

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

SELECTED FINANCIAL HIGHLIGHTS

The following tables set out selected financial information and other data of Pizza Pizza Royalty Corp. ("PPRC" or the "Company") and should be read in conjunction with the December 31, 2019 consolidated financial statements of the Company ("Financial Statements"). Readers should note that the 2019 results are not directly comparable to the 2018 results due to there being 772 restaurants in the 2019 Royalty Pool compared to 758 restaurants in the 2018 Royalty Pool.

(in thousands of dollars, except number of restaurants, days in the year, per share amounts, and noted otherwise)

	December 31, 2019	December 31, 2018	December 31, 2017
Restaurants in Royalty Pool ⁽¹⁾	772	758	751
Same store sales growth ⁽²⁾	0.5%	-1.6%	-0.1%
Days in the Year	365	365	365
System Sales reported by Pizza Pizza restaurants in the Royalty Pool ⁽⁶⁾	\$ 462,251	\$ 458,748	\$ 466,249
System Sales reported by Pizza 73 restaurants in the Royalty Pool ⁽⁶⁾	91,235	87,595	84,878
Total System Sales	\$ 553,486	\$ 546,343	\$ 551,127
Royalty – 6% on Pizza Pizza System Sales	\$ 27,735	\$ 27,525	\$ 27,975
Royalty – 9% on Pizza 73 System Sales	8,211	7,883	7,639
Royalty income	\$ 35,946	\$ 35,408	\$ 35,614
Interest paid on borrowings ^{(3) (5)}	(1,271)	(1,347)	(1,316)
Administrative expenses	(494)	(562)	(645)
Adjusted earnings available for distribution to the Company and Pizza Pizza Limited ⁽⁵⁾	\$ 34,181	\$ 33,499	\$ 33,653
Distribution on Class B and Class D Exchangeable Shares ⁽⁴⁾	(7,771)	(7,555)	(6,963)
Current income tax expense	(5,891)	(5,728)	(5,754)
Adjusted earnings available for shareholder dividends ⁽⁵⁾	\$ 20,519	\$ 20,216	\$ 20,936
Add back: Distribution on Class B and Class D Exchangeable Shares ⁽⁴⁾	7,771	7,555	6,963
Adjusted earnings from operations⁽⁵⁾	\$ 28,290	\$ 27,771	\$ 27,899
Adjusted earnings per share ⁽⁵⁾	\$ 0.885	\$ 0.877	\$ 0.894
Basic earnings per share	\$ 0.854	\$ 0.849	\$ 0.867
Dividends declared by the Company	\$ 21,063	\$ 21,063	\$ 21,063
Dividend per share	\$ 0.8556	\$ 0.8556	\$ 0.8556
Payout ratio ⁽⁵⁾	103%	104%	101%
Working capital ⁽⁵⁾	\$ 3,583	\$ 4,211	\$ 5,050
Total assets	\$ 359,008	\$ 355,761	\$ 349,536
Total liabilities	\$ 71,549	\$ 70,468	\$ 69,759

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	Q4 2019	Q3 2019	Q2 2019	Q1 2019
(in thousands of dollars, except number of restaurants, days in the quarter, per share amounts and as noted otherwise)				
Restaurants in Royalty Pool ⁽¹⁾	772	772	772	772
Same store sales growth ⁽²⁾	2.0%	-0.1%	1.6%	-1.5%
Days in the quarter	92	92	91	90
System Sales reported by Pizza Pizza restaurants in Royalty Pool ⁽⁶⁾	\$ 122,539	\$ 116,506	\$ 112,173	\$ 111,033
System Sales reported by Pizza 73 restaurants in Royalty Pool ⁽⁶⁾	24,321	21,957	22,077	22,880
Total System Sales	\$ 146,860	\$ 138,463	\$ 134,250	\$ 133,913
Royalty – 6% on Pizza Pizza System Sales	\$ 7,352	\$ 6,990	\$ 6,730	\$ 6,662
Royalty – 9% on Pizza 73 System Sales	2,189	1,976	1,987	2,059
Royalty income	\$ 9,541	\$ 8,966	\$ 8,717	\$ 8,721
Interest paid on borrowings ⁽³⁾⁽⁵⁾	(329)	(327)	(305)	(311)
Administrative expenses	(142)	(108)	(140)	(104)
Adjusted earnings available for distribution to the Company and to Pizza Pizza Limited ⁽⁵⁾	\$ 9,070	\$ 8,531	\$ 8,272	\$ 8,306
Distribution on Class B and Class D Exchangeable Shares ⁽⁴⁾	(1,935)	(1,935)	(1,935)	(1,966)
Current income tax expense	(1,577)	(1,471)	(1,414)	(1,421)
Adjusted earnings available for shareholder dividends ⁽⁵⁾	\$ 5,558	\$ 5,125	\$ 4,915	\$ 4,919
Add back:				
Distribution on Class B and Class D Exchangeable Shares ⁽⁴⁾	1,935	1,935	1,935	1,966
Adjusted earnings from operations ⁽⁵⁾	\$ 7,493	\$ 7,060	\$ 6,850	\$ 6,885
Adjusted earnings per share ⁽⁵⁾	\$ 0.234	\$ 0.221	\$ 0.206	\$ 0.216
Basic earnings per share	\$ 0.226	\$ 0.212	\$ 0.214	\$ 0.211
Dividends declared by the Company	\$ 5,266	\$ 5,266	\$ 5,266	\$ 5,266
Dividend per share	\$ 0.2139	\$ 0.2139	\$ 0.2139	\$ 0.2139
Payout ratio ⁽⁵⁾	95%	103%	107%	107%

	Q4 2018	Q3 2018	Q2 2018	Q1 2018
(in thousands of dollars, except number of restaurants, days in the quarter, per share amounts and as noted otherwise)				
Restaurants in Royalty Pool ⁽¹⁾	758	758	758	758
Same store sales growth ⁽²⁾	-2.1%	-0.8%	-3.3%	-0.2%
Days in the quarter	92	92	91	90
System Sales reported by Pizza Pizza restaurants in Royalty Pool ⁽⁶⁾	\$ 118,084	\$ 117,189	\$ 110,265	\$ 113,210
System Sales reported by Pizza 73 restaurants in Royalty Pool ⁽⁶⁾	23,398	21,268	20,791	22,138
Total System Sales	\$ 141,482	\$ 138,457	\$ 131,056	\$ 135,348
Royalty – 6% on Pizza Pizza System Sales	7,085	7,031	6,616	6,793
Royalty – 9% on Pizza 73 System Sales	2,105	1,915	1,871	1,992
Royalty income	\$ 9,190	\$ 8,946	\$ 8,487	\$ 8,785
Interest paid on borrowings ⁽³⁾⁽⁵⁾	(355)	(334)	(331)	(327)
Administrative expenses	(164)	(122)	(131)	(145)
Adjusted earnings available for distribution to the Company and to Pizza Pizza Limited ⁽⁵⁾	\$ 8,671	\$ 8,490	\$ 8,025	\$ 8,313
Distribution on Class B and Class D Exchangeable Shares ⁽⁴⁾	(1,861)	(1,861)	(1,861)	(1,972)
Current income tax expense	(1,494)	(1,447)	(1,368)	(1,419)
Adjusted earnings available for shareholder dividends ⁽⁵⁾	\$ 5,316	\$ 5,182	\$ 4,796	\$ 4,922
Add back:				
Distribution on Class B and Class D Exchangeable Shares ⁽⁴⁾	1,861	1,861	1,861	1,972
Adjusted earnings from operations ⁽⁵⁾	\$ 7,177	\$ 7,043	\$ 6,657	\$ 6,894
Adjusted earnings per share ⁽⁵⁾	\$ 0.227	\$ 0.222	\$ 0.210	\$ 0.218
Basic earnings per share	\$ 0.217	\$ 0.213	\$ 0.202	\$ 0.217
Dividends declared by the Company	\$ 5,265	\$ 5,266	\$ 5,266	\$ 5,266
Dividend per share	\$ 0.2139	\$ 0.2139	\$ 0.2139	\$ 0.2139
Payout ratio ⁽⁵⁾	99%	102%	110%	107%

(1) The number restaurants for which the Pizza Pizza Royalty Limited Partnership (the "Partnership") earns a royalty ("Royalty Pool"), as defined in the amended and restated Pizza Pizza license and royalty agreement (the "Pizza Pizza License and Royalty Agreement") and the amended and restated Pizza 73 license and royalty agreement (the "Pizza 73 License and Royalty Agreement") (together, the "License and Royalty Agreements"). For the 2019 fiscal year, the Royalty Pool includes 660 Pizza Pizza restaurants and 112 Pizza 73 restaurants. The number of restaurants added to the Royalty Pool each year may differ from the number of restaurant openings and

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closings reported by Pizza Pizza Limited ("PPL") on an annual basis as the periods for which they are reported differ slightly (see "Royalty Pool Adjustments").

- (2) Same store sales growth ("SSSG") means the change in Year gross revenue of a particular Pizza Pizza or Pizza 73 restaurant as compared to sales in the previous comparative Year, where the restaurant has been open at least 13 months. Additionally, for a Pizza 73 restaurant whose restaurant territory was adjusted due to an additional restaurant, the sales used to derive the Step-Out Payment (calculated as the difference between the average monthly Pizza 73 Royalty payment attributable to that Adjusted Restaurant in the 12 months immediately preceding the month in which the territory reduction occurs, less the Pizza 73 Royalty payment attributable to the restaurant in the current month) may be added to sales to arrive at SSSG. SSSG does not have any standardized meaning under International Financial Reporting Standards ("IFRS"). Therefore, these figures may not be comparable to similar figures presented by other companies. See "Reconciliation of Non-IFRS Measures".
- (3) The Company, indirectly through the Partnership, incurs interest expense on the \$47 million outstanding bank loan. Interest expense also includes amortization of loan fees and off-market swap payments. See "Interest Expense".
- (4) Represents the distribution to PPL from the Partnership on Class B and Class D Units of the Partnership. The Class B and D Units are exchangeable into common shares of the Company ("Shares") based on the value of the Class B Exchange Multiplier and the Class D Exchange Multiplier at the time of exchange as defined in the License and Royalty Agreements, respectively, and represent 23.0% of the fully diluted Shares at December 31, 2019 (December 31, 2018 – 22.3%). During the quarter ended March 31, 2019, as a result of the final calculation of the equivalent Class B and Class D Share entitlements related to the January 1, 2018 Adjustment to the Royalty Pool, PPL was paid a distribution on additional equivalent Shares as if such Shares were outstanding as of January 1, 2018. Included in the three months ended March 31, 2019, is the payment of \$31 in distributions to PPL pursuant to the true-up calculation (March 31, 2018 - PPL was paid \$111).
- (5) "Adjusted earnings available for distribution to the Company and Pizza Pizza Limited", "Adjusted earnings from operations", "Adjusted earnings available for shareholder dividends", "Adjusted earnings per Share", "Interest paid on borrowings", "Payout Ratio", and "Working Capital" do not have any standardized meaning under IFRS. Therefore, these figures may not be comparable to similar figures presented by other companies. See "Reconciliation of Non-IFRS Measures" and "Interest Expense".
- (6) System Sales (as defined in the License and Royalty Agreements) reported by Pizza Pizza and Pizza 73 restaurants include the gross sales of Pizza Pizza company-owned, jointly-controlled and franchised restaurants, excluding sales and goods and service tax or similar amounts levied by any governmental or administrative authority. System Sales do not represent the consolidated operating results of the Company but are used to calculate the royalties payable to the Partnership as presented above.

OVERVIEW AND BUSINESS OF THE COMPANY

The following Management's Discussion and Analysis (the "MD&A") is a discussion of the results of operations and financial condition of the Company for the three months (the "Quarter") and year (the "Year") ended December 31, 2019. The Financial Statements of the Company are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The MD&A has been prepared as of March 1, 2020.

The Company, indirectly through the Partnership, owns the trademarks, trade names and other intellectual property used by PPL in its Pizza Pizza and Pizza 73 restaurants. The Pizza Pizza trademarks, trade names and other intellectual property (the "Pizza Pizza Rights") were licensed to PPL in 2005 for 99 years for which PPL pays the Partnership a royalty equal to 6% of the System Sales of its Pizza Pizza restaurants in the Royalty Pool. On July 24, 2007, the Partnership acquired the trademarks, trade names and other intellectual property of Pizza 73 (the "Pizza 73 Rights") from Pizza 73 Inc. and licensed them to PPL for 99 years, for which PPL pays a royalty equal to 9% of the System Sales of the Pizza 73 restaurants in the Royalty Pool. For 2019, the Royalty Pool consists of 660 Pizza Pizza restaurants and 112 Pizza 73 restaurants.

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

About the Pizza Pizza Brand

Pizza Pizza is a franchise-oriented restaurant business operating primarily in the province of Ontario in which it dominates the pizza quick service restaurant ("QSR") segment. Of the 645 Pizza Pizza restaurants at December 31, 2019, 638 are franchised or licensed and seven are owned and operated as corporate restaurants. Of the 645 restaurants, 217 are non-traditional locations which have limited operating hours and a limited menu.

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

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

About the Pizza 73 Brand

There are 104 Pizza 73 locations operating in the QSR segment, principally in the province of Alberta. The majority of the traditional Pizza 73 restaurants are not franchised, but instead are owned and operated as independent businesses. Of the 86 traditional restaurants at December 31, 2019, seven are franchised or licensed and 79 are jointly-owned by PPL and an independent owner/operator. There are 18 non-traditional locations which have limited operating hours and a limited menu. Pizza 73 currently has seven traditional locations outside of Alberta; four in Saskatchewan, two in British Columbia and one in the Yukon. Sales through its centralized call centre and on-line ordering, together, account for approximately 90% of Pizza 73's system sales. The Pizza 73 business also includes a newly built, central food distribution centre in Edmonton.

System Sales and PPL's Interest

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

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

As of December 31, 2019, PPL indirectly held an effective 23.0% interest in the Company (December 31, 2018 – 22.3%) by holding all Class B and Class D Units of the Partnership. PPL has the right to exchange one Class B or Class D Unit indirectly for that number of Shares equal to the Class B Exchange Multiplier or Class D Exchange Multiplier, respectively, applicable at the date of such exchange, as described under "Royalty Pool Adjustments". The Class B and Class D Units are entitled to receive monthly distributions established by PPRC's board of directors. A monthly distribution is paid to both PPL and PPRC on a pro rata ownership basis, with PPRC's ownership held through its Class A and Class C limited partnership units of the Partnership.

ROYALTY POOL ADJUSTMENTS

Annually, on January 1 (the "Adjustment Date"), an adjustment is made to the Royalty Pool to include the forecasted System Sales from new Pizza Pizza restaurants opened on or before December 31 of the prior year, less System Sales from any Pizza Pizza restaurants that have been permanently closed during the year. Once adjusted, the Royalty Pool remains fixed for the year, consequently, the number of stores in the Royalty Pool may vary from the number of stores actually open at any given time during the year. As the Royalty Pool does not reflect current year changes until the next Adjustment Date, the change in the amount of the Royalty due to the Partnership as a result of changes in the System Sales of the Royalty Pool will affect PPL's retained interest through an adjustment to the rate at which the Class B Units of the Partnership may ultimately be exchanged for Shares. On the Adjustment Date, the adjustment to the Class B Exchange Multiplier (as defined in the Pizza Pizza License and Royalty Agreement) involves first calculating the "Determined Amount", which is defined as 92.5% of the royalty revenue added to the Royalty Pool, divided by the prevailing yield of the Shares. Beginning January 1, 2012, the Determined Amounts are multiplied by a number equal to $(1 - \text{Tax}\%)$ where "Tax%" is an estimate of the Company's effective tax rate for the year (determined using the total income taxes paid by the Company during the fiscal year divided by the total cash received by the Company during that fiscal year) (i.e., for the Adjustment Date of January 1, 2018, it will be the effective Company tax rate for the year ended

December 31, 2017). This estimate of the effective tax rate will be subject to an adjustment when the actual effective entity level tax rate of the Company for the year is known. The Determined Amount is multiplied by 80%, then divided by the current market price of the Shares, and then further divided by the number of Class B Units outstanding. This fraction is added to the Class B Exchange Multiplier from the preceding year, which was "one" on the closing of the Fund's initial public offering. On the following Adjustment Date, a second adjustment to the Class B Exchange Multiplier will be made in the same manner once the System Sales for new restaurants are known with certainty. The adjustment for new restaurants rolled into the Royalty Pool is designed to be accretive for current shareholders.

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

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

RESTAURANTS ADDED TO THE ROYALTY POOL

2018 Royalty Pool Adjustment

In early January 2019, adjustments to royalty payments and PPL's Class B Exchange Multiplier were made based on the actual performance of the 17 new restaurants added to the Royalty Pool on January 1, 2018. As a result of the adjustments, the Class B Exchange Multiplier remains unchanged at 2.000691 and Class B Units can be exchanged for 5,018,210 shares effective January 1, 2018.

In early January 2019, adjustments to royalty payments and PPL's Class D Exchange Multiplier were made based on the actual performance of the eight Pizza 73 restaurants added to the Royalty Pool on January 1, 2018. As a result of the adjustments, the Class D Exchange Multiplier is 21.27782 and Class D Units can be exchanged for 2,127,782 shares effective January 1, 2018.

2019 Royalty Pool Adjustment – Class B Exchange Multiplier

On January 1, 2019, eight net Pizza Pizza restaurants were added to the Royalty Pool as a result of 18 new restaurants opening and 10 closing from January 1, 2018 to December 31, 2018. The total number of Pizza Pizza restaurants in the Royalty Pool has increased to 660. The additional system sales from the 18 new restaurants are estimated at \$5,860 annually, less sales of \$2,135 from 10 permanently closed Pizza Pizza restaurants, resulting in net estimated Pizza Pizza sales of \$3,725 added to the Royalty Pool. The yield of the shares was determined to be 9.5% calculated using \$9.05 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, 2019. As a result of the contribution of the additional net sales to the Royalty Pool, the Class B Exchange Multiplier increased fractionally by 80% of the total adjustment or 0.059961; the new Class B Multiplier is 2.060652. This adjustment will also increase the entitlement of the holders of the Class B units to distributions of cash and allocations of income from the Partnership. The second adjustment to the Class B Exchange Multiplier will be adjusted to be effective January 1, 2019, once the actual performance of the new restaurants is determined in early 2020. See "Subsequent Events".

2019 Royalty Pool Adjustment – Class D Exchange Multiplier

On January 1, 2019, six net Pizza 73 restaurants were added to the Royalty Pool as a result of seven new restaurants opening between September 2, 2017 and September 1, 2018 and one restaurant closing between January 1, 2018 and December 31, 2018. The forecasted additional system sales from the seven new restaurants are estimated at \$2,472 annually, less \$161 in system sales attributable to the one closed Pizza 73 restaurant. The net estimated sales were further reduced by \$1,438 in system sales attributable to certain restaurants previously added to the Royalty Pool whose territory adjusted a previously existing restaurant; resulting in overall net estimated Pizza 73 sales of \$873 added to the Royalty Pool. The total number of Pizza 73 restaurants in the Royalty Pool has increased to 112. The yield of the shares was determined to be 9.5% calculated using \$9.05 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, 2019. As a result of the contribution of the additional net sales to the Royalty Pool, the Class D Exchange Multiplier increased fractionally by 80% of the total adjustment or 0.52925; the new Class D Multiplier is 21.80706. This adjustment will also increase the entitlement of the holders of the Class D units to distributions of cash and allocations of income from the Partnership. The second adjustment to the Class D Exchange Multiplier will be adjusted to be effective January 1, 2019, once the actual performance of the new restaurants is determined in early 2020. See "Subsequent Events".

Pizza Pizza Royalty Corp. Outstanding Shares

In exchange for adding the forecasted Pizza Pizza system sales to the Royalty Pool, PPL has received 150,398 additional equivalent Shares (through the change to the Class B Exchange Multiplier). These represent 80% of the forecasted equivalent Shares entitlement to be received (187,997 equivalent Shares represent 100%), with the final equivalent Shares entitlement to be determined when the new restaurants' 2019 actual sales performance is known with certainty in early 2020. See "Subsequent Events".

In exchange for adding the forecasted Pizza 73 system sales to the Royalty Pool, PPL has received 52,925 additional equivalent Shares (through the change to the Class D Exchange Multiplier). These represent 80% of the forecasted equivalent Shares entitlement to be received (66,156 equivalent Shares represent 100%), with the final equivalent Shares entitlement to be determined when the new restaurants' 2019 actual sales performance is known with certainty in early 2020. See "Subsequent Events".

After giving effect to PPL's entitlement to additional equivalent Shares at January 1, 2019, PPL owns equivalent Shares representing 23.0% of the Company's fully diluted shares.

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

Shares outstanding & issuable on January 1, 2019

Shares outstanding		24,618,392
Class B equivalent Shares held by PPL at December 31, 2018	5,018,210	
PPL additional Class B equivalent Shares - True-up Holdback as at December 31, 2018	-	
Additional PPL Class B equivalent Shares as of January 1, 2019	<u>150,398</u>	5,168,608
Class D equivalent Shares held by PPL at December 31, 2018	2,029,401	
PPL additional Class D equivalent Shares - True-up Holdback as at December 31, 2018	98,380	
Additional PPL Class D equivalent Shares as of January 1, 2019	<u>52,925</u>	2,180,706
Number of fully diluted shares		<u>31,967,706</u>
		23.0%

SAME STORE SALES GROWTH (“SSSG”)

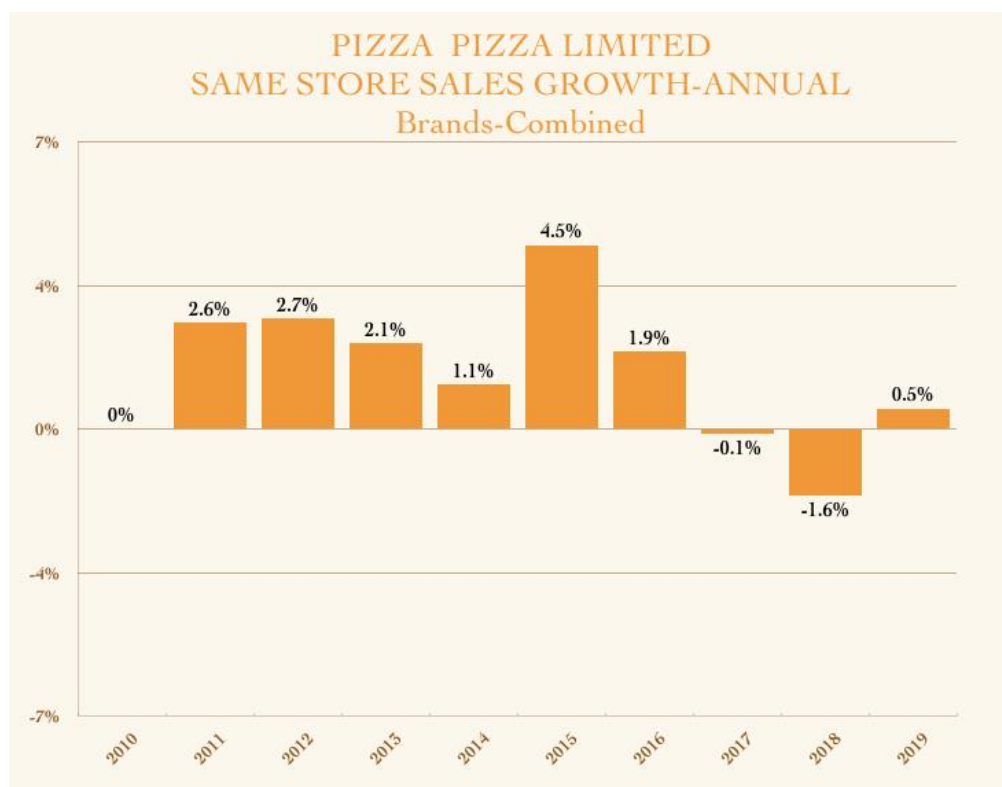
SSSG, the key driver of yield growth for shareholders of the Company, increased 2.0% (2018 – decreased 2.1%) for the Quarter and increased 0.5% (2018 – decreased 1.6%) for the Year compared to the same periods in 2018. See “Reconciliation of Non-IFRS Measures”.

SSSG	Fourth Quarter (%)		Year (%)	
	2019	2018	2019	2018
Pizza Pizza	2.0	(2.6)	0.0	(1.7)
Pizza 73	2.0	0.3	3.1	(0.9)
Combined	2.0	(2.1)	0.5	(1.6)

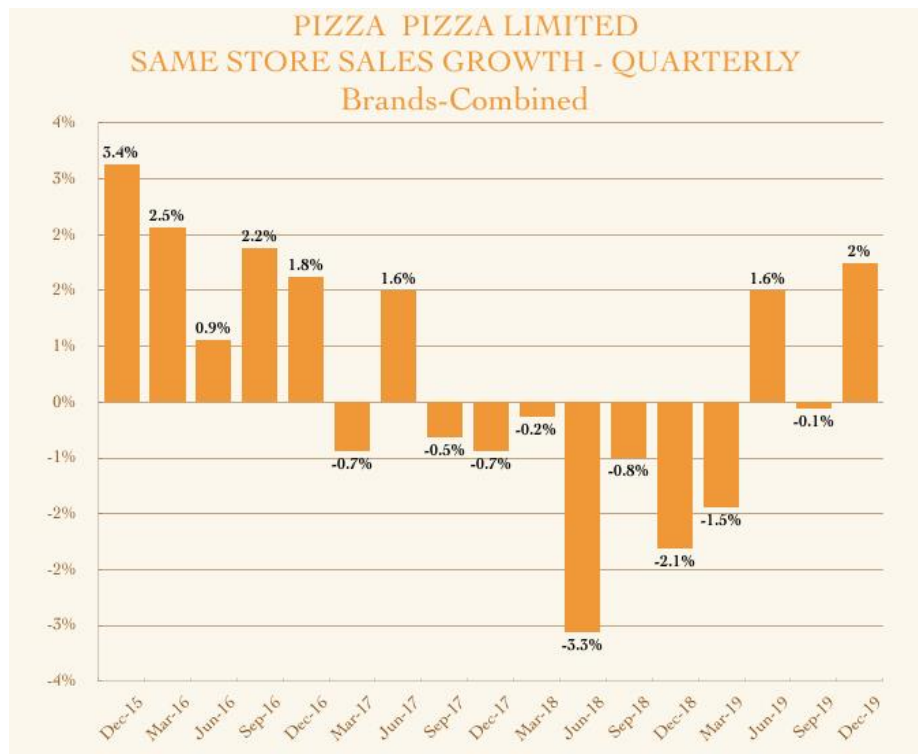
SSSG is driven by the change in the customer check and customer traffic, both of which are affected by changes in pricing and sales mix. During the Quarter and Year, the average customer check increased slightly and customer traffic decreased when measured against the same periods in 2018, when the average check increased significantly. For several consecutive quarters, the average customer check has moderated with the use of value-focused promotional offerings as PPL executes on its strategy to grow customer traffic counts. Management continues to employ retail pricing strategies designed to increase traffic, in what continues to be, a highly competitive, value-oriented retail environment.

The following charts show historical SSSG performance:

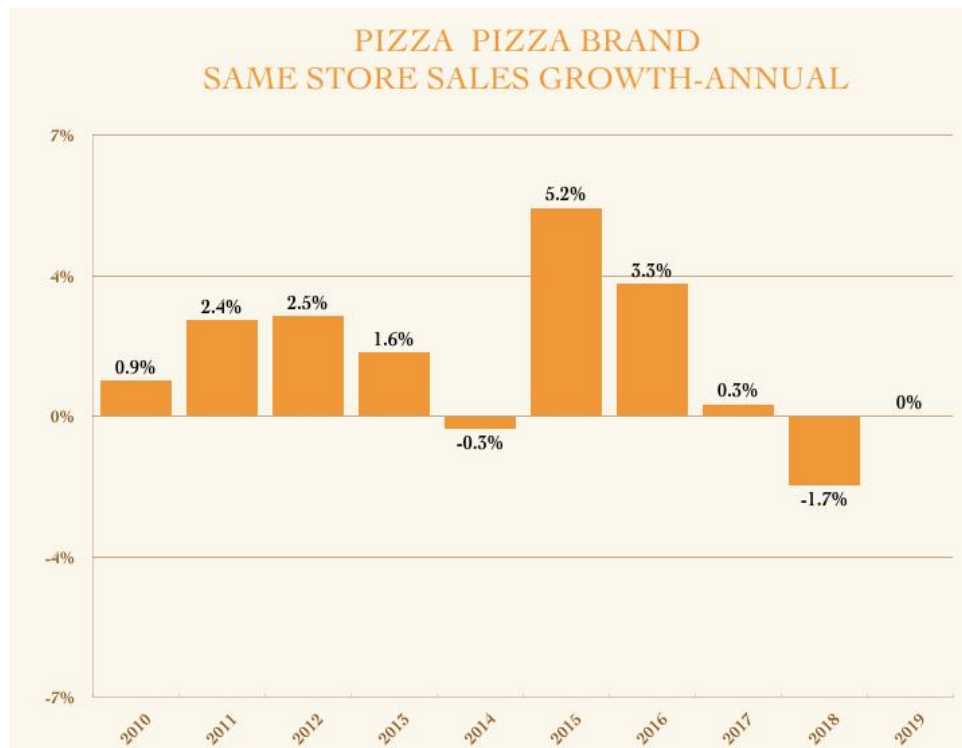
a) Annual SSSG, in which both brands are combined:



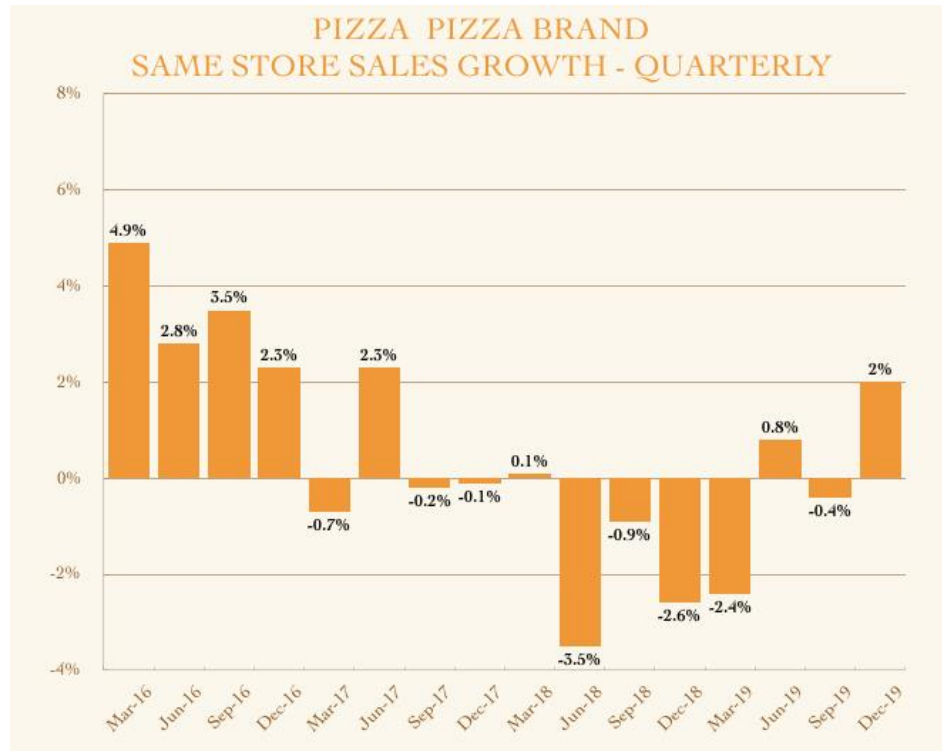
b) Quarterly SSSG, in which both brands are combined:



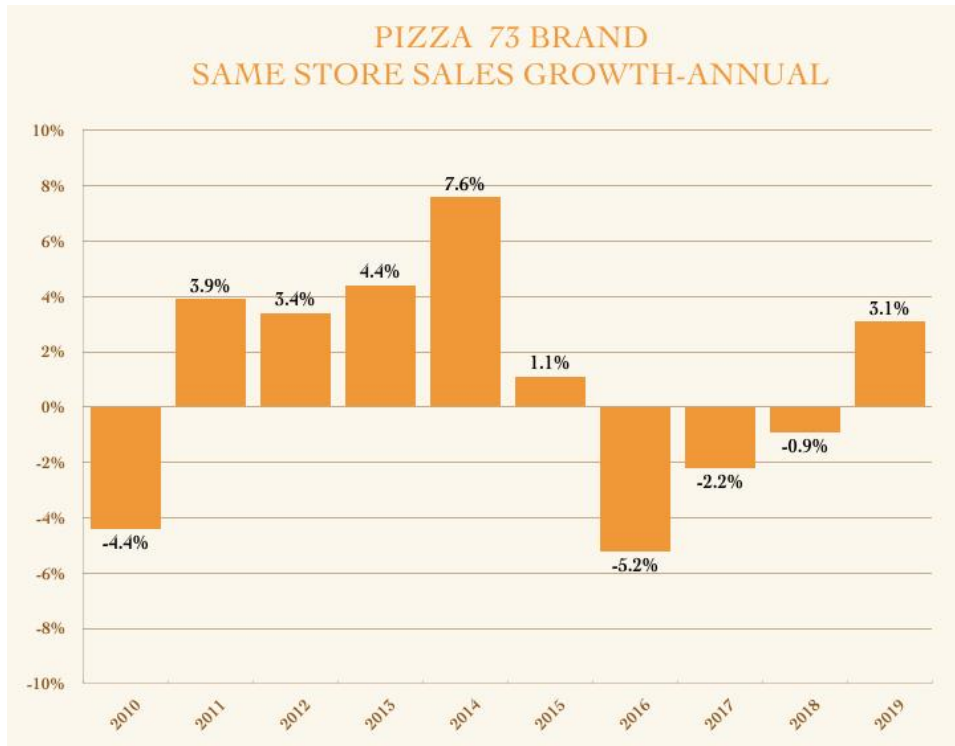
c) Annual SSSG, Pizza Pizza brand only:



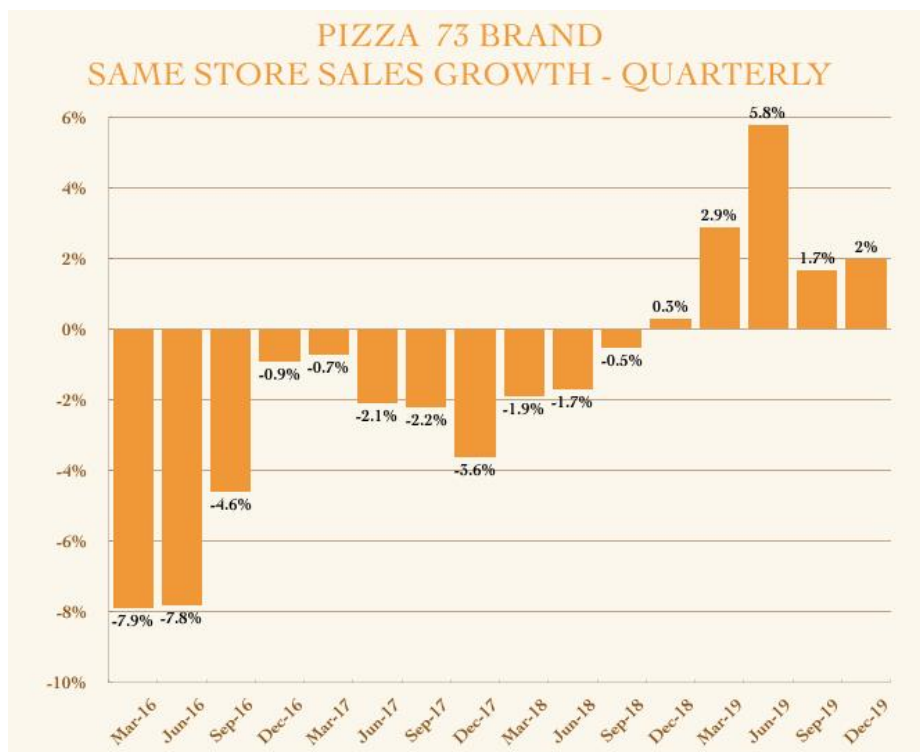
d) Quarterly SSSG, Pizza Pizza brand only:



e) Annual SSSG, Pizza 73 brand only:



f) Quarterly SSSG, Pizza 73 brand only:



ROYALTY POOL SALES

The restaurants in the Royalty Pool increased to 772 on January 1, 2019 (the “Adjustment Date”) to include 25 new restaurants less 11 closed restaurants. In the prior year, the Royalty Pool included 758 restaurants.

Royalty Pool System sales for the Quarter increased 3.8% to \$146.9 million from \$141.5 million in the same quarter last year. Royalty Pool System sales for the Year increased 1.3% to \$553.5 million from \$546.3 million in the prior year.

By brand, sales from the 660 Pizza Pizza restaurants in the Royalty Pool increased 3.8% to \$122.5 million for the Quarter compared to \$118.1 million in the same quarter last year. Sales from the 112 Pizza 73 restaurants increased 3.9% to \$24.3 million for the Quarter compared to \$23.4 million in the same quarter last year.

For the Year, sales from the 660 Pizza Pizza restaurants in the Royalty Pool increased 0.8% to \$462.3 million compared to \$458.7 million in 2018. Sales from the 112 Pizza 73 restaurants increased 4.2% to \$91.2 million for the Year compared to \$87.6 million in 2018.

Total Royalty Pool System Sales for the Quarter and Year increased over the comparative periods as a result of the increase in SSSG (see “Same Store Sales Growth (“SSSG”)”) and the impact of the net, new restaurants added to the Royalty Pool on January 1, 2019.

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

ROYALTY POOL SALES

An independent audited statement of Royalty Pool System Sales is obtained each year. For 2019, the statement of Royalty Pool System Sales is as follows:

**System Sales reported by Pizza Pizza Royalty Pool Restaurants
From January 1, 2019 to December 31, 2019**
(in thousands of dollars)

Total Pizza Pizza retail sales	\$	461,055
New locations ⁽¹⁾		(3,055)
Make-Whole Payment for closed locations		4,251
2019 Pizza Pizza Royalty Pool System Sales	\$	<u>462,251</u>

**System Sales reported by Pizza 73 Royalty Pool Restaurants
From January 1, 2019 to December 31, 2019**

Total Pizza 73 retail sales	\$	89,942
New locations ⁽¹⁾		(615)
Step-Out Payments		1,452
Make-Whole Payment for closed locations		456
2019 Pizza 73 Royalty Pool System Sales	\$	<u>91,235</u>

Total 2019 Royalty Pool System Sales \$ 553,486

System Sales (as defined in the License and Royalty Agreements) reported by Pizza Pizza and Pizza 73 restaurants include the gross sales of Pizza Pizza company-owned, jointly-controlled and franchised restaurants, excluding sales and goods and service tax or similar amounts levied by any governmental or administrative authority.

Total Pizza Pizza retail sales for the year ended December 31, 2019 include sales reported by franchisees and sales from PPL-owned locations during the reporting Year. Sales from new locations include sales from franchisee or PPL-owned locations that were opened on or after January 1, 2019 and on or prior to December 31, 2019. Sales from closed locations include sales from restaurants that were closed on or after January 1, 2019 and on or prior to December 31, 2019, and for which PPL is required to pay the Make-Whole Payment.

Total Pizza 73 retail sales for the year ended December 31, 2019 include sales reported by the jointly-controlled, franchised, and PPL-owned locations during the reporting Year. Sales from new locations include sales from jointly-controlled, franchised or PPL-owned locations that were opened after September 1, 2018 and on or prior to December 31, 2019. Sales from closed locations include sales from restaurants that were closed on or after January 1, 2019 and on or prior to December 31, 2019, and for which PPL is required to pay the Make-Whole Payment. Additionally, for a Pizza 73 restaurant whose restaurant territory was adjusted due to an additional restaurant, the sales used to derive the Step-Out Payments, as defined under the Pizza 73 License and Royalty Agreement, are added back to System Sales.

System Sales reported by Pizza Pizza and Pizza 73 restaurants to PPL are self-assessed by each restaurant on a weekly reporting basis and are submitted without audit or other form of independent assurance. However, PPL management has internal controls in place and monitors sales weekly.

¹ Reflects sales at newly-opened restaurants not yet included in the applicable Royalty Pool.

COMPANY OPERATING RESULTS

The Financial Statements incorporate the assets and liabilities of the Company and its subsidiaries as at December 31, 2019 and the operating results of the Company and their subsidiaries for the Quarter and Year ended December 31, 2019. The Company's subsidiaries and its respective holdings are outlined below:

Subsidiary	Holding
Pizza Pizza Royalty Limited Partnership	77.0%
Pizza Pizza GP Inc.	77.0%

Royalty income earned by the Partnership increased 3.8% to \$9.5 million for the Quarter and increased 1.5% to \$35.9 million for the Year. A 6% royalty was earned on the Royalty Pool of 660 Pizza Pizza restaurants reporting \$122.5 million in System Sales for the Quarter and \$462.3 million for the Year. A 9% royalty was earned on the Royalty Pool of 112 Pizza 73 restaurants reporting \$24.3 million in System Sales for the Quarter and \$91.2 million for the Year.

Royalty income for the prior year's comparative quarter and year was \$9.2 million and \$35.4 million, respectively. The 652 Pizza Pizza restaurants in the Royalty Pool reported System Sales of \$118.1 million for the comparative quarter and \$458.7 million for the year, while the 106 Pizza 73 restaurants reported System Sales of \$24.3 million and \$87.6 million for the comparative quarter and year, respectively.

The overall increase in royalty income earned on the restaurants in the Royalty Pool is largely due to the impact of the reported increase in the SSSG and the impact of the net, new restaurants added to the Royalty Pool on January 1, 2019.

Administrative expenses for the Quarter and Year were \$142,000 and \$494,000, respectively. For the prior year comparative periods, administrative expenses were \$164,000 and \$562,000, respectively. Administrative expenses are incurred in the Partnership, and consist of director fees, audit, legal and public reporting fees as well as directors & officers insurance. The decrease in the administrative expenses for the Year reflects lower director and professional fees.

The Company's **Operating earnings** for the Quarter increased 4.1% to \$9.4 million as compared to \$9.0 million. Operating earnings increased 1.7% to \$35.5 million for the Year, as compared to \$34.8 million in 2018. The increase in earnings is due to the increase in royalty income and a decrease in administrative expenses.

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

Interest rate swap agreements have fixed the facility interest rate until April 2020 at the Bankers' Acceptance rate of 1.875% plus a credit spread which was initially set at 0.875%. The effective interest rate on the \$47 million bank loan is currently 2.75% (2018 - 2.75%). (See "Credit Facilities")

(in thousands of dollars)	Three months ended		Year ended	
	December 31, 2019	December 31, 2018	December 31, 2019	December 31, 2018
Interest expense	339	366	1,330	1,270
Loan fee amortization	(1)	2	5	8
Interest expense per financial statements	338	368	1,335	1,278
Interest paid to (received from) draw down swap termination and out-of-market costs	(9)	(14)	(64)	69
Interest paid on borrowings and loan fee amortization	329	354	1,271	1,347

Distributions made by the Partnership on the Class B and D Equivalent Shares on a per share basis were \$0.2613 for the Quarter which is unchanged from the same quarter in 2018. For the Year, distributions were \$1.0452 per share which is unchanged from the same period of 2018. The monthly Partnership distribution to both PPL and PPRC was last increased in June 2016 to \$0.0871 (\$1.046 annualized). While the distribution per unit remained unchanged, the increase in the number of Class B and Class D Equivalent Shares relating to the January 1, 2019 vend-in increased the overall distributions paid.

Distributions to the Company by the Partnership on its Class A and Class C LP units are calculated on a pro rata ownership basis; the Company owns 77.0% of the Partnership and PPL owns 23.0%. Monthly, available Partnership funds are distributed based on the percentage ownership. The Company reserves a portion of its monthly distribution for taxes and, on occasion, replenishment of the cash reserve, prior to paying the shareholder dividend. See "Dividends".

Earnings before income taxes measure operations after financing costs. For the Quarter, the Company's reported earnings increased 4.5% to \$9.1 million in 2019 from \$8.7 million in 2018. Earnings for the Year increased 1.5% to \$34.1 million compared to \$33.6 million in the prior year. The increase in earnings in the Quarter and Year is attributable to an increase in royalty income and a decrease in administrative expenses.

Current income tax expense for the Quarter increased to \$1.6 million compared to \$1.5 million in the fourth quarter last year. Current income tax for the Year was \$5.9 million as compared to \$5.7 million in the prior year.

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

The Company's increase in royalty income offset by a decrease in ownership of the Partnership and a decrease in tax amortization resulted in an effective tax rate of 22.9% for the Year (2018 – 22.2%) compared to the Company's applicable statutory tax rate of 26.5% (2018 – 26.5%).

Deferred tax expense for the Quarter and Year, a non-cash item, was \$0.3 million and \$0.9 million, respectively, and were relatively consistent with the comparable periods in 2018. Deferred tax expense arises from a temporary timing difference between the accounting and tax basis of the Pizza Pizza and Pizza 73 Rights and Marks.

Earnings for the year attributable to shareholders increased 4.3% to \$7.2 million from \$6.9 million in the same quarter last year. For the Year, earnings increased 1.6% to \$27.3 million from \$26.9 million in 2018.

RECONCILIATION OF NON-IFRS MEASURES

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

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

The Company believes that the above noted measures provide investors with more meaningful information regarding the amount of cash that the Company has generated to pay dividends, and help illustrate the

PIZZA PIZZA ROYALTY CORP.
Management's Discussion & Analysis
For the three months and year ended December 31, 2019

Company's operating performance and highlight trends in the Company's business. These measures are also frequently used by analysts, investors, and other interested parties in the evaluation of issuers in the Company's sector, particularly those with a royalty-based model. The adjustments to net earnings as recorded under IFRS relate to non-cash items included in earnings and cash payments accounted for on the statement of financial position. Investors are cautioned, however, that this should not be construed as an alternative to net earnings as a measure of profitability. The method of calculating Adjusted earnings available for distribution to the Company and Pizza Pizza Limited, Adjusted earnings from operations, Adjusted earnings available for shareholder dividends, Adjusted EPS, Payout Ratio, Working Capital, and Interest Paid on Borrowings for the purposes of this MD&A may differ from that used by other issuers and, accordingly, these measures may not be comparable to similar measures used by other issuers. For a reconciliation of Interest Paid on Borrowings, see "Interest Expense".

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

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

(in thousands of dollars, except number of shares)	Three months ended		Year ended	
	December 31, 2019	December 31, 2018	December 31, 2019	December 31, 2018
Earnings for the period before income taxes	9,061	8,659	34,117	33,568
Interest payment related to the 2015 swap termination costs	9	12	64	(69)
Adjusted earnings available for distribution to the Company and Pizza Pizza Limited	9,070	8,671	34,181	33,499
Current income tax expense	(1,577)	(1,494)	(5,891)	(5,728)
Adjusted earnings from operations	7,493	7,177	28,290	27,771
Less: Distribution on Class B and Class D Exchangeable Shares	(1,935)	(1,861)	(7,771)	(7,555)
Adjusted earnings available for shareholder dividends	5,558	5,316	20,519	20,216
Weighted average Shares – diluted	31,967,706	31,666,003	31,967,706	31,666,003

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

Adjusted EPS is measured on Adjusted earnings from operations as explained above. Adjusted EPS for the Quarter increased 3.1% to \$0.234 when compared to the same period of 2018, and increased 0.9% for the Year to \$0.885.

Basic EPS is adjusted as follows:

	Three months ended		Year ended	
	December 31, 2019	December 31, 2018	December 31, 2019	December 31, 2018
Basic EPS	0.226	0.217	0.854	0.849
Adjustments:				
Interest rate swap draw down	0.000	0.000	0.002	(0.002)
Deferred tax expense	0.008	0.010	0.029	0.030
Adjusted EPS	0.234	0.227	0.885	0.877

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

(in thousands of dollars, except as noted otherwise)	Three months ended		Year ended	
	December 31, 2019	December 31, 2018	December 31, 2019	December 31, 2018
Dividends declared to shareholders	5,266	5,266	21,063	21,063
Adjusted earnings available for shareholder dividends	5,558	5,316	20,519	20,216
Payout Ratio	95%	99%	103%	104%

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

(in thousands of dollars)	December 31, 2019	December 31, 2018
Total current assets	6,680	7,141
Less: Total current liabilities	3,097	2,930
Working Capital	3,583	4,211

SSSG is a key indicator used by the Company to measure performance against internal targets and prior period results. SSSG is commonly used by financial analysts and investors to compare PPL to other QSR brands. SSSG is defined as the change in period gross revenue of Pizza Pizza and Pizza 73 restaurants as compared to sales in the previous comparative period, where the restaurant has been open at least 13 months. Additionally, for a Pizza 73 restaurant whose restaurant territory was adjusted due to an additional restaurant, the sales used to derive the Step-Out Payment may be added to sales to arrive at SSSG (as defined in footnote 2 on page 3). It is a key performance indicator for the Company as this measure excludes sales fluctuations due to store closings, permanent relocations and chain expansion.

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

(in thousands of dollars)	Three months ended		Year ended	
	December 31, 2019	December 31, 2018	December 31, 2019	December 31, 2018
Total Royalty Pool System Sales	146,860	141,482	553,486	546,343
Adjustments for stores not in both periods, Step-Out payments, and the impact of calendar reporting	(4,949)	(2,349)	(7,414)	(2,983)
Same Store Sales	141,911	139,133	546,072	543,360
SSSG	2.0%	-2.1%	0.5%	-1.6%

DIVIDENDS

The Company declared shareholder dividends of \$5.3 million, or \$0.2139 per Share, for the current Quarter and for the comparative quarter in 2018. The payout ratio was 95% for the Quarter and was 99% in the prior year, comparable quarter. For the Year, the Company declared shareholder dividends of \$21.1 million, or \$0.8556 per Share, which was unchanged from the comparable period of 2018. The payout ratio was 103% for the Year and 104% for the prior year comparable period.

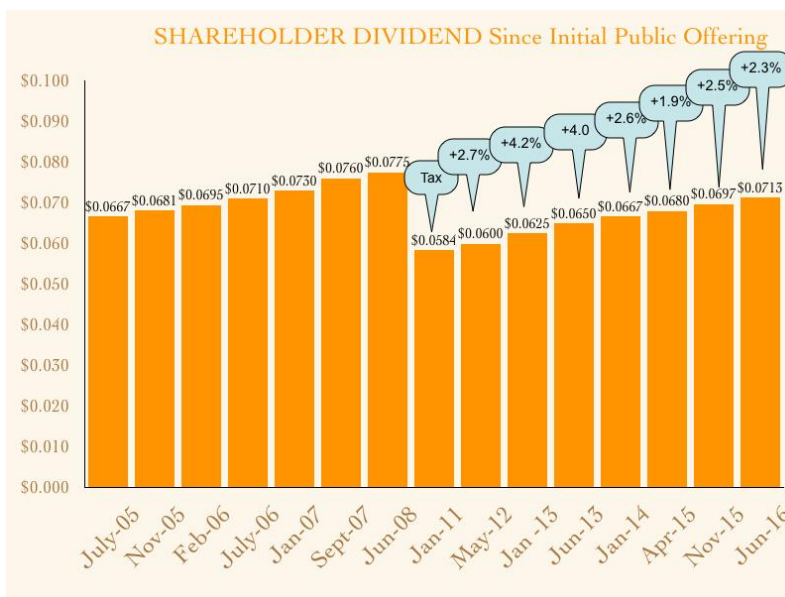
Dividends declared for 2019 are as follows:

<u>Period</u>	<u>Payment Date</u>	<u>Amount/share</u>
January 1-31, 2019	February 15, 2019	7.13¢
February 1-28, 2019	March 15, 2019	7.13¢
March 1-31, 2019	April 15, 2019	7.13¢
April 1-30, 2019	May 15, 2019	7.13¢
May 1-31, 2019	June 14, 2019	7.13¢
June 1-30, 2019	July 15, 2019	7.13¢
July 1-31, 2019	August 15, 2019	7.13¢
August 1-31, 2019	September 13, 2019	7.13¢
September 1-30, 2019	October 15, 2019	7.13¢
October 1-31, 2019	November 15, 2019	7.13¢
November 1-30, 2019	December 13, 2019	7.13¢
December 1-31, 2019	January 15, 2020	7.13¢
Total		85.56¢

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

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

Since January 2011, the dividend has been increased seven times as depicted in the chart below. The Company's last dividend increase was in June 2016, when the monthly dividend increased by 2.3% to \$0.0713 per share (\$0.8556 annualized).



LIQUIDITY & CAPITAL RESOURCES

The Company's policy is to distribute all available cash in order to maximize returns to shareholders over time, after allowing for reasonable reserves. Despite seasonal variations inherent to the restaurant industry, the Company's policy is to make equal dividend payments to shareholders on a monthly basis in order to smooth out

income to shareholders. Any further increase in dividends will be implemented with a view to maintaining the continuity of uniform monthly distributions. It is expected that future dividends will continue to be funded entirely by cash flow from operations and the cash reserve.

The Company's working capital reserve is \$3.6 million at December 31, 2019, which is a decrease of \$628,000 since December 31, 2018. The decrease in the reserve is attributable to the payout ratio of 103%.

The reserve is available to stabilize dividends and fund other expenditures in the event of short- to medium-term variability in System Sales and, thus, the Company's royalty income. With this reserve in place, during the year the Company had targeted an annual payout ratio at or near 100% on an annualized basis. In 2020, the Company will continue to target an annual payout ratio at or near 100%.

Credit Facilities

On June 28, 2019, the Partnership amended and extended its \$47 million credit facility with a syndicate of chartered banks from April 2020 to April 2025. The Partnership's current interest rate, which began April 24, 2015, is projected to remain unchanged through April 2020, is 2.75% (2018 – 2.75%). The effective rate, is comprised of a portion fixed with swaps of 1.875% plus the credit spread, currently set at 0.875%. Earlier this year, the Partnership entered into a five year forward swap arrangement, commencing April 2020, at which time the credit facility will have a new, effective interest rate of 2.685% comprised of a fixed rate of 1.81% plus a credit spread, currently at 0.875%.

The credit facility bears interest at the Canadian Bankers' Acceptance rate plus a credit spread between 0.875% to 1.375%, depending on the level of debt-to-earnings before interest, taxes, depreciation and amortization ("EBITDA"), with EBITDA defined as annualized earnings before interest, taxes, depreciation and amortization.

The credit facility includes affirmative and negative covenants customary for agreements of this nature, and as at December 31, 2019 all covenants have been met. The Partnership is required to maintain a funded debt-to-EBITDA ratio not to exceed 2.0:1 on a four quarter rolling average. The debt-to-EBITDA ratio for the last four-quarter rolling average is 1.33:1 (December 31, 2018 – 1.35:1). The Partnership is presently making interest-only payments on the non-revolving credit facility. The debt-to-EBITDA ratio for the last four quarters' rolling average continues to be below 1.5:1 therefore the credit spread is 0.875%. If, in the future, the ratio increases above 1.5:1, the credit spread will change as follows:

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

OUTLOOK

The Company's royalty income and shareholder value are driven by Pizza Pizza Limited's exploitation of the Pizza Pizza and Pizza 73 intellectual property owned by the Partnership. As Canada's #1 pizzeria, Pizza Pizza Limited leverages its market-leading positions by staying top-of-mind with consumers. Pizza Pizza Limited believes its leading market share is the result of providing a variety of high-quality menu offerings, introducing new products and investing heavily in technological innovation.

The success of the Company depends primarily on the ability of Pizza Pizza Limited to maintain and increase restaurant sales and to meet its royalty obligations. Increases in restaurant sales are derived from both the opening of new Pizza Pizza and Pizza 73 restaurants and increases in SSSG. SSSG, is the key metric for shareholder yield growth.

SSSG is driven by the change in the customer check and customer traffic, both of which are affected by changes in pricing and sales mix. During the Quarter and Year, the average customer check increased while customer

traffic decreased when measured against the same periods in 2018, when the average check increased significantly. During 2019, the average customer check has moderated with the use of value-focused promotional offerings as PPL executes on its strategy to grow customer traffic counts. Management continues to employ retail pricing strategies designed to increase traffic, in what continues to be, a highly competitive, value-oriented retail environment.

At both PPL's brands, the 2020 marketing strategies will be structured to support restaurant profitability while also increasing customer traffic to the restaurant or by placing off-site orders for delivery or pickup through our wide array of digital ordering platforms.

During 2019, PPL opened 19 restaurants and closed 43. Historically, PPL has maintained a low restaurant closure rate. However, during the second half of 2019, with an enhanced focus on restaurant level profitability across the entire national network of locations, management began undertaking a review of underperforming traditional restaurants. Thirteen traditional and 30 nontraditional locations closed. Of the 30 nontraditional closures, 13 were operating in cinemas and six were in gas bars. Management anticipates returning to positive store growth in 2020 at both brands.

When PPL reports closed restaurants, an amount reflecting the reduction in the Royalty resulting from the decrease in System Sales will be paid by PPL to the Partnership, monthly, commencing from the date of permanent closure of a restaurant and paid until the following Adjustment Date (January 1). On the subsequent Adjustment Date, the calculated lost System Sales from the closed restaurants will be offset against forecasted System Sales of the new restaurants added to the Royalty Pool. (See "Royalty Pool Adjustments")

Pizza Pizza Royalty Corp has accumulated a \$3.6 million working capital reserve which is available to stabilize dividends in the event of short- to medium-term variability in System Sales and to fund any unusual expenditures. With this reserve in place, during the year the Company had targeted an annual payout ratio at or near 100% on an annualized basis. In 2020, the Company will continue to target an annual payout ratio at or near 100%.

SUBSEQUENT EVENTS

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

Shares outstanding & issuable on January 1, 2020		
Shares outstanding		24,618,392
Class B equivalent Shares held by PPL at December 31, 2019	5,168,608	
PPL additional Class B Equivalent Shares - True-up Holdback as at December 31, 2019	143,765	
Additional PPL Class B equivalent Shares as of January 1, 2020	<u>1,536</u>	5,313,909
Class D equivalent Shares held by PPL at December 31, 2019	2,180,706	
PPL additional Class D Equivalent Shares - True-up Holdback as at December 31, 2019	64,269	
Additional PPL Class D equivalent Shares as of January 1, 2020	<u>-</u>	2,244,975
Number of fully diluted shares		<u>32,177,276</u>
		23.5%

a. 2019 Royalty Pool Adjustment

In early January, 2020, a second adjustment was made to the royalty payments and PPL's Class B Exchange Multiplier based on the actual performance of the 18 new restaurants added to the Royalty Pool on January 1, 2019. As a result of the adjustments, the Class B Exchange Multiplier is 2.117969 and Class B Units can be

exchanged for 5,312,373 shares effective January 1, 2019.

In early January 2020, a second adjustment was made to the royalty payments and PPL's Class D Exchange Multiplier based on the actual performance of the seven Pizza 73 restaurants added to the Royalty Pool on January 1, 2019. As a result of the adjustments, the Class D Exchange Multiplier is 22.44976 and Class D Units can be exchanged for 2,244,976 shares effective January 1, 2019.

b. 2020 Royalty Pool Adjustment – Class B Exchange Multiplier

On January 1, 2020, 15 net Pizza Pizza restaurants were removed from the Royalty Pool as a result of 19 new restaurants opening and 34 closing from January 1, 2019 to December 31, 2019. The total number of Pizza Pizza restaurants in the Royalty Pool has decreased to 645. The additional system sales from the 19 new restaurants are estimated at \$8,725,000 annually, less sales of \$8,687,000 from 34 permanently closed Pizza Pizza restaurants, resulting in net estimated Pizza Pizza sales of \$38,000 added to the Royalty Pool. The yield of the shares was determined to be 9.0% calculated using \$9.54 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, 2020. As a result of the contribution of the additional net sales to the Royalty Pool, the Class B Exchange Multiplier increased fractionally by 80% of the total adjustment or 0.000612; the new Class B Multiplier is 2.118582. This adjustment will also increase the entitlement of the holders of the Class B units to distributions of cash and allocations of income from the Partnership. The second adjustment to the Class B Exchange Multiplier will be adjusted to be effective January 1, 2020, once the actual performance of the new restaurants is determined in early 2021.

c. 2020 Royalty Pool Adjustment – Class D Exchange Multiplier

On January 1, 2020, eight net Pizza 73 restaurants were removed from the Royalty Pool as a result of one new restaurant opening between September 2, 2018 and September 1, 2019 and nine restaurants closing between January 1, 2018 and December 31, 2018. The forecasted additional system sales from the one new restaurant is estimated at \$546,000 annually, less \$981,000 in system sales attributable to the nine closed Pizza 73 restaurants. As a result, a negative \$435,000 net, estimated Pizza 73 sales were removed from the Royalty Pool. The net estimated sales were further reduced by \$1,446,000 in system sales attributable to certain restaurants previously added to the Royalty Pool whose territory adjusted a previously existing restaurant. The total number of Pizza 73 restaurants in the Royalty Pool has decreased to 104.

Since the system sales of the closed Pizza 73 restaurants exceeded the additional system sales of the additional restaurant added to the Pizza 73 Royalty Pool, the Make-Whole Payment paid by PPL to PPRLP 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 9.0% calculated using \$9.54 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, 2020. 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, 2020, once the actual performance of the new restaurants is determined in early 2021.

d. Pizza Pizza Royalty Corp. Outstanding Shares

In exchange for adding the forecasted Pizza Pizza system sales to the Royalty Pool, PPL has received 1,536 additional equivalent Shares (through the change to the Class B Exchange Multiplier). These represent 80% of the forecasted equivalent Shares entitlement to be received (1,920 equivalent Shares represent 100%), with the final equivalent Shares entitlement to be determined when the new restaurants' 2020 actual sales

performance is known with certainty in early 2021.

PPL's Class D equivalent Share entitlement is unchanged for 2020. In any year that the forecasted system sales (less closed restaurants sales and other adjustments) is negative, as was the case with the Class D equivalent Share entitlement calculation for 2020, no increase or decrease in the Exchange Multiplier is made. PPL will only have a Class D equivalent Share entitlement for 2020 if the actual sales performance of the one new Pizza 73 restaurant, less the sales of adjustment restaurants, significantly exceeds forecasted system sales and yields net, positive sales when the actual sales performance is known with certainty in early 2021.

After giving effect to PPL's entitlement to additional equivalent Shares at January 1, 2020, PPL owns equivalent Shares representing 23.5% of the Company's fully diluted shares.

CONTROLS AND PROCEDURES

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

Management carried out an evaluation of the effectiveness of design and operation of the Company's disclosure controls and procedures and internal controls over financial reporting as of December 31, 2019. It was determined that the Company's disclosure controls and procedures and internal controls over financial reporting were effective.

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

TRANSACTIONS WITH RELATED PARTIES

The Company, through its ownership in the Partnership, has entered into related party transactions with PPL. PPL is considered a related party by virtue of holding Class B and Class D Exchangeable Shares that are exchangeable into common shares of PPRC. Transactions with PPL include: the annual vend-in of restaurants into the Royalty Pool, monthly distributions from the Partnership to its partners, and expenses paid by PPL on behalf of the Partnership. These transactions have been entered into in the normal course of business and are measured at the exchange amount. The transactions with PPL are all pursuant to the terms of the Pizza Pizza Royalty Limited Partnership's Partnership Agreement. See note 10 of the Financial Statements of the Company for further details of the related party transactions.

CRITICAL ACCOUNTING ESTIMATES OF THE COMPANY

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

Impairment of Rights and Marks

Determining whether the Rights and Marks are impaired requires an estimation of the recoverable amount of the Cash Generating Unit ("CGU") in which the assets are included. The value-in-use calculation requires that the Company estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate present value. The significant estimates and assumptions used in the impairment tests performed at December 31, 2019 and December 31, 2018 are disclosed in the Financial Statements.

Consolidation

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

Fair value of derivatives

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

RECENT ACCOUNTING PRONOUNCEMENTS

On January 1, 2019, the Company has applied, for the first time, IFRS 16, *Leases*. As required by IAS 34, the nature and effect of these changes are disclosed below.

IFRS 16, Leases ("IFRS 16")

In January 2016, the IASB issued IFRS 16, its new leases standard that requires lessees to recognize assets and liabilities for most leases on their balance sheets. Lessees applying IFRS 16 will have a single accounting model for all leases, with certain exemptions. Lessor accounting is substantially unchanged. The new standard became effective on January 1, 2019 with early application permitted. Based on the analysis, the Company has not identified any lease arrangements that fall within the scope of the standard. As such, there is no impact upon transition to IFRS 16 on the Company's financial statements.

RISKS & UNCERTAINTIES OF THE COMPANY

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

The Restaurant Industry

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

FORWARD-LOOKING STATEMENTS

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

ADDITIONAL INFORMATION

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