consecutive days ending on the fifth trading day before January 1, 2022. As per the Pizza Pizza Royalty Limited Partnership agreement, whenever the Estimated Determined Amount is negative it shall be deemed to be zero. Accordingly, the Class D Exchange Multiplier remained unchanged at 22.44976. The second adjustment to the Class D Exchange Multiplier will be adjusted to be effective January 1, 2022, once the actual performance of the new restaurant is determined in early 2023.

Notes to the Unaudited Interim Condensed Consolidated Financial Statements For the 13-week period ended April 3, 2022 (in thousands of Canadian dollars except common shares, special voting shares and number of shares)

#### d. Pizza Pizza Royalty Corp. Outstanding Shares

PPL's Class B and Class D equivalent Share entitlement is unchanged for 2022, as the January 1, 2022 forecasted system sales are less than the Make-Whole Carryforward Amount. In any year that the forecasted system sales (less closed restaurants sales and other adjustments) is negative, as was the case with the Class B and Class D equivalent Share entitlement calculation for 2022 due to the Make-Whole Carryover Amount, no increase or decrease in the Exchange Multiplier is made. PPL will only have a Class B or D equivalent Share entitlement for 2022 if the actual sales performance of the new restaurants exceeds the Make-Whole Carryforward Amount when the actual sales performance is known with certainty in early 2023.

After giving effect to PPL's entitlement to additional equivalent Shares at January 1, 2022, PPL owns equivalent Shares representing 23.5% of the Company's fully diluted shares.

#### 4. Investment in Jointly Controlled Companies

Jointly-controlled companies are joint ventures, consisting of the Company's 50% interest in 80 Pizza 73 restaurants (January 2, 2022 – 80 Pizza 73 restaurants). Jointly-controlled restaurants are companies, owned and operated as an independent business, equally owned by the Company and an Owner/Operator. Licensing, consulting and other agreements govern the relationship of the Company and the Owner/Operator as shareholders of these jointly-controlled restaurants, and establish a framework under which each restaurant is operated.

The financial statements of all jointly controlled companies have a floating year-end of the Saturday immediately preceding July 31 and all operations are continuing.

The table below reconciles the balance of the Company's investment in the jointly controlled companies, which is accounted for using equity accounting.

	For the 13-week period ended April 3, 2022	For the 52-week period ended January 2, 2022
Balance – beginning of period	17.668	18,377
Equity income from jointly controlled companies	509	3,139
Dividends received from jointly controlled companies	(884)	(3.848)
Balance – end of period	17,293	17,668

A breakdown of the Company's share in jointly-controlled companies' comprehensive income is as follows:

	For the 13-week period ended April 3, 2022	For the 13-week period ended April 4, 2021
Revenues	8.309	8.319
Expenses	7.800	7,467
Income for the period after tax	509	852

#### 5. Right-of-Use Asset

Notes to the Unaudited Interim Condensed Consolidated Financial Statements

For the 13-week period ended April 3, 2022

(in thousands of Canadian dollars except common shares, special voting shares and number of shares)

	As at April 3, 2022	As at January 2, 2022
Opening balance	67,751	65,485
Lease additions and remeasurements	2,136	18,310
Depreciation of right-of-use asset	(4,483)	(16,044)
Total right-of-use asset	65,404	67,751

#### 6. Leases

Lease receivable	As at April 3, 2022	As at January 2, 2022
Opening balance	20,372	14,335
Lease additions and remeasurements	2,256	12,403
Reversal of (loss on) impairment of lease receivable	(178)	70
Rent payments collected	(1,539)	(7,153)
Interest income	146	717
Total lease receivable	21,057	20,372
Less: current portion	(6,207)	(4,722)
Total non-current lease receivable	14,850	15,650

Lease receivables are reviewed for impairment based on expected losses at each balance sheet date in accordance with IFRS 9 – Financial Instruments. An impairment loss is recorded when the credit risk is assessed to have increased for the lease receivables. The Company has developed a probability-weighted model that is used to assess the credit risk of lease receivables. The Company recorded an expected credit loss recovery (provision) on lease receivables of (\$178) for the 13-week period ended April 3, 2022 (13-week period ended April 4, 2021–\$79).

The Company remeasured lease liabilities for an increase of \$4.4 million, offset by amortization of \$5.3 million in the period.

Lease Liability	As at April 3, 2022	As at January 2, 2022
Opening balance	94,085	84,858
Lease additions and remeasurement	4,372	29,713
Lease payments	(6,200)	(24,412)
Accretion of interest expense	918	3,926
Total lease liability	93,175	94,085
Less: current portion	(22,301)	(21,435)
Total non-current lease liability	70,874	72,650

#### 7. Borrowings

Notes to the Unaudited Interim Condensed Consolidated Financial Statements
For the 13-week period ended April 3, 2022
(in thousands of Canadian dollars except common shares, special voting shares and number of shares)

	As at April 3 2022	As at
Notes payable, bearing interest from 4.45% to 6.55%, repayable in varying monthly principal amounts, maturing between 2022 and 2031. These notes were secured by specific company-owned restaurant assets. The effective interest rate as at April 3, 2022 was 5.23% (April 4, 2021 – 5.27%).	1,153	1,144
Less: current portion	(243)	(204)
Total non-current borrowings	910	940

Notes to the Unaudited Interim Condensed Consolidated Financial Statements For the 13-week period ended April 3, 2022 (in thousands of Canadian dollars except common shares, special voting shares and number of shares)

## 8. Food sales

Food sales include the following:

	For the 13-week period ended April 3, 2022	For the 13-week period ended April 4, 2021
Food sales	35.284	29.710
Company-owned restaurant sales	2.823	3.407
Total food sales	38.107	33,117

# 9. Royalties, franchise fees and other revenue

Royalties, franchise fees and other revenue include the following:

	For the 13-week period ended April 3, 2022	For the 13-week period ended April 4, 2021
Rovalties	5.550	4.664
Rental income	3.251	2,213
Initial and renewal franchise fees	580	486
Construction fees	255	208
Administration and accounting fees	576	498
Total royalties, franchise fees and other revenue	10,212	8,069

#### 10. Store service contributions and expenditures

Store service contributions include the following:

	For the 13-week period ended April 3, 2022	For the 13-week period ended April 4, 2021
Advertising services	6.674	5,871
Order processing services	3,112	3.086
Commissary food services	7,757	7,107
Store service contributions	17,543	16,064

Store service expenditures include the following:

	For the 13-week period ended April 3, 2022	For the 13-week period ended April 4, 2021
Advertising services	7.769	8.414
Order processing services	3.452	3.332
Commissary food services	7,695	7,212
Store service expenditures	18,916	18,958

Notes to the Unaudited Interim Condensed Consolidated Financial Statements For the 13-week period ended April 3, 2022 (in thousands of Canadian dollars except common shares, special voting shares and number of shares)

### 11. Expenses by nature

The following table summarizes significant general and administrative expenses:

	For the 13-week period ended April 3, 2022	For the 13-week period ended April 4. 2021
Depreciation of property, plant and equipment	498	531
Depreciation of right-of-use asset	4.483	4.073
Amortization of intangible assets	79	98
Company store expenses	1,734	1.846
Employee benefit expense (i)	4.506	3.368

<sup>(</sup>i) The Company recognized government grants as a reduction of the related expense that the grant was intended to offset. The Company received nil for the 13-week period ended April 3, 2022 (13-week period ended April 4, 2021 - \$582).

#### 12. Related party transactions

The following table summarizes the Company's transactions with related parties in the normal course of business:

	For the 13-week period ended April 3, 2022	For the 13-week period ended April 4, 2021
Rent expense(i)	622	619
Food purchases(i)	1.864	2,280
Recovery of expenses(i)	150	150
Administration and accounting fee revenue(ii)	576	577

<sup>(</sup>i) Transactions with commonly controlled companies

As at April 3, 2022, the Company has trade payables of nil (as at January 2, 2022 - \$936) payable to a company under common management control. As at April 3, 2022, trade and other payables includes amounts payable of \$2,045 (as at January 2, 2022 - \$2,307) to the Partnership, which were paid subsequent to the end of the period.

In addition, the Company has the following advances to and from related parties:

	As at April 4,	As at January 2, 2022
Receivable from iointly-controlled companies	2.580	3.138
Advances to (from) related party	(539)	343

Advances to related party are due to the parent company. Advances to related party and receivables from jointly-controlled companies are non-interest bearing, have no specified terms of repayment and are unsecured.

<sup>(</sup>ii) Transactions with jointly-controlled companies

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#### 13. Statements of cash flow information

	For the 13-week period ended April 3, 2022	For the 13-week period ended April 4, 2021
Trade and other receivables	1.584	(1.165)
Inventories	(755)	390
Receivables from jointly-controlled companies	539	659
Trade and other pavables	(6.299)	(6.243)
Deposits from franchisees	(135)	(499)
Changes in non-cash operating elements of working capital	(5,066)	(6,858)

#### 14. Financial risk management

The Company's objective is to minimize risk with respect to financial instruments by monitoring the performance of its franchisees and jointly-controlled companies, maintaining restaurants in different geographic regions and having the ability to assume the operations of franchisees for inadequate financial performance and/or default under the franchise agreement.

#### **Fair Values**

The carrying amounts of cash and cash equivalents, short term investments, trade, other receivables and prepayments and trade and other payables approximate fair values given the short-term maturity of these instruments.

A reasonable estimate of fair value could not be made for receivables from jointly-controlled companies, advances from related party, renovation funds and deposits from franchisees as there are no fixed terms of repayment.

The fair value of the non-current notes receivable is based on the estimated future discounted cash flows using a comparable market rate of interest as at April 3, 2022 of 4.29% (January 2, 2022 – 5.82%).

The fair value of the borrowings is based on the estimated future discounted cash flows using a comparable market rate of interest as at April 3, 2022 of prime plus a spread varying by loan (January 2, 2022 - prime plus a spread varying by loan). The Company has no plans to prepay these instruments prior to maturity. The fair value of the borrowings was determined using Level 2 inputs, which are observable inputs or inputs that can be corroborated by observable market data for substantially the full term of the asset or liability.

The carrying value and fair value of the Company's financial instruments are as follows:

		2022				
	Category	Carrying value	Fair value	Carrying value	Fair value	
Notes receivable	AC	1,756	1,714	1,585	1,517	
Borrowings	AC	1,153	951	1,144	959	

As at April 3,

As at January 2, 2022

Financial instruments category guide:

AC Amortized cost

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FVOCI Fair value through other comprehensive income

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The different fair value hierarchy levels are as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical financial assets or financial liabilities;
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the financial asset or financial liability, either directly or indirectly; and
- Level 3: Inputs for the financial asset or financial liability that are not based on observable market data.

#### **Credit Risk**

The Company is exposed to credit risk as all of the franchisees and jointly-controlled companies operate within the same segment: commercial food service. The Company is also exposed to credit risk in the event of non-payment by its franchisees and jointly-controlled companies of its trade receivables, notes receivable, receivables from jointly-controlled companies, lease receivables and renovation funds receivable. The Company's credit risk is mitigated by the large number of franchisees and jointly-controlled companies operating in different geographical markets and by the Company's ultimate ability to assume operations of the franchisees if there is inadequate financial performance and/or default under the franchisee agreement.

The Company's franchisees, where qualified, have applied for financial assistance from the Government of Canada's COVID-19 Economic Response Plan, including the Canadian Emergency Wage Subsidy ("CEWS") and Canada Emergency Business Account ("CEBA"). The financial assistance will improve the liquidity of franchisees and thus allow the Company to continue to collect on its trade receivables. The Company has temporarily extended repayment terms of its franchisees, and therefore has not taken any additional impairment on the past due trade receivables.

The aging of trade receivable balances that are past due, but not impaired are as follows:

	As at April 3,	As at January 2, 2022	
Past due 0-30 days	325	679	
Past due 31-120 days	862	925	
Total trade receivables past due, but not impaired	1,187	1,604	

#### **Liquidity Risk**

The Company is subject to liquidity risk with respect to the items outlined in the table below. The risk is mitigated as the majority of the Company's revenue is earned from franchisees and jointly-controlled companies, which have agreements with the Company and whose activities are closely monitored by the Company. In the case of franchisees, the majority of the Company's business, the Company is able to assume operations of the franchises if there is inadequate financial performance and/or default under the franchise agreement. Liquidity requirements are monitored by the Company's head office functions in order to guarantee effective access to financial resources.

The medium and long term impact to the Company from the COVID-19 pandemic will depend on consumer behavior after the economy fully reopens, the financial solutions achieved with government, lenders, franchisees, and landlords, and the macro impact on the overall economy, in particular household debt and levels of disposable income. Potential financial solutions which may be required include, but are not limited to, obtaining sufficient financial support from government(s) for the Company and restaurant operators, support from lenders, and obtaining rent relief from landlords.

Additionally, the Company took immediate action to reduce corporate operating expenses, payroll costs and defer capital expenditures. The Company also negotiated extended supplier payment terms where possible.

Management believes that currently available funds and credit facilities, apart from those that will be generated by operating and financing activities, will allow the Company to satisfy its requirements for investment, working capital management, and borrowing repayment at maturity.

The following are the contractual undiscounted cash flows of financial liabilities as at April 3, 2022:

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	Carrying amount	0 to 12 months	1 to 2 years	2 to 5 years	More than 5 years
Trade and other payables	41,808	41,808			
Deposits from franchisees	1,887	1,887			
Borrowings	1,153	243	190	173	547

## **Interest Rate Risk**

The Company is exposed to interest rate risk from its borrowings. All borrowings are based on floating interest rates.