DIVERSIFIED

DIV

ROYALTY CORP.

Management's Discussion and Analysis

For the three months ended March 31, 2018

May 10, 2018

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

BASIS OF PRESENTATION

This management's discussion and analysis ("MD&A") in respect of the results of operations of Diversified Royalty Corp. ("DIV" or the "Company") for the three months ended March 31, 2018 should be read in conjunction with the Company's condensed consolidated interim financial statements for the three months ended March 31, 2018 (the "Q1 2018 Financial Statements"). The financial statements of the Company are presented in thousands of Canadian dollars and are prepared in accordance with International Financial Reporting Standards ("IFRS") as applicable to interim financial reports including International Accounting Standards 34, *Interim Financial Reporting*.

Additional information related to the Company, including its Annual Information Form dated March 28, 2018 for the year ended December 31, 2017, is available on SEDAR at www.sedar.com.

Statements made in this MD&A and in the Q1 2018 Financial Statements are subject to the risks and uncertainties identified in the "Risks Factors" and "Forward Looking Statements" sections of this document. The Company has included the non-IFRS measures of EBITDA, normalized EBITDA, distributable cash, same stores sales growth, and payout ratio in this MD&A. For further information on these measures, see the "Description of Non-IFRS and Additional IFRS Measures" section of this MD&A.

Readers are referred to the condensed consolidated interim financial statements and MD&A of Mr. Lube Canada Limited Partnership ("Mr. Lube") for the three months ended March 31, 2018. As DIV no longer views the royalty revenues received from Sutton Group Realty Services Ltd. ("Sutton") to be significant, subsequent to the 2017 financial statements and management's discussion and analysis filed on SEDAR, Sutton ceased filing these documents unless it becomes significant to DIV in the future.

OVERVIEW

DIV is a multi-royalty corporation, engaged in the business of acquiring royalties from well-managed multi-location businesses and franchisors in North America ("Royalty Partners"). The Company believes that its royalty structure provides a strong incentive for a Royalty Partner to continue growing its business while retaining control of its business.

The Company's primary objectives are to (i) purchase stable and growing royalty streams from Royalty Partners, and (ii) increase distributable cash per share by making accretive royalty purchases. These objectives will allow the Company to pay a dividend to shareholders, while increasing the dividend as distributable cash per share allows.

The Company's revenue for the three months ended March 31, 2018 consists of royalties and management fees that are contractually agreed to between the Company and its Royalty Partners:

- Mr. Lube: royalties are based on the top-line system sales of Mr. Lube flagship stores in the royalty pool (the "Mr. Lube Royalty Pool"). As at March 31, 2018, Mr. Lube had 173 locations, of which 117 were in the Mr. Lube Royalty Pool. In addition to the royalty, Mr. Lube pays the Company a management fee of approximately $0.2 million per year for strategic and other services;
- Sutton: royalties are based on the number of Sutton agents in the royalty pool (the "Sutton Royalty Pool"). As at March 31, 2018, there were 5,400 agents in the Sutton Royalty Pool. In addition to the royalty, Sutton pays the Company a management fee of approximately $0.1 million per year for strategic and other services; and
- AIR MILES: royalties are based on gross billings generated by LoyaltyOne, Co. ("LoyaltyOne") through its operation of the AIR MILES® reward program in Canada (the "AIR MILES® Reward Program").

The Company's ongoing cash expenditures are comprised of salaries and benefits, general and administration (including public company costs), professional fees, and interest on credit facilities. The success of the Company currently depends largely on the ability of Mr. Lube and Sutton to maintain and increase the sales or number of agents in the respective royalty pools, and, in the case of LoyaltyOne, the gross billings generated through the AIR MILES® Reward Program in Canada.

FINANCIAL HIGHLIGHTS

(000's except per share amounts and number of agents and locations)		Three months ended March 31, 2018		2017
Consolidated:				
Revenue[1, 2]	$	6,016	$	4,148
Royalty income[1, 2]		5,939		4,072
Normalized EBITDA[3]		5,438		3,596
Distributable cash[3]		4,555		3,434
Income from operations		4,857		3,387
Net income		2,630		2,313
Dividends declared		5,935		5,871
Basic earnings per share	$	0.02	$	0.02
Diluted earnings per share		0.02		0.02
Distributable cash flow per share[3]		0.04		0.03
Dividends declared per share		0.06		0.06
Total assets[4]	$	315,692	$	247,194
Total non-current financial liabilities[4]		108,856		40,796
Mr. Lube Royalty Pool:				
Number of locations[4]		117		117
System sales	$	47,062	$	45,028
Royalty income and management fees[1]		3,312		3,194
SSSG[3]		4.5%		1.5%
Sutton Royalty Pool:				
Number of agents[4]		5,400	$	5,400
Royalty income and management fees	$	973		954
AIR MILES ® Reward Program[2]:				
Gross billings	$	173,127		n / a
Royalty income	$	1,731		n / a

1) Royalty income from Mr. Lube includes make-whole payments of $0.01 million for the three months ended March 31, 2018 on lost system sales of $0.2 million. Royalty income from Mr. Lube includes make-whole payments of $0.01 million for the three months ended March 31, 2017 on lost system sales of $0.2 million.
2) The AIR MILES® Rights acquisition closed on August 25, 2017.
3) Normalized EBITDA, distributable cash, distributable cash flow per share, and SSSG are non-IFRS measures and as such, do not have standardized meanings under IFRS. For additional information regarding these financial metrics, refer to the sections "EBITDA, Normalized EBITDA and Distributable Cash" and "Description of Non-IFRS and Additional IFRS Measures" in this MD&A.
4) At period end.

ROYALTY POOLS

Mr. Lube

The following table sets out the royalty income and management fees received from Mr. Lube for the periods indicated below:

(000's, except number of locations)		Three months ended March 31, 2018		2017
Number of locations[1]		117	$	117
System sales	$	47,062	$	45,028
Royalty income[2]	$	3,260	$	3,143
Management fees	$	52	$	51

1) At period end.
2) Royalty income from Mr. Lube includes make-whole payments of $0.01 million for the three months ended March 31, 2018 on lost system sales of $0.2 million. Royalty income from Mr. Lube includes make-whole payments of $0.01 million for the three months ended March 31, 2017 on lost system sales of $0.2 million.

ML Rights

ML Royalties Limited Partnership ("ML LP"), an entity controlled by the Company, owns all the trademarks and certain other intellectual property rights utilized by Mr. Lube (the "ML Rights") in its business of franchising automotive maintenance businesses.

ML LP licensed the ML Rights to Mr. Lube for 99 years, in exchange for a royalty payment equal to 6.95% of the system sales, with the exception of system sales on tires and rims ("Tire Sales") that are subject to a royalty rate of 2.5% (collectively, the "Mr. Lube Royalty Rate") of Mr. Lube locations in the Mr. Lube Royalty Pool.

Mr. Lube has the option, subject to meeting certain performance criteria, to increase the Mr. Lube Royalty Rate on non-Tire Sales in four 0.5% increments. On May 1, 2018, the royalty rate paid by Mr. Lube on non-Tire Sales was increased by 0.5% from 6.95% to 7.45%. The royalty rate on Tire Sales remain unchanged at 2.5%. The total consideration paid to Mr. Lube for the increase in the Mr. Lube Royalty Rate was $9.2 million. DIV elected to pay for this consideration in cash, which was partially financed by an increase in the term loan facility of ML LP as described under the section "Capital Resources".

Subject to certain performance criteria being met, the Mr. Lube Royalty Pool is adjusted annually on May 1 (the "Adjustment Date") to include new Mr. Lube locations that have been open since July 1 of the previous reporting period and to remove Mr. Lube locations that have been permanently closed during the previous year. On May 1, 2018, the Mr. Lube Royalty Pool has been adjusted to include the royalties from two new Mr. Lube locations and to remove one Mr. Lube location that has been permanently closed. With the adjustment for these two openings and one closure, the Mr. Lube Royalty Pool had 118 locations on May 1, 2018. The initial consideration paid to Mr. Lube for the estimated net additional royalty revenue is $0.9 million, representing 80% of the total estimated consideration of $1.2 million. DIV elected to pay the initial consideration to Mr. Lube in cash, which was partially financed by an increase in the term loan facility of ML LP as described under the section "Capital Resources". The remaining consideration payable will be paid to Mr. Lube on May 1, 2019, the next Adjustment Date, and will be adjusted to reflect the actual system sales of the two new locations added to the Mr. Lube Royalty Pool for the year ending December 31, 2018, as determined through an audit.

For Mr. Lube, changes in system sales are derived from both SSSG from existing locations in the Mr. Lube Royalty Pool and from the addition of new Mr. Lube locations to the Mr. Lube Royalty Pool.

If a Mr. Lube location is permanently closed, Mr. Lube is required to pay a make-whole payment (the "Mr. Lube Make-Whole Payment"), which is based on the gross system sales of the trailing 12-month period immediately before it was permanently closed, multiplied by the Mr. Lube Royalty Rate and pro-rated for the number of days in the royalty period that the location was permanently closed.

First Quarter

System sales for the Mr. Lube locations within the Mr. Lube Royalty Pool were $47.1 million for the first quarter of 2018, compared to $45.0 million in the same prior period. SSSG for the Mr. Lube locations within the Mr. Lube Royalty Pool was reported by Mr. Lube as 4.5% for the first quarter of 2018 compared to 1.5% in the first quarter of 2017. Mr. Lube's SSSG was driven by continued strong store-level execution and expansion of the tire business.

Sutton

The following table sets out the royalty income and management fees received from Sutton for the periods indicated below:

(000's, except number of agents)	Three months ended March 31, 2018	2017
Number of agents[1]	5,400	5,400
Royalty income	$ 948	$ 929
Management fees	$ 25	$ 25

1) At period end.

SGRS Rights

SGRS Royalties Limited Partnership ("SGRS LP"), an entity controlled by the Company, owns all the Canadian and U.S. trademarks and certain other intellectual property rights utilized by Sutton in its residential real estate franchise business (the "SGRS Rights").

SGRS LP licensed the SGRS Rights to Sutton for 99 years in exchange for a monthly royalty payment (the "Sutton Royalty Rate"), based on a determined number of agents in the Sutton Royalty Pool. The Sutton Royalty Rate grows by 2.0% per year, effective July 1st of each year. As at March 31, 2018, the effective Sutton Royalty Rate was $58.523 per agent per month.

First Quarter

Sutton made its scheduled fixed monthly royalty and management fee payments during the three months ended March 31, 2018. Sutton's first quarter results were in line with expectations.

AIR MILES® Reward Program

The following table sets out the royalty income received from LoyaltyOne for the periods indicated below:

(000's)	Three months ended March 31, 2018	2017
Gross billings	$ 173,127	n / a
Royalty income	$ 1,731	n / a

AIR MILES® Rights

AM Royalties Limited Partnership ("AM LP"), a wholly owned subsidiary of the Company, owns the Canadian AIR MILES trademarks and certain related Canadian intellectual property rights (collectively, the "AIR MILES® Rights") In accordance with the terms of two license agreements with LoyaltyOne (collectively the "AIR MILES Licenses") acquired by AM LP as part of the acquisition of the AIR MILES® Rights, LoyaltyOne has an exclusive right to use the AIR MILES® Rights for purposes of operating the AIR MILES® Reward Program in Canada for an indefinite term in exchange for a royalty payment equal to 1% of gross billings from the AIR MILES® Reward Program. LoyaltyOne is a subsidiary of Alliance Data Systems Inc. ("ADS"), a NYSE listed company.

First Quarter

Gross billings for the AIR MILES® Reward Program is derived from the issuance and redemption of AIR MILES. According to ADS' news release dated April 19, 2018, the AIR MILES® reward miles issued decreased by 1% in the first quarter and is trending to growth over the remainder of 2018.

EBITDA, NORMALIZED EBITDA AND DISTRIBUTABLE CASH

The following table reconciles EBITDA, normalized EBITDA, and distributable cash to net income:

(000's)	Three months ended March 31, 2018	2017
Net income	**$ 2,630**	**$ 2,313**
Interest expense on credit facilities	1,245	363
Income tax expense	1,164	871
EBITDA[1]	5,039	3,547
Adjustments:		
Share-based compensation	296	162
Litigation	285	47
Other finance income, net	(54)	(164)
Fair value adjustment on interest rate swaps	(128)	4
Normalized EBITDA[1]	5,438	3,596
Less: interest expense on credit facilities	(1,245)	(363)
Add: Interest income	362	201
Distributable cash[1]	**$ 4,555**	**$ 3,434**
Distributable cash flow per share[1]	$ 0.0427	$ 0.0325
Dividends declared per share	0.0556	0.0556
Payout Ratio[1]	**130.1%**	**170.9%**

1) EBITDA, normalized EBITDA, distributable cash and payout ratio are non-IFRS measures and as such, do not have standardized meanings under IFRS. For additional information regarding these financial metrics, refer to the “Non-IFRS Measures” and “Additional IFRS Measures” in this MD&A.

The following table reconciles distributable cash to cash from operating activities:

(000's)	Three months ended March 31, 2018	2017
Cash from operating activities	$ 5,496	$ 3,248
Changes in working capital	(465)	138
Accrued interest on convertible debentures	(756)	-
Litigation expense	285	47
Foreign exchange loss (gain)	(5)	1
Distributable cash	**$ 4,555**	**$ 3,434**

Distributable Cash

For the three months ended March 31, 2018, distributable cash increased by $1.1 million ($0.0102 per share) to $4.6 million ($0.0427 per share), compared to the same prior period. The increase was primarily due to the incremental royalty income driven by the acquisition of the AIR MILES® Rights on August 25, 2017. The increase was partially offset by higher interest expense related to the convertible debentures issued on November 7, 2017 and the term loan facility drawn on September 6, 2017 associated with the acquisition of the AIR MILES® Rights.

Dividends Declared

For the three months ended March 31, 2018, the Company declared dividends in the aggregate amount of $5.9 million ($0.0556 per share), consistent with the same prior period.

Payout Ratio

The payout ratio is calculated by dividing the total dividends declared during the period by the distributable cash generated in that period.

The payout ratio for the first quarter of 2018 decreased, when compared to the same prior period. The decrease was due to higher distributable cash in the first quarter of 2018 driven by the acquisition of the AIR MILES® Rights on August 25, 2017.

For the first quarter of 2018, the dividends declared exceeded distributable cash by $1.4 million, which resulted in a payout ratio of 130.1%. However, the Company has a dividend reinvestment plan ("DRIP"), as described under the section "Dividends to Shareholders – Dividend Reinvestment Plan". As the dividends may be settled through a reinvestment in the Company's shares, the payout ratio on a cash basis was 114.3% for the first quarter of 2018. The shortfall in distributable cash was funded by the proceeds received from the sale of the FW Rights in November 2016.

The Company expects the payout ratio for the 2018 fiscal year, excluding the impact of the DRIP, to be in the range of 110% - 115% (on a cash basis, 100% - 105%), after taking into account the Mr. Lube Royalty Rate increase, the net addition to the Mr. Lube Royalty Pool, and seasonal fluctuations.

The Company intends to use the remaining proceeds from the sale of the trademarks and other intellectual property rights (the "FW Rights") related to the business of Franworks Franchise Corp. ("Franworks") in November 2016 as well as the proceeds from the convertible debenture offering in November 2017 to fund future royalty acquisitions, with the intention of achieving a payout ratio that approximates 100% over time. The Company expects the payout ratio to remain over 100% until such time as further royalty acquisitions are completed and excess cash has been deployed. The Company's board of directors reviews the dividend policy on an ongoing basis.

As at March 31, 2018, the DRIP participation rate was 11.8%.

RESULTS OF OPERATIONS

The following table sets out select information from the financial statements of the Company together with other data and should be read in conjunction with the Q1 2018 Financial Statements of the Company.

	Three months ended March 31,	
(000's)	**2018**	**2017**
Royalty income	$ 5,939	$ 4,072
Management fees	77	76
Revenues	6,016	4,148
Expenses		
Salaries and benefits	405	350
Share-based compensation	296	162
General and administration	117	149
Professional fees	56	53
Litigation	285	47
Income from operations	4,857	3,387
Interest expense on credit facilities	(1,245)	(363)
Other finance income, net	54	164
Fair value adjustment on interest rate swaps	128	(4)
Income before income taxes	3,794	3,184
Income tax expense	1,164	871
Net income and comprehensive income	$ 2,630	$ 2,313

Revenue

First Quarter

Revenue increased by $1.9 million for the three months ended March 31, 2018, when compared to the same prior period. The increase in revenue was due to the incremental revenue generated from the AIR MILES® Rights, positive SSSG at Mr. Lube and the annual contractual 2.0% increase in the Sutton Royalty Rate, effective as of July 1st of each year.

Salaries and Benefits

First Quarter

Salaries and benefits expense for the three months ended March 31, 2018 was comparable to the same prior period.

Share-based Compensation

First Quarter

Share-based compensation for the three months ended March 31, 2018 increased by $0.1 million compared to the same prior period. The increase was primarily due to additional RSUs and stock options issued in 2017.

General and Administration

First Quarter

General and administration expense for the three months ended March 31, 2018 was comparable to the same prior period.

Professional Fees

First Quarter

Professional fees are comprised of legal, audit, tax, and advisory services. Professional fees for the three months ended March 31, 2018 were comparable to the same prior period.

Litigation

First Quarter

Litigation expense for the three months ended March 31, 2018 and 2017 was related to the counterclaim and defense against a U.S. contractor as described under note 8 of the Q1 2018 Financial Statements.

Interest Expense on Credit Facilities

First Quarter

Interest expense on credit facilities increased by $0.9 million for the three months ended March 31, 2018, compared to the same prior period. The increase was primarily due to the issuance of convertible debentures on November 7, 2017 and the term loan facility drawn on September 6, 2017 related to the acquisition of the AIR MILES® Rights.

Other Finance Income, Net

The following table summarizes other finance income, net of costs, for the three months ended March 31, 2018 and 2017.

	Three months ended March 31,	
(000's)	**2018**	**2017**
Foreign exchange gain (loss)	$ 5	$ (1)
Finance income	362	201
Accretion expense	(177)	-
Amortization of deferred financing fees	(136)	(36)
	$ 54	$ 164

First Quarter

In the first quarter of 2018, other finance income decreased by $0.1 million due to the accretion expense on the convertible debentures and higher amortization of deferred financing fees, partially offset by higher interest income.

Income Tax Expense

First Quarter

Income tax expense increased by $0.3 million for the three months ended March 31, 2018, compared to the same prior period. The increase was primarily due to higher income before taxes.

Non-Capital Loss Carry-Forwards and Eligible Capital Expenditures

As at March 31, 2018, the Company had approximately $7.1 million of non-capital losses. In addition, the Company has intangible assets related to the SGRS Rights, ML Rights and AIR MILES® Rights, which have an undepreciated capital cost allowance of approximately $157.9 million.

SUMMARY OF QUARTERLY RESULTS

The following table discloses certain unaudited financial data for the eight most recently completed quarters.

(000's except per share amounts)	Q1 2018	Q4 2017	Q3 2017	Q2 2017	Q1 2017	Q4 2016	Q3 2016	Q2 2016
Revenue	$ 6,016	$ 6,865	$ 5,371	$ 4,535	$ 4,148	$ 6,371	$ 7,318	$ 7,493
Net income (loss)	$ 2,630	$ 3,468	$ 3,089	$ 2,690	$ 2,313	$ 5,285	$ (337)	$ 3,692
Earnings per common share								
Basic	$ 0.02	$ 0.03	$ 0.03	$ 0.03	$ 0.02	$ 0.05	$ 0.00	$ 0.03
Diluted	$ 0.02	$ 0.03	$ 0.03	$ 0.03	$ 0.02	$ 0.05	$ 0.00	$ 0.03

Revenue

From the second quarter of 2016 to November 2016, the Company's Royalty Partners included Franworks, Sutton, and Mr. Lube. On November 27, 2016, the FW Rights were sold, and Franworks ceased to be a Royalty Partner. This resulted in a decrease in revenues from the fourth quarter of 2016 to the second quarter of 2017. On August 25, 2017, the Company acquired the AIR MILES® Rights, which resulted in an increase in revenues.

Net Income

Net income reflects the trend in quarterly revenue, offset by fluctuations associated with litigation expense, the impairment loss on the sale of the FW Rights, and income tax expense related to the sale of the FW Rights.

FINANCIAL AND OTHER INSTRUMENTS

In the normal course of business, the Company is exposed to financial risks, including credit risk, liquidity risk, currency risk, and interest risk. The board of directors has responsibility for the oversight of the Company's risk management framework and closely monitor the Company's internal controls and ability to pay future dividends.

Credit risk

Credit risk is associated with the Company's cash and cash equivalents, royalties and management fees receivable, and amounts receivable. Credit risk on the Company's cash and cash equivalents is mitigated by holding these amounts with Canadian chartered banks of high creditworthiness. Credit risk on the royalties and management fees receivable is monitored through regular review of the Company's Royalty Partners.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities and other contractual obligations. The Company's approach to managing liquidity risk is to monitor consolidated cash flow to ensure that there will always be sufficient liquidity to meet liabilities when due. As at March 31, 2018, the Company had a cash and cash equivalents balance of $86.1 million (December 31, 2017 - $85.8 million) and working capital of $87.8 million (December 31, 2017 - working capital of $88.5 million). The working capital as at March 31, 2018 reflects the net cash proceeds from the sale of the FW Rights and the convertible debenture offering, partially offset by the cash deployed in the acquisition of the AIR MILES® Rights.

As at March 31, 2018, the following table summarizes the contractual maturities of financial liabilities, including estimated interest payments and the interest rate swap arrangements on a consolidated basis.

(000's)	Carrying amount	Contractual cash flow	2018	2019	2020	2021	Thereafter
Accounts payable and accrued liabilities	$ 2,144	$ 2,144	$ 2,144	$ -	$ -	$ -	$ -
Long-term bank loans[1]	57,800	68,608	1,644	2,384	2,384	2,384	59,812
Convertible debentures	51,056	71,840	2,264	3,019	3,019	3,019	60,519
Total contractual obligations	$ 111,000	$ 142,592	$ 6,052	$ 5,403	$ 5,403	$ 5,403	$ 120,331

1) Includes the impact of interest rate swap agreements.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

Currency risk

Currency risk is the risk that the fair value or future cash flows will fluctuate due to changes in foreign exchange rates. During the three months ended March 31, 2018, the Company was exposed to currency risk arising from cash denominated in U.S. dollars. As at March 31, 2018, cash denominated in U.S. dollars was less than US$0.2 million.

Interest risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates. The Company's exposure to interest rate risk mainly arises from the long-term bank loans, which are subject to floating interest rates. As at March 31, 2018, interest rate risk is mitigated by interest rate swap arrangements that fix the interest rates on $49.6 million of the Company's $58.3 million floating rate term loan facilities. The interest rate swaps are re-measured at fair value at the end of each reporting period with fair values calculated as the present value of contractual cash flows based on quoted forward curves and discount rates incorporating the applicable yield curve. For the three months ended March 31, 2018, the Company recorded a $0.1 million gain related to the interest rate swaps.

CASH FLOWS

	Three months ended March 31,	
(000's)	2018	2017
Cash from operating activities	$ 5,496	$ 3,248
Cash used in financing activities	(5,206)	(5,450)
Decrease in cash	290	(2,202)
Cash, beginning of period	85,816	74,974
Cash, end of period	$ 86,106	$ 72,772

Cash From Operating Activities

Cash from operations for the three months ended March 31, 2018 increased by $2.2 million compared to the prior period. The increase was primarily due to higher income from operations offset by higher interest paid net of interest income received, as well as fluctuations in non-cash working capital.

Cash Used in Financing Activities

Cash used in financing activities for the three months ended March 31, 2018 and 2017 were primarily related to dividends paid net of the DRIP. Although the actual dividends declared for the three months ended March 31, 2018 and 2017 were $5.9 million, more shareholders elected to receive their dividends as a reinvestment in shares of the Company in the current period.

CAPITAL RESOURCES

The Company's capital includes shareholders' equity and long-term debt, net of cash and cash equivalents. In managing its capital, the Company may issue new shares, issue new debt, adjust the amount of dividends paid to its shareholders, or pursue a normal course issuer bid.

As at March 31, 2018, the Company's subsidiaries had the following term loan facilities:

- ML LP: $34.6 million non-amortizing loan that matures on July 31, 2022 and bears interest at the BA rate plus 1.95%. The Company has an interest rate swap arrangement that results in a fixed interest rate of 3.07% for 100% of the loan facility until August 13, 2018, which increases to 4.17% thereafter until July 31, 2022;
- SGRS LP: $6.3 million non-amortizing loan that matures on June 30, 2022 and bears interest at the BA rate plus 2.0%. The Company has an interest rate swap arrangement that results in a fixed rate of 3.16% for 100% of the loan facility until June 19, 2018; and
- AM LP: $17.4 million non-amortizing loan that matures on September 6, 2022 and bears interest at the BA rate plus 2.25%. The Company has an interest rate swap arrangement that results in a fixed interest rate of 4.417% for 50% of the term loan facility until August 19, 2022.

On May 1, 2018, ML LP amended its credit agreement to increase its term loan facility from $34.6 million to $41.6 million. The increase in the term loan facility was used to partially finance the consideration paid to Mr. Lube for the increase in the Mr. Lube Royalty Rate and the net addition to the Mr. Lube Royalty Pool.

In addition, the Company has the following operating lines of credit, which were undrawn at March 31, 2018 and May 10, 2018:

- ML LP: $1.0 million operating line of credit that matures on July 31, 2022, and bears interest at prime plus 0.25%;
- SGRS LP: $0.5 million operating line of credit, which matures on June 30, 2022 and bears interest at the BA rate plus 2.0%; and
- AM LP: $3.0 million operating line of credit, which matures on September 6, 2022 and bears interest at the BA rate plus 2.25%.

On November 7, 2017, DIV completed an offering of $57.5 million aggregate principal amount of 5.25% convertible unsecured subordinated debentures (the "Debentures"). The Debentures mature on December 31, 2022 and bear interest at 5.25%. DIV intends to use the net proceeds from the Debentures to fund potential future acquisitions, and may be used for, among other things, to fund general administration expenses and salaries, payment of deposits for potential acquisitions and to fund working capital.

Management expects to refinance the non-amortizing loans as they become due, and has sufficient cash resources to settle other contractual liabilities as they become payable.

It is the Company's intention to acquire future royalty streams in separate legal entities without cross-collateralization so that, to the maximum extent possible, any liability exposure in one legal entity does not affect the balance sheet of any other legal entity. However, there can be no assurance that this will be achieved.

SHARE CAPITAL

Common Shares

As at May 10, 2018, there were 107,010,256 common shares issued and outstanding.

Share Options

As at May 10, 2018, there were 2,481,400 options outstanding, which may be exercised to purchase an equivalent number of common shares at exercise prices ranging between $1.50 per share to $3.53 per share.

Restricted Share Units

As at May 10, 2018, there were 722,530 RSUs outstanding, which may be settled for an equivalent number of common shares upon vesting.

DIVIDENDS TO SHAREHOLDERS

The Company intends to pay monthly dividends to shareholders, and the Company's directors will review dividend levels on an ongoing basis.

The determination to declare and pay dividends is at the discretion of the Company's board of directors, and until declared payable, the Company has no requirement to pay cash dividends to its shareholders. The Company's board of directors reviews this dividend policy on an ongoing basis, and may amend the policy at any time in light of the Company's then current financial position, profitability, cash flow, applicable legal requirements and other factors considered relevant by the Company's board of directors.

The Company's dividends are deemed eligible dividends for Canadian tax purposes. The year-to-date dividends declared in 2018 were as follows:

Month	Payment date	Dividend / share
May 2018	May 31, 2018	$ 0.01854
April 2018	April 30, 2018	$ 0.01854
March 2018	March 29, 2018	$ 0.01854
February 2018	February 28, 2018	$ 0.01854
January 2018	January 31, 2018	$ 0.01854

Dividend Reinvestment Plan

The DRIP allows eligible holders of the Company's common shares to reinvest their cash dividends paid in respect of their common shares in additional common shares of the Company. At the Company's election, these additional common shares may be issued from treasury or purchased on the open market. If the Company elects to issue common shares from treasury, the common shares will be purchased under the DRIP at a 3% discount to the volume weighted average of the closing price for the Common Shares on the TSX for the five trading days immediately preceding the relevant dividend payment date. The Company may, from time to time, change or eliminate the discount applicable to common shares issued from treasury.

During the three months ended March 31, 2018, there were 225,659 common shares issued under the DRIP.

CONTINGENCIES

The Company's contingencies as at March 31, 2018 are disclosed in note 8 of the Q1 2018 Financial Statements.

TRANSACTIONS WITH RELATED PARTIES

In addition to information disclosed elsewhere in this MD&A, the Company had the following related party transactions during the three months ended March 31, 2018. These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Maxam Services Agreement

The Company's President and CEO, Sean Morrison, and one of the Company's directors, Johnny Ciampi, are co-founders and managing partners of Maxam Capital Corp. ("Maxam"). The Company has a services agreement with Maxam whereby Maxam provides rent and administrative services to the Company for a fee of approximately $0.1 million per annum.

SIGNIFICANT ACCOUNTING POLICIES

The condensed consolidated interim financial statements accompanying this MD&A have been prepared using the same accounting principles and policies as the Company's annual financial statements for the year ended December 31, 2017, except as described below.

Changes in accounting policies and disclosures

IFRS 15, Revenue from Contracts with Customers:

On January 1, 2018, the Company adopted IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15"). The standard contains a single model that applies to contracts with customers. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. IFRS 15 supersedes IAS 18, *Revenue,* and related interpretations.

The Company adopted IFRS 15 using the cumulative effect method with the effect of initially applying this standard recognized at the date of initial application, January 1, 2018. The adoption of IFRS 15 did not have an impact on the Company's accumulated deficit as at January 1, 2018.

The adoption of IFRS 15 did not have an impact on the Company's condensed consolidated interim statement of financial position as at March 31, 2018 and condensed consolidated interim statement of net income and comprehensive income and condensed consolidated interim statement of cash flows for the three months ended March 31, 2018.

Details of the new significant accounting policies and the nature of the changes to the previous accounting policies in relation to the Company's two revenue streams, royalty income and management fee revenue, are set out below.

- Royalty income: The Company licenses its intellectual property rights to third parties in exchange for royalty payments. The royalty income is recognized based on the usage or sales that have occurred during the period. IFRS 15 did not have an impact on the Company's revenue recognition policies for royalty income.
- Management fee revenue: The Company provides strategic and other services to certain royalty partners in exchange for a fixed monthly fee. Management fee is recognized as earned over the term of the agreement. IFRS 15 did not have an impact on the Company's revenue recognition policies for management fee revenue.

Royalty income and management fees for Mr. Lube and Sutton are usually receivable within 21 days after the calendar month. Royalty income for the AIR MILES Program is usually receivable within 14 days after the calendar quarter.

IFRS 9, Financial Instruments:

On January 1, 2018, the Company adopted IFRS 9, *Financial Instruments* ("IFRS 9") on a retrospective basis. IFRS 9 sets out the requirements for recognizing and measuring financial assets and liabilities. IFRS 9 replaced IAS 39, *Financial Instruments: Recognition and Measurement* ("IAS 39"). The Company has elected not to restate its comparatives on transition from IAS 39 to IFRS 9.

Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their cash flows. The following table and the accompanying notes explain the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 for each class of the Company's financial assets and liabilities.

	Original classification under IAS 39	New classification under IFRS 9
Cash and cash equivalents	Loans and receivables	Amortized cost
Royalties and management fees receivable	Loans and receivables	Amortized cost
Amounts receivable	Loans and receivables	Amortized cost
Interest rate swap assets	FVTPL	FVTPL
Accounts payable and accrued liabilities	Financial liabilities at amortized cost	Amortized cost
Long-term bank loans	Financial liabilities at amortized cost	Amortized cost
Convertible debentures	Financial liabilities at amortized cost	Amortized cost

At initial recognition, financial assets classified as amortized cost and fair value through other comprehensive income ("FVOCI") are measured at fair value plus transaction costs that are directly attributable to its acquisition.

- Financial assets at amortized cost: A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL: it is held in a business model whose objective is to hold the asset to collect contractual cash flows and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets within this category are subsequently measured at amortized cost using the effective interest method. Interest income, foreign exchange gains and losses, impairment losses and gain or loss on de-recognition are recognized in profit or loss.
- Debt investments at FVOCI: A debt instrument is classified as FVOCI if it meets both of the following conditions and is not designated as FVTPL: it is held in a business model whose objective is achieved by collecting contractual cash flows and the sale of the financial asset and the contractual terms give rise on specified dates to cash flows that are solely

payments of principal and interest on the principal amount outstanding. Financial assets within this category are subsequently measured at fair value. Interest income, dividend income, foreign exchange gains and losses are recognized in profit or loss. Other gains and losses are recognized in other comprehensive income ("OCI") and are reclassified to profit or loss on derecognition.

- Equity investments at FVOCI: On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis. Financial assets within this category are subsequently measured at fair value. Dividend income and foreign exchange gains and losses are recognized in profit or loss. Other gains and losses are recognized in OCI and are never reclassified to profit or loss.
- Fair value through profit and loss ("FVTPL"): Financial assets not classified as amortized cost or FVOCI are measured at FVTPL. This includes all derivative financial instruments. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise. These assets are subsequently measured at fair value, with net gains or losses, including any interest or dividend income, recognized through profit or loss.

IFRS 9 retains the existing requirements in IAS 39 for the classification of financial liabilities as amortized cost or FVTPL. Once the classification of a financial liability has been determined, reclassification is not permitted. Under IFRS 9, for financial liabilities that have been designated by the entity as FVTPL, changes in credit risk will be recognized in other comprehensive income, with the remainder of the changes recognized in profit or loss. However, if this requirement creates or enlarges an accounting mismatch in profit or loss, the entire change in fair value will be recognized in profit or loss.

IFRS 9 replaces the "incurred loss" model in IAS 39 with an has an expected credit loss ("ECL") impairment model. The new impairment model applies to financial assets measured at cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments. The Company will elect to use the lifetime ECL approach. Under this approach, the impairment allowance is recorded as a result of all possible default events over the expected life of the financial asset. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive) and are discounted at the effective interest rate of the financial asset. The Company considers reasonable and supportable information when assessing the credit risk of a financial asset and in estimating the ECLs. The adoption of IFRS 9 did not result in any additional impairment allowance.

The Company has elected as an accounting policy choice to account for non-substantial modifications of variable or fixed rate debt, if certain criteria are met, to adjust the carrying amount of the financial liability on modification for directly attributable transaction costs and any consideration paid to or received from the counterparty. The effective interest rate is then adjusted to amortize the difference between the revised carrying amount and the expected cash flows over the life of the modified instrument. No gain or loss is recognized in profit or loss. This accounting policy applies to variable or fixed rate debt that had an insignificant original issue discount that can be prepaid at par, or prepaid with insignificant prepayment fees, to the extent that modification has the effect of repricing the debt to a market rate of interest.

The adoption of IFRS 9 did not have an impact on the Company's accumulated deficit as at January 1, 2018.

Amendments to IFRS 2, Share-Based Payments:

On January 1, 2018, the Company adopted the amendments to IFRS 2, *Share-Based Payments* ("IFRS 2"). The amendments to IFRS 2 address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction, the classification of a share-based payment transaction with net settlement features for withholding tax obligations, and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled.

On January 1, 2018, as a result of adopting the amendments to IFRS, the Company reclassified $0.2 million related to its restricted share unit obligation from liabilities to contributed surplus. The Company ceased to apply mark-to-market accounting on share-based payment transactions with a net settlement feature for withholding tax obligations.

New Standards Applicable in Future Periods

In January 2016, the IASB issued IFRS 16, *Leases*. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of a low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The mandatory effective date of IFRS 16 is for annual periods beginning on or after January 1, 2019. The Company is currently evaluating the impact of IFRS 16 on its consolidated financial statements.

CRITICAL JUDGMENTS AND KEY ESTIMATES

The preparation of the Company's consolidated financial statements in conformity with IFRS requires estimates and judgments to be made that affect the reported amounts of assets and liabilities, income and expenses, and related disclosures. These estimates are based on historical experience and knowledge of economics, market factors, and the industries that the Company's Royalty Partners operate in (real estate, automotive maintenance and consumer loyalty), along with various other assumptions that are believed to be reasonable under the circumstances.

Significant estimates and judgments made by management in the application of IFRS that have a significant effect on the amounts recognized in its consolidated financial statements are as follows:

Critical Judgments

Consolidation

In applying the criteria outlined in IFRS 10, *Consolidated Financial Statements,* judgment is required in determining whether DIV controls SGRS LP and ML LP. Making this judgment involves taking into consideration the concepts of power over these entities, exposure and rights to variable returns, and the ability to use power to direct the relevant activities of these entities to generate economic returns. Using these criteria, management has determined that DIV ultimately controls these entities through its majority ownership of the respective general partners.

Capitalization of Acquisition Costs

At the time of acquisition, the Company considers whether or not it represents a business combination or an asset acquisition. This requires the Company to make certain judgments as to whether or not the assets acquired include the inputs, processes and outputs necessary to constitute a business. Under a business combination, acquisition-related costs are recognized as an expense. When the acquisition does not represent a business combination, it is accounted as an asset acquisition, where the costs are capitalized to the respective asset.

Key Estimates and Assumptions

Intangible Assets

The Company carries the intangible assets at cost and are not amortized as they have an indefinite life.

The Company tests intangible assets for impairment annually or when there is any indication that an asset may be impaired. This requires the Company to use a valuation technique to determine if impairment exists. This valuation technique that is dependent on a number of different variables that requires management to exercise judgment. As a result, the estimated cash flows the intangible assets are expected to generate could differ materially from actual results.

Fair Value of Exchangeable Partnership Units in FW LP, SGRS LP, and ML LP ("Exchangeable Partnership Units")

The Company does not assign any value to the Exchangeable Partnership Units as they do not currently meet the relevant criteria for exchange into common shares of DIV (see note 8 in the 2017 Financial Statements for further information).

Deferred Taxes

Deferred tax assets and liabilities are due to temporary differences between the carrying amount for accounting purposes and the tax basis of certain assets and liabilities, as well as undeducted tax losses. In recognizing a deferred tax asset, management makes estimates related to expectations of future taxable income, and the expected timing of reversals of existing temporary differences.

Convertible Debentures

The Company exercises judgment in determining the allocation of the equity and liability component of the convertible debenture. The liability allocation is based on the estimated fair value of a similar liability that does not have an equity conversion option and the residual amount is allocated to the equity component.

DESCRIPTION OF NON-IFRS AND ADDITIONAL IFRS MEASURES

Non-IFRS Measures

Management believes that disclosing certain non-IFRS financial measures provides readers of this MD&A with important information regarding the Company's financial performance and its ability to pay dividends. By considering these measures in combination with the most closely comparable IFRS measure, management believes that investors are provided with additional and more useful information about the Company than investors would have if they simply considered IFRS measures alone. The non-IFRS financial measures do not have standardized meanings prescribed by IFRS and therefore are unlikely to be comparable to similar measures presented by other issuers. Investors are cautioned that non-IFRS measures should not be construed as a substitute or an alternative to net income or cash flows from operating activities as determined in accordance with IFRS.

In addition to financial measures prescribed by IFRS, "EBITDA", "Normalized EBITDA", "Distributable Cash", "Same Store Sales Growth" and "Payout Ratio" are used as non-IFRS measures in this MD&A.

EBITDA and Normalized EBITDA

EBITDA is calculated as earnings before interest, taxes, depreciation and amortization. Normalized EBITDA is calculated as EBITDA before certain items including: share-based compensation, litigation expense, impairment loss, other finance income (costs), and fair value adjustment on interest rate swaps. While Normalized EBITDA is not a recognized measure under IFRS, management of the Company believes that, in addition to net income, Normalized EBITDA is a useful supplemental measure as it provides investors with an indication of cash available for distribution prior to debt service needs, litigation expenditures and interest income. The methodologies used by the Company to determine Normalized EBITDA may differ from those utilized by other issuers or companies and, accordingly, Normalized EBITDA as used in this MD&A may not be comparable to similar measures used by other issuers or companies. Readers are cautioned that Normalized EBITDA should not be construed as an alternative to net income or loss determined in accordance with IFRS as indicators of an issuer's performance or to cash flows from operating, investing and financing activities as measures of liquidity and cash flows. The table under the section "EBITDA, Normalized EBITDA, and Distributable Cash" provides a reconciliation from this non-IFRS financial measure to net income.

Distributable Cash

Distributable Cash is defined as Normalized EBITDA less interest expense on the credit facilities, plus interest income. Distributable cash is a non-IFRS financial measure that does not have a standardized meaning prescribed by IFRS, and therefore may not be comparable to similar measures presented by other issuers.

Management believes that Distributable Cash provides investors with useful information about the amount of cash the Company has generated to cover distributions on the shares during the period. The table under the section "EBITDA, Normalized EBITDA, and Distributable Cash" provides a reconciliation from this non-IFRS financial measure to net income and cash flows from operating activities.

The calculation of Distributable Cash for the comparative periods were restated to conform to the calculation of Distributable Cash for the current period.

Same Store Sales Growth or SSSG

Same store sales growth is the percentage increase in store sales over the prior comparable period for locations that were open in both the current and prior periods, excluding stores that were permanently closed. Same store sales growth is a non-IFRS financial measure and does not have a standardized meaning prescribed by IFRS. However, the Company believes that SSSG is a useful measure as it provides investors with an indication of the change in year-over-year sales of Mr. Lube locations. The Company's method of calculating same store sales growth may differ from those of other issuers or companies and, accordingly, same store sales growth may not be comparable to similar measures used by other issuers or companies.

Payout Ratio

The payout ratio is calculated by dividing the total dividends declared during the period by the distributable cash generated in that period. The payout ratio is not a recognized measure under IFRS, however, management of the Company believes that it provides supplemental information regarding the extent to which the Company distributes cash, when compared to its cash flow capacity. Payout ratio as used in this MD&A may not be comparable to similar measures used by other issuers or companies.

Additional IFRS Measures

IFRS mandates certain minimum line items for financial statements and requires presentation of additional line items, headings and subtotals when such presentation is relevant to an understanding of the issuer's financial position or performance. IFRS also requires that notes to the financial statements provide information that is not presented elsewhere in the financial statements, but is relevant to understanding them. Such financial measures outside the minimum mandated line items are considered additional IFRS measures. The Q1 2018 Financial Statements include certain additional IFRS measures where management considers such information to be useful to understanding the Company's financial results.

RISK FACTORS

Investing in securities of DIV involves a high degree of risk. In addition to the risks identified elsewhere in this MD&A, investors should carefully consider all of the risk factors associated with the Company and its business, identified in the Company's Annual Information Form dated March 28, 2018 for the year ended December 31, 2017 under the heading "Risk Factors", a copy of which is available on SEDAR at www.sedar.com. The occurrence of any of such risks, or other risks not presently known to DIV or that DIV currently believes are immaterial, could materially and adversely affect DIV's investments, prospects, cash flows, results of operations or financial condition, DIV's ability to pay cash dividends to its shareholders and DIV's ability to make principal and interest payments to holders of Debentures. In that event, the value of the DIV's common shares, Debentures and any other securities it may have issued and outstanding from time to time, could decline and investors may lose all or part of their investment.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for establishing and maintaining disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR"), as such terms are defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109").

DC&P are those controls and other procedures that are designed to provide reasonable assurance that all material information required to be disclosed by the Company in annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation. Furthermore, DC&P are those controls and other procedures that are designed to ensure that material information required to be disclosed by the Company in annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and communicated to the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

ICFR is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company has adopted the Internal Control – Integrated Framework (2013) published by the Committee of Sponsoring Organizations of the Treadway Commission for the three months ended March 31, 2018.

No changes were made in the Company's design of ICFR during the three months ended March 31, 2018, that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

In designing such controls, it should be recognized that due to inherent limitations, any controls or control systems, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the control system are met. As a result of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, including instances of fraud, if any, have been detected or prevented. These inherent limitations include, without limitation, (i) the possibility that management's assumptions and judgments may ultimately prove to be incorrect under varying conditions and circumstances; or (ii) the impact of isolated errors.

Additionally, controls may be circumvented by unauthorized acts of individuals, by collusion of two or more people, or by management override. The design of any control system is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential conditions. Projections of any evaluations of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

FORWARD LOOKING STATEMENTS

Certain statements in this MD&A, and documents referred to herein, may constitute "forward-looking information" within the meaning of applicable securities laws. Such statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements or industry results, to be materially different from any future results, performance or achievements or industry results expressed or implied by such forward-looking information. Forward-looking information is generally identified by the use of terms and phrases such as "anticipate", "continue", "believe", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "will", "would", "should" and similar terms and phrases, including references to assumptions. Such information includes, but is not limited to, statements with respect to expectations, projections or other characterizations of future events or circumstances, and DIV's objectives, goals, strategies, beliefs, intentions, plans, estimates, projections and outlook, including statements relating to the estimates or predictions of actions of customers, competitors or regulatory authorities, and statements regarding DIV's future economic performance. DIV has based these forward-looking statements on DIV's current expectations about future events. Some of the specific forward-looking statements in this MD&A include, but are not limited to, statements with respect to: DIV's intention to purchase additional top-line royalties from growing multi-location businesses and franchisors; DIV's intention to make regular monthly cash dividends; the Company's board of directors reviewing the Company's dividend policy going forward; ADS' expectation of growth in AIR MILES reward miles issued over the remainder of 2018; DIV's expected payout ratio for the 2018 fiscal year; DIV's intention of achieving a payout ratio that approximates 100% over time; DIV's expectation that the payout ratio will remain over 100% until such time as further accretive royalty acquisitions are completed; DIV's intention to acquire future royalty streams in separate legal entities without cross-collateralization; the expected use by DIV of the remaining cash proceeds from the sale of FW Rights, including to complete further royalty acquisitions; the expected use by DIV of the cash proceeds from the Debentures issued, including to complete further royalty acquisitions; management's expectation that it will refinance its non-amortizing loans as they become due; the expected implications of new and proposed accounting standards and practices on DIV and the dates of such proposed standards and practices are expected to come into effect; the expected tax treatment of DIV's dividends to shareholders; DIV's access to available sources of debt and equity financing; the possibility of future increases in the royalty payments made by Sutton indirectly to DIV and the issuance of common shares by DIV to Sutton in connection therewith; future increases in the management fee payable by Sutton to DIV; the possibility of future increases in the Mr. Lube royalty payments made by Mr. Lube to DIV and the issuance of common shares by DIV to Mr. Lube in connection therewith; and future increases in the management fee payable by Mr. Lube to DIV.

Forward-looking information contained in this MD&A is based on certain key expectations and assumptions made by the Company, including, without limitation, expectations and assumptions respecting: the general economy; the payment of royalties and management fees from Sutton and Mr. Lube and adjustments thereto; the payment of royalties from LoyaltyOne; the ability to acquire and effect of additional top-line royalties; the business strategy, growth opportunities, budgets, projected costs, goals, plans and objectives of the Company, Sutton, Mr. Lube and LoyaltyOne; the ability to receive equity and/or debt financing on acceptable terms; tax laws not being changed so as to adversely affect DIV's financing capability, operations, activities, structure or distributions; the expected use by DIV of the cash proceeds from the sale of the FW Rights; the ability to retain and continue to attract qualified and knowledgeable personnel; no material changes to government and environmental regulations adversely affecting DIV's operations; and competition for acquisitions, will be consistent with the economic climate. Although the forward-looking information contained in this MD&A is based upon what the Company's management believes to be reasonable assumptions, the Company cannot assure investors that actual results will be consistent with such information. Undue reliance should not be placed on the forward-looking information since no assurance can be given that it will prove to be correct.

Forward-looking information reflects current expectations of the Company's management regarding future events and operating performance as of the date of this MD&A. Such information involves significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking information including, without limitation: the Company's high dependency on the operations of Sutton, Mr. Lube and LoyaltyOne; failure to increase the Company's dividend in the amount or in accordance with the timing expected, or at all; prevailing yields on similar securities; the Company's reliance on key personnel; dividends are not guaranteed and will fluctuate with business performance; dividends are discretionary; the unpredictability and volatility of prices of the Company's common shares; leverage and restrictive covenants; current economic conditions; failure to access financing; credit facilities risk; the financial health of Sutton, Mr. Lube and LoyaltyOne cash flows; failure to realize anticipated benefits of royalty acquisitions; regulatory risk; regulatory filing and licensing requirements; fluctuations in interest rates; competition for royalty acquisition targets; dependence on the business of Sutton, Mr. Lube and LoyaltyOne to fund dividends; limitations on future growth and cash flow; sensitivity to general economic conditions and levels of economic activity; financing constraints; foreign exchange exposure; the litigation with a contractor related to a U.S. Federal Government project, as further described in the Company's Q1 2018 Financial Statements; and any residual liability arising from its former St. Ambroise plant. Readers are cautioned that the foregoing list is not exhaustive. For additional information with respect to risks and uncertainties, readers should carefully review and consider the risk factors described under "*Risk Factors*" and elsewhere in this MD&A. The information contained in this MD&A, including the documents referred to herein, identifies additional factors that could affect the operating results and performance of the Company. Readers are urged to carefully consider those factors.

The forward-looking information contained in this MD&A is expressly qualified in its entirety by this cautionary statement. Forward-looking information reflects management's current beliefs and is based on information currently available to the Company. The forward-looking information is made as of the date of this MD&A (or in the case of information contained in a document referred to herein, as of the date of such document), and the Company assumes no obligation to publicly update or revise such forward-looking information to reflect new information, subsequent or otherwise, except as may be required by applicable securities law.

Third Party Information

This MD&A includes information obtained from third party company filings and reports and other publicly available sources. Although DIV believes these sources to be generally reliable, such information cannot be verified with complete certainty. Accordingly, the accuracy and completeness of this information is not guaranteed. DIV haps not independently verified any of the information from third party sources referred to in this MD&A nor ascertained the underlying assumptions relied upon by such sources.