Condensed Consolidated Interim Financial Statements of

DIVERSIFIED ROYALTY CORP.

Three and nine months ended September 30, 2020 and 2019

DIVERSIFIED ROYALTY CORP.
Condensed Consolidated Interim Statements of Financial Position
(Unaudited)
(Expressed in thousands of Canadian dollars)

	Note	September 30, 2020	December 31, 2019
Assets			
Current assets:			
Cash and cash equivalents	4	$ 10,283	$ 2,968
Royalties and management fees receivable	6	4,108	4,392
Related party receivable	7	-	3,766
Amounts receivable		10	17
Prepaid expenses and other		411	529
		14,812	11,672
Investment in NND LP	7	43,750	51,807
Intangible assets	8	306,961	281,787
		$ 365,523	$ 345,266
Liabilities and Shareholders' Equity			
Current liabilities:			
Accounts payable and accrued liabilities	8(a)	$ 2,176	$ 1,136
Income tax payable	13	1,250	1,223
		3,426	2,359
Long-term bank loans, net of deferred financing charges	9(b)	98,505	82,473
Convertible debentures	10	54,191	53,194
Promissory note		3,521	4,805
Exchangeable Units	12	665	1,115
Interest rate swap liabilities	11	2,628	412
Deferred income tax liability	13	7,190	12,213
Shareholders' equity:			
Share capital	14	197,498	163,174
Contributed surplus		41,018	40,293
Equity component of convertible debentures		2,938	2,938
Accumulated deficit		(46,057)	(17,710)
		195,397	188,695
		$ 365,523	$ 345,266

Nature of operations (note 1)
Subsequent event (note 20)

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

DIVERSIFIED ROYALTY CORP.
Condensed Consolidated Interim Statements of Net (Loss) Income and Comprehensive (Loss) Income
(Unaudited)
(Expressed in thousands of Canadian dollars, except per share amounts)

	Note	Three months ended September 30, 2020	Three months ended September 30, 2019	Nine months ended September 30, 2020	Nine months ended September 30, 2019
Royalty income	5	$ 7,912	$ 8,014	$ 21,270	$ 21,805
Management fees		111	89	311	250
		8,023	8,103	21,581	22,055
Expenses					
Salaries and benefits		339	419	1,116	1,294
Share-based compensation	15	383	363	1,094	1,129
General and administration		116	113	464	422
Professional fees		124	56	391	187
Impairment of intangible asset	8	-	-	19,841	-
		962	951	22,906	3,032
Income (loss) from operations		7,061	7,152	(1,325)	19,023
Interest expense on credit facilities		(1,727)	(1,557)	(5,285)	(4,457)
Other finance (costs) income, net	17	(450)	(152)	75	(81)
Fair value adjustment on financial instruments	7, 11, 12	(5,997)	84	(6,395)	(567)
(Loss) Income before income taxes		(1,113)	5,527	(12,930)	13,918
Income tax (recovery) expense	13	(231)	1,591	(3,198)	4,063
Net (loss) income and comprehensive (loss) income		$ (882)	$ 3,936	$ (9,732)	$ 9,855
Weighted average number of shares outstanding					
Basic		120,836,096	108,734,682	118,129,880	108,276,688
Diluted		120,836,096	109,703,018	118,129,880	109,219,383
(Loss) Income per share					
Basic	16	$ (0.01)	$ 0.04	$ (0.08)	$ 0.09
Diluted	16	(0.01)	0.04	(0.08)	0.09

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

DIVERSIFIED ROYALTY CORP.

Condensed Consolidated Interim Statements of Changes in Equity
(Unaudited)
(Expressed in thousands of Canadian dollars, except for share amounts)

	Note	Common shares		Share capital		Contributed surplus		Equity component of convertible debentures		Accumulated deficit	Total equity
Balance, January 1, 2020		109,501,916	$	163,174	$	40,293	$	2,938	$	(17,710)	$188,695
Common shares issued on public offering	14	10,810,000		33,038		-		-		-	33,038
Common shares issued on DRIP	14	465,780		1,012		-		-		-	1,012
Restricted share units settled		90,740		274		(369)		-		-	(95)
Share-based compensation		-		-		1,094		-		-	1,094
Dividends declared		-		-		-		-		(18,615)	(18,615)
Comprehensive loss		-		-		-		-		(9,732)	(9,732)
Balance, September 30, 2020		120,868,436	$	197,498	$	41,018	$	2,938	$	(46,057)	$195,397

	Common shares		Share capital		Contributed surplus		Equity component of convertible debentures		Accumulated deficit	Total equity
Balance, January 1, 2019	107,768,300	$	184,528	$	25,974	$	2,938	$	(20,720)	$192,720
Common shares issued on DRIP	1,264,792		3,686		-		-		-	3,686
Restricted share units settled	79,144		222		(350)		-		-	(128)
Share-based compensation	-		-		1,123		-		-	1,123
Stated capital adjustment	-		(26,400)		13,200		-		13,200	-
Dividends declared	-		-		-		-		(18,075)	(18,075)
Comprehensive income	-		-		-		-		9,855	9,855
Balance, September 30, 2019	109,112,236	$	162,036	$	39,947	$	2,938	$	(15,740)	$189,181

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

DIVERSIFIED ROYALTY CORP.

Condensed Consolidated Interim Statements of Cash Flows
(Unaudited)
(Expressed in thousands of Canadian dollars)

	Note	Nine months ended September 30, 2020	2019
Cash flows from (used in) operating activities:			
Net (loss) income		$ (9,732)	$ 9,855
Adjustments for:			
Tax expense		(3,198)	4,063
Impairment of intangible asset		19,841	-
Share-based compensation		1,094	1,129
Fair value adjustments on financial instruments		6,395	567
Interest expense on credit facilities		5,285	4,457
Other finance (income) costs, net		(75)	81
Foreign exchange gain (loss)		5	(5)
Interest paid		(4,563)	(3,725)
Interest received		51	1,053
Taxes paid		(1,223)	-
Distributions received from NND LP		3,369	-
Changes in non-cash operating items:			
Royalties and management fees receivable		284	(208)
Amounts receivable		7	(2,087)
Prepaid expenses and other		22	(61)
Accounts payable and accrued liabilities		(445)	(199)
Net cash from operating activities		17,117	14,920
Cash flows from (used in) financing activities:			
Proceeds from issuance of equity		34,592	-
Equity issuance costs		(2,129)	-
Proceeds from issuance of debt		55,700	10,300
Repayment of debt		(39,700)	-
Debt financing costs		(107)	(136)
Related party receivable		3,766	-
Payment of dividends		(17,603)	(14,389)
Net cash from (used in) financing activities		34,519	(4,225)
Cash flows used in investing activities:			
Additions to intangible assets	8	(44,321)	(40,255)
Net cash used in investing activities		(44,321)	(40,255)
Net increase (decrease) in cash and cash equivalents		7,315	(29,560)
Cash and cash equivalents, beginning of period		2,968	78,342
Cash and cash equivalents, end of period		10,283	$ 48,782

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

Diversified Royalty Corp. ("DIV"), formerly BENEV Capital Inc. and prior to that Bennett Environmental Inc., is a company domiciled in Canada and governed by the Business Corporations Act (British Columbia). The head office of the Company is located at 902-510 Burrard Street, Vancouver, BC, V6C 3A8. The registered office of the Company is located at the 25th Floor, 700 West Georgia Street, Vancouver, BC V7Y 1B3. The condensed consolidated interim financial statements of DIV as at and for the three and nine months ended September 30, 2020 are composed of DIV and its subsidiaries (together referred to as the "Company"). The Company's common shares are listed on the Toronto Stock Exchange ("TSX") and traded under the symbol "DIV".

1. Nature of operations:

The current business of DIV is to acquire royalties from well-managed multi-location businesses and franchisors in North America ("Royalty Partners").

On June 19, 2015, the Company indirectly acquired, through SGRS Royalties Limited Partnership ("SGRS LP") (an entity controlled by the Company), all of the Canadian and U.S. trademarks and certain other intellectual property rights utilized by Sutton Group Realty Services Ltd. ("Sutton") in its residential real estate franchise business (the "SGRS Rights"). The Company granted Sutton the licence to use the SGRS Rights for a term ending on December 31, 2114 in exchange for a royalty payment initially equal to $56.25 per agent per month (the "Sutton Royalty Rate") for the number of agents included in the royalty pool (the "Sutton Royalty Pool"). Effective July 1, 2020, the Sutton Royalty Rate was increased to $62.105 per agent per month.

On August 19, 2015, the Company indirectly acquired through ML Royalties Limited Partnership ("ML LP") (an entity controlled by the Company), the trademarks and certain other intellectual property rights (the "ML Rights") from Mr. Lube Canada Limited Partnership ("Mr. Lube"). The Company granted Mr. Lube the licence to use the ML Rights for a term ending on August 19, 2114 in exchange for a royalty payment initially equal to 6.95% of system sales of Mr. Lube locations in the royalty pool (the "Mr. Lube Royalty Pool"). On May 1, 2018, the Mr. Lube royalty rate on non-tire sales was increased from 6.95% to 7.45%.

On August 25, 2017, the Company indirectly acquired through AM Royalties Limited Partnership ("AM LP") (a wholly owned subsidiary of the Company), the Canadian AIR MILES trademarks and certain Canadian intellectual property rights (collectively, the "AIR MILES Rights") from a subsidiary of Aimia Inc. ("Aimia"). In accordance with the terms of two license agreements with LoyaltyOne Co. (collectively the "AIR MILES Licenses") acquired by AM LP as part of acquisition of the AIR MILES Rights, LoyaltyOne Co. has an exclusive right to use the AIR MILES Rights for the purposes of operating the AIR MILES reward program in Canada (the "AIR MILES Program") for an indefinite term in exchange for a royalty payment equal to 1% of gross billings from the AIR MILES Program.

On May 20, 2019, the Company indirectly acquired through MRM Royalties Limited Partnership ("MRM LP") (an entity controlled by the Company), the trademarks and certain other intellectual property rights utilized by Mr. Mikes Restaurants Corporation ("Mr. Mikes") in its restaurant business (the "MRM Rights"). The Company granted Mr. Mikes the licence to use the MRM Rights for a term ending on May 20, 2118 in exchange for a royalty payment initially equal to 4.35% of notional system sales of Mr. Mikes locations in the royalty pool (the "Mr. Mikes Royalty Pool").

On November 15, 2019, the Company indirectly acquired through NND Royalties Limited Partnership ("NND LP") (an entity that is majority-owned by the Company), the trademarks and certain other intellectual property rights utilized by Nurse Next Door Professional Homecare Services Inc. ("Nurse Next Door") in its premium home care business (the "NND Rights") (note 7). NND LP granted Nurse Next Door the licence to use the NND Rights for a term ending on November 15, 2118 in exchange for a gross royalty payment (the "Gross Royalty") equal to the greater of: (i) 6% of gross sales from Nurse Next Door's franchises and corporate stores in Canada and the United States and (ii) $4.8 million per year, which grows at a fixed rate of 2.0% per annum. The Company, through its ownership of NND LP Class A units, is entitled to receive a cash distribution of $4.8 million per year, which grows at a fixed rate of 2.0% per annum (the "DIV Distribution Entitlement"). To the extent the Gross Royalty is greater than the DIV Distribution Entitlement, Nurse Next Door is entitled to receive the excess amount in the form of a cash distribution through its ownership of NND LP Class B units.

On February 20, 2020, the Company indirectly acquired through OX Royalties Limited Partnership ("OX LP") (an entity controlled by the Company), the trademarks and certain other intellectual property rights utilized by Oxford Learning Centres, Inc. ("Oxford") in its pre-school, elementary and secondary school and post-secondary supplemental education business (the "Oxford Rights"). The Company granted Oxford the licence to use the Oxford Rights for a term ending on February 20, 2119 in exchange for a royalty payment initially equal to 7.67% of the gross sales of Oxford locations in the royalty pool (the "Oxford Royalty Pool").

1. Nature of operations (continued):

Substantially all of the Company's operating revenues are earned from the receipt of royalties and management fees from its Royalty Partners. Accordingly, the revenues of the Company and its ability to pay dividends to shareholders are dependent on the ongoing ability of its Royalty Partners to generate cash and pay royalties and management fees to the Company.

COVID-19

On March 11, 2020, the COVID-19 outbreak was declared a pandemic by the World Health Organization. The situation remains dynamic and the ultimate duration and magnitude of the impact on the economy, our business and the respective businesses of our Royalty Partners are not known at this time. Governments worldwide, including the Canadian federal and provincial governments, enacted emergency measures to combat the spread of the virus, which have included, among others, the temporary closure of non-essential businesses (in most jurisdictions), restrictions on business operations, bans on public gatherings over certain sizes and travel advisories to avoid non-essential travel. These measures have triggered significant disruptions to businesses worldwide, including the businesses of DIV's Royalty Partners.

DIV's Royalty Partners have had, and may continue to have, significant interruptions to their respective businesses in the months ahead, including material declines in system sales on which certain royalties are based and on the Royalty Partner's revenues on which they rely to pay royalties to DIV (note 5). Although certain governments have eased some of the restrictions put in place to fight the COVID-19 pandemic, some governments are now beginning to re-impose certain of those restrictions and add new restrictions, which may continue. Accordingly, DIV does not know the full extent of the financial impact of such interruptions going forward, the timeline for restoring normal operations for its Royalty Partners or the potential changes in consumer behaviors as a result of the COVID-19 pandemic. Current improvement trends being experienced by certain of DIV's Royalty Partners may not continue and may regress. Certain government support programs which have been helpful to DIV's Royalty Partners, their franchisees and the general population have been terminated or modified, and those remaining government support programs may be terminated or modified at any time. Following the termination of such programs, or the reduction of amounts available under such programs, Royalty Partners and franchisees currently receiving support under those programs may need to find alternative sources of financial support and may make requests for such support from, among other parties, DIV and its Royalty Partners, as applicable. There is also a risk that certain Royalty Partner franchise locations that are currently temporarily closed may not reopen, and those that are open may be required to close again in the future. The ongoing effects of COVID-19 could impact DIV and its Royalty Partners' (as well as their respective franchisees') ability to obtain debt and equity financing, and result in an impairment in the value of the long-lived assets or investments, or decreases in revenue or the profitability of our ongoing operations.

2. Basis of preparation:

(a) Statement of compliance:

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting*. Certain information and note disclosures normally included in the annual consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been omitted or condensed. Accordingly, these condensed consolidated interim financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2019.

These condensed consolidated interim financial statements were authorized and approved for issue by the Company's Board of Directors on November 9, 2020.

(b) Basis of measurement:

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The critical judgments and key estimates and assumptions are the same as described in the Company's annual financial statements for the year ended December 31, 2019.

(c) Functional and presentation currency:

These consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency.

(Tabular amounts expressed in thousands of Canadian dollars)

3. Significant accounting policies:

These condensed consolidated interim financial statements have been prepared using the same accounting policies as the annual financial statements for the year ended December 31, 2019.

4. Cash and cash equivalents:

	September 30, 2020	December 31, 2019
Cash	$ 10,283	$ 2,961
Cash equivalents	-	7
	$ 10,283	$ 2,968

5. Royalty income:

	Three months ended September 30, 2020	2019	Nine months ended September 30, 2020	2019
Mr. Lube	$ 4,040	$ 4,085	$ 11,019	$ 11,822
AIR MILES	1,728	1,946	5,086	5,611
Sutton	1,006	986	2,321	2,920
Oxford	696	-	1,817	-
Mr. Mikes	442	997	1,027	1,452
	$ 7,912	$ 8,014	$ 21,270	$ 21,805

Pursuant to the terms of the licence and royalty agreement between Oxford and OX LP dated February 20, 2020 (the “OX Licence and Royalty Agreement”), the royalty paid by Oxford to OX LP is calculated by multiplying the gross sales of the locations in the Oxford Royalty Pool by a royalty equal to 7.67%.

On March 18, 2020, in response to the evolving circumstances relating to the COVID-19 pandemic, all Mr. Mikes restaurants were temporarily closed for in-restaurant dining. In early June, certain Mr. Mikes restaurants have re-opened for in-restaurant or patio dining. DIV has waived 100% of the Mr. Mikes fixed royalty and management fee payment for the period from February 24, 2020 to July 12, 2020. For the royalty payment period from July 13, 2020 to October 4, 2020, DIV has collected 50% of the Mr. Mikes fixed royalty payment. DIV is continuing its discussions with its lender and Mr. Mikes about whether additional royalty relief is required for subsequent periods.

With the dramatic slow-down of residential real estate activity due to COVID-19 in the spring, DIV waived 50% of Sutton’s March 2020 royalty and management fees that were due in April 2020. In addition, DIV has waived 75% of Sutton’s April and May 2020 royalty and management fees that were due in May and June 2020, respectively. From June 2020 to September 2020, 100% of the royalty and management fees were collected from Sutton.

(Tabular amounts expressed in thousands of Canadian dollars)

6. Royalties and management fees receivable:

	September 30, 2020	December 31, 2019
Mr. Lube	$ 1,376	$ 1,266
AIR MILES	1,952	2,419
Sutton	363	354
Oxford	277	-
Mr. Mikes	134	343
Nurse Next Door	6	10
	$ 4,108	$ 4,392

The Company has collected the total royalties and management fees receivable at September 30, 2020 from its royalty partners in October 2020.

7. Investment in NND LP:

The Company's investment in NND LP is a financial instrument measured at fair value. For the nine months ended September 30, 2020, the DIV Distribution Entitlement was $3.6 million.

The valuation of the investment in NND LP includes an estimate of the discounted cash flow receivable from Nurse Next Door and takes into consideration the likelihood of Nurse Next Door exercising the option to purchase the NND Rights from NND LP (the "NND Buy-Out Option") and the right to exchange its NND LP Class B units for DIV shares, subject to meeting certain criteria (the "NND Exchange Mechanism"). The NND Buy-Out Option and NND Exchange Mechanism are embedded derivatives with a negligible value at September 30, 2020 and December 31, 2019. The contractual cash flows receivable from Nurse Next Door were discounted at a rate of 13.9% (December 31, 2019 - 11.9%). The total fair value of the investment in NND LP was $43.8 million (December 31, 2019 - $51.8 million) and a fair value decrease of $4.7 million was recorded during the nine months ended September 30, 2020. A one percentage point increase in the interest rate would decrease the fair value by $3.2 million. A one percentage point decrease in the interest rate would increase the fair value by $3.8 million.

At December 31, 2019, DIV had a promissory note receivable of $3.8 million from NND LP, which was repaid during the nine months ended September 30, 2020 upon receipt of the GST refund from the CRA.

8. Intangible assets:

	ML Rights	AIR MILES	SGRS Rights	MRM Rights	Oxford Rights	Total
Balance, December 31, 2019	$ 152,327	$ 53,977	$ 32,273	$ 43,210	$ -	$ 281,787
Additions	661	-	-	-	44,354	45,015
Impairment	-	-	-	(19,841)	-	(19,841)
Balance, September 30, 2020	$ 152,988	$ 53,977	$ 32,273	$ 23,369	$ 44,354	$ 306,961

8. Intangible assets (continued):

(a) Mr. Lube Rights

On May 1, 2019, the Mr. Lube Royalty Pool was adjusted to include four new Mr. Lube locations. The initial consideration paid to Mr. Lube for the estimated net additional royalty revenue was $2.7 million, representing 80% of the total estimated consideration of $3.4 million. In exchange for the net addition to the Mr. Lube Royalty Pool, Mr. Lube received the right to exchange Class B units of ML LP for common shares of DIV. DIV elected to pay for the initial consideration to Mr. Lube in cash. The remaining consideration payable for the additional royalty revenue was originally payable on May 1, 2020 based on the actual system sales of the four new locations added to the Mr. Lube Royalty Pool for the year ended December 31, 2019.

Based on the actual system sales for the year ended December 31, 2019 of the four new locations added to the Mr. Lube Royalty Pool, Mr. Lube is entitled to exchange 357,716 Class B units of ML LP (the "Exchangeable ML Units") for DIV shares (or cash at DIV's option). On April 28, 2020, Mr. Lube and DIV entered into an agreement to defer the settlement of the Exchangeable ML Units to a subsequent adjustment date being no earlier than May 1, 2021. At September 30, 2020, the remaining consideration payable to Mr. Lube was estimated to be $0.6 million and was recorded as a liability in accounts payable and accrued liabilities. The actual consideration payable on May 1, 2021 is equal to the lower of: (i) $3.1822 per share and (ii) the weighted average share price of the Company's shares over the 20 trading days ending on April 26, 2021, the fifth trading day before May 1, 2021.

(b) Oxford Rights:

On February 20, 2020, the Company indirectly acquired, through OX LP, the Oxford Rights for a purchase price of $44.0 million (the "Purchase Price"), plus a retained interest provided to Oxford through the issuance of 10,493 Ordinary LP units, 100,000,000 Class B, 100,000,000 Class C, 100,000,000 Class D, 100,000,000 Class E, 100,000,000 Class F, 100,000,000 Class G, and 100,000,000 Class H limited partner units of OX LP having an agreed value of approximately $33,000.

The cash Purchase Price of $44.0 million was funded with $37.0 million drawn from DIV's Acquisition Facility and DIV's cash on hand following DIV's drawdown of the remaining $7.0 million of available capacity under the NNDH LP term loan facility (note 9(b)). The refundable Goods and Services Tax of $2.2 million payable by OX LP on the Purchase Price and estimated transaction costs were funded with a further $2.7 million drawn from the available capacity under the Acquisition Facility. The Acquisition Facility was subsequently partially repaid in cash using funds received from the issuance of equity (note 14) and the issuance of $9.0 million of debt (note 9(b)).

The Class B, Class C, Class D, Class E, Class F, Class G and Class H units are exchangeable into common shares of the Company through the exchange agreement dated February 20, 2020 among Oxford, OX Royalties GP Inc. and the Company (the "Oxford Exchange Agreement") upon the satisfaction of certain performance criteria.

Annually on May 1, the Oxford Royalty Pool may be adjusted, subject to meeting certain criteria, to include gross sales from new Oxford locations less gross sales from Oxford locations that were permanently closed during the preceding calendar year. In return for adding these net sales to the Oxford Royalty Pool, Oxford receives the right to indirectly acquire common shares of the Company through the exchange of Class B units of OX LP (the "OX Additional Entitlement"). The OX Additional Entitlement is determined based on the estimated net tax-adjusted royalty revenue added to the Oxford Royalty Pool (adjusted by a 10% discount for locations that were open for business prior to December 31, 2023, or a 7.5% discount for all other additions), divided by the yield of the Company's common shares. Oxford receives 80% of the estimated OX Additional Entitlement initially, with the balance received on May 1 of the subsequent year when the actual full year performance of the new locations is known with certainty. The OX Additional Entitlement is automatically exchanged by Oxford into common shares of DIV, or settled in cash at DIV's option, pursuant to the Oxford Exchange Agreement.

The Class C, Class D, Class E, Class F, Class G and Class H units become exchangeable into common shares of the Company on increases in the Oxford Royalty rate of 0.25% increments six times during the term of the OX Licence and Royalty Agreement.

In addition to the royalty payable to OX LP, Oxford will pay DIV a management fee of $40,000 per annum for strategic advice and other services. The management fee will increase by $5,000 every five years over the term of the OX License and Royalty Agreement.

(Tabular amounts expressed in thousands of Canadian dollars)

8. Intangible assets (continued):

(c) Impairment assessment:

As at March 31, 2020, due to the impact of COVID-19, the Company performed an impairment assessment on the MRM Rights, ML Rights, SGRS Rights and AIR MILES Rights. In addition, as at June 30, 2020, the Company performed an impairment assessment on the Oxford Rights. There were no impairment indicators identified at September 30, 2020, and no impairment assessment was performed. Impairment exists if the carrying value of the cash-generating unit ("CGU") is greater than its recoverable amount. The Company has used the value in use method to determine recoverable amount. The estimates of future cash flows require a number of key assumptions about future business performance. These assumptions and estimates are based on the relevant business' historical experience, economic trends, as well as past and ongoing communications with relevant stakeholders of the Company. However, these forecasted cash flows are based on current and anticipated market conditions, which are inherently uncertain due to the recent and evolving impact of the COVID-19 pandemic. The COVID-19 pandemic and its impact on the economy is constantly evolving in an unpredictable manner and presents many variables and contingencies for modeling. In future periods, the effects of the pandemic may have a material impact on the recoverable amount of the Company's CGUs.

The expected future cash flows, with the exception of the MRM Rights, are based on the most recent two-year forecasts prepared by management and extrapolated over five years, with a terminal growth rate applied on the expected cash flows thereafter to reflect the indefinite life of the intangible assets. Subsequent to the most recent two-year forecast, revenue is projected to grow at a rate ranging from 0.5% to 2.75% (December 31, 2019 – 0.5% to 2.75%). Although DIV is entitled to a fixed royalty payment from Mr. Mikes, the estimated future cash flows used to determine the recoverable amount reflect management's best estimates of what the Company can expect to collect from Mr. Mikes in light of the current COVID-19 pandemic. Mr. Mikes was generating minimal revenue and advised DIV that they would likely be unable to pay its fixed royalty payments to DIV commencing with the February 24, 2020 to March 22, 2020 period. DIV is in discussions with its lenders and Mr. Mikes about whether additional royalty relief is required for subsequent periods. In addition, as in-restaurant dining resumes, a slow recovery and constrained cash flow is likely. It is possible that underperformance to these projections could occur if customer traffic and spending disappoint or if restaurants close for in-restaurant dining again. The expected future cash flows are discounted at pre-tax rates, based on the risks associated with the assets, which range from 10.9% to 14.8% (December 31, 2019 - 10.7% to 14.7%). Based on the assessment performed, the Company recorded an impairment loss of $19.8 million in connection with the MRM Rights.

The Company also considers other reasonably possible scenarios where forecasted revenue is less than budget, along with other reasonably possible higher discount rates to determine whether the intangible assets would be impaired under those scenarios. As the carrying value of the OX Rights approximate the estimated recoverable amount, a subsequent change in any key assumption utilized in the estimate of future cash flows may result in an impairment.

9. Borrowings:

(a) Acquisition facility:

The Company has a $50.0 million undrawn senior secured credit facility (the "Acquisition Facility") that matures on November 30, 2022. As at September 30, 2020, the Company had $nil outstanding under the Acquisition Facility.

(b) Term loan facilities and operating lines of credit:

As at September 30, 2020, the Company had the following term loan facilities:

Term loan facilities	Interest rate	Maturity date	Face value	Carrying value
ML LP term loan	BA + 1.95%	Jul 31, 2022	$ 41,600	$ 41,473
AM LP term loan	BA + 2.25%	Sep 6, 2022	17,400	17,318
SGRS LP term loan	BA + 2.00%	Jun 30, 2022	6,300	6,271
MRM LP term loan	BA + 1.95%	Jun 24, 2024	10,300	10,197
NNDH LP term loan	BA + 1.90%	Nov 15, 2024	14,500	14,344
OX LP term loan	BA + 1.95%	Apr 27, 2025	9,000	8,902
			$ 99,100	$ 98,505

(Tabular amounts expressed in thousands of Canadian dollars)

9. Borrowings (continued):

(b) Term loan facilities and operating lines of credit (continued):

As at September 30, 2020, the Company had the following operating lines of credit:

Operating lines of credit	Interest rate	Maturity date	Maximum available	Available for use
ML LP line of credit	Prime + 0.25%	Jul 31, 2022	$ 1,000	$ 1,000
AM LP line of credit	BA + 2.25%	Sep 6, 2022	3,000	3,000
SGRS LP line of credit	BA + 2.00%	Jun 30, 2022	500	500
MRM LP line of credit	Prime + 0.25%	Jun 24, 2024	500	500
OX LP line of credit	Prime + 0.25%	Apr 27, 2025	500	500
			$ 5,500	$ 5,500

NND Holdings Limited Partnership (“NNDH LP”), a wholly-owned subsidiary of DIV, has a non-amortizing $14.5 million term loan, which was fully drawn at September 30, 2020 (December 31, 2019 - $7.5 million).

As at September 30, 2020, the Company was in compliance with its financial covenants associated with its Acquisition Facility and other credit facilities. Prior to September 30, 2020, the Company negotiated a covenant amendment to the MRM LP and OX LP credit facilities, which includes a suspension to its financial covenants for the quarter ended September 30, 2020. If MRM LP and OX LP did not enter into a covenant amendment for the quarter ended September 30, 2020, MRM LP and OX LP would have been in breach of its financial covenants. DIV is in regular discussions with its lending partners about the impact of COVID-19 on its business including covenant relief, which may be required in the months ahead dependent on the future results of several of DIV’s royalty partners.

10. Convertible debentures:

The following table reconciles the principal amount of the convertible debentures to the carrying value of the liability component.

	September 30, 2020	December 31, 2019
Principal amount	$ 57,500	$ 57,500
Equity component of debentures	(4,312)	(4,312)
Unamortized deferred financing fees	(1,233)	(1,608)
Accretion on liability component of debentures	2,236	1,614
	$ 54,191	$ 53,194

11. Interest rate swaps:

The following table summarizes the interest rate swap agreements the Company has entered into as of September 30, 2020. The Company recorded a fair value loss of $2.2 million related to the interest rate swaps for the nine months ended September 30, 2020.

	Effective date	Maturity date	Fixed interest rate	Notional amount
SGRS LP	Jun 19, 2018	Jun 21, 2021	4.64%	$ 6,300
ML LP	Aug 13, 2018	Jul 31, 2022	4.17%	34,600
ML LP	Feb 5, 2020	Jul 31, 2022	3.88%	7,000
AM LP	Sep 6, 2017	Aug 19, 2022	4.42%	8,700
MRM LP	Jul 25, 2019	Jun 24, 2024	4.05%	10,300
NNDH LP	Feb 12, 2020	Nov 15, 2024	3.98%	7,500
OX LP	Aug 26, 2020	Apr 27, 2025	2.96%	4,500

(Tabular amounts expressed in thousands of Canadian dollars)

12. Exchangeable Units:

The fair value of the Exchangeable MRM Units is determined at the end of each period by multiplying the number of Exchangeable MRM Units held by Mr. Mikes at the end of the period by the closing price of DIV shares on the last business day of the period. As at September 30, 2020, the Exchangeable MRM Units were valued at $0.6 million (December 31, 2019 - $1.1 million) based on the DIV closing share price of $1.78 (December 31, 2019 - $3.14) at period end, multiplied by the total number of Exchangeable MRM Units of 355,032.

During the nine months ended September 30, 2020, MRM LP issued distributions of $0.03 million to Mr. Mikes.

13. Income taxes:

	Three months ended September 30, 2020	Three months ended September 30, 2019	Nine months ended September 30, 2020	Nine months ended September 30, 2019
Current tax expense	$ 626	$ 764	$ 1,250	$ 996
Deferred tax (recovery) expense	(857)	827	(4,448)	3,067
	$ (231)	$ 1,591	$ (3,198)	$ 4,063

The tax effect of temporary differences that gives rise to the net deferred tax liability are as follows:

	September 30, 2020	December 31, 2019
Intangible assets	$ 249	$ 263
Other	323	71
Financing and share issuance costs	252	(228)
Convertible debentures	(560)	(728)
Intangible assets	(7,454)	(11,591)
Net deferred tax liability	$ (7,190)	$ (12,213)

The deferred tax liability as at September 30, 2020 is largely associated with the temporary differences on the Company's intangible assets, which have an undepreciated capital cost allowance of approximately $215.0 million (December 31, 2019 - $181.0 million). In addition, pursuant to NND LP's limited partnership agreement, its undepreciated capital cost allowance of approximately $49.6 million at September 30, 2020 (December 31, 2019 – $51.5 million) is allocated to the Company for tax purposes.

14. Share capital:

On March 5, 2020, the Company completed a public offering of 10,810,000 common shares, including 1,410,000 common shares pursuant to the full exercise of the over-allotment option, at a price of $3.20 per common share, for gross proceeds of $34.6 million. After deducting issuance costs of $2.1 million, net proceeds were $32.5 million. The deferred tax impact of $0.6 million on the share issue costs was recognized within share capital.

The Company has a dividend reinvestment plan ("DRIP") that allows eligible holders of the Company's common shares to reinvest some or all cash dividends paid in respect of their common shares in additional common shares of the Company. The Company has temporarily suspended the DRIP, starting with the dividend payable to shareholders in respect of the month of April 2020.

(Tabular amounts expressed in thousands of Canadian dollars)

15. Share-based compensation:

(a) Restricted share units:

The number of RSUs outstanding is as follows:

	September 30, 2020	
	Number of RSUs	Weighted average grant-date fair value
Balance, beginning of period	941,762	$ 3.31
Granted	216,741	1.65
Dividends earned	82,887	1.93
Settled	(145,286)	2.99
Balance, end of period	1,096,104	$ 2.92
Unvested	1,051,208	$ 2.92
Vested	44,896	$ 2.93

(b) Share options:

The following table summarizes information relating to outstanding and exercisable options as at September 30, 2020:

	Options outstanding			Options exercisable	
Exercise prices	Number of options	Weighted average remaining life (years)	Weighted average exercise price per share	Number exercisable	Weighted average exercise price per share
$ 3.22 - $ 3.53	2,300,000	2.05	$ 3.26	-	$ -
	2,300,000	2.05	$ 3.26	-	$ -

16. Income (loss) per share:

	Three months ended September 30, 2020	Three months ended September 30, 2019	Nine months ended September 30, 2020	Nine months ended September 30, 2019
(Loss) Income for the period	$ (882)	$ 3,936	$ (9,732)	$ 9,855
Weighted average number of shares outstanding – basic	120,836,096	108,734,682	118,129,880	108,276,688
Dilutive adjustment for restricted share units	-	968,336	-	942,695
Weighted average number of shares outstanding – diluted	120,836,096	109,703,018	118,129,880	109,219,383
Net (loss) income per common share:				
Basic	$ (0.01)	$ 0.04	$ (0.08)	$ 0.09
Diluted	$ (0.01)	$ 0.04	$ (0.08)	$ 0.09

(Tabular amounts expressed in thousands of Canadian dollars)

17. Other finance (costs) income, net:

	Three months ended September 30, 2020	Three months ended September 30, 2019	Nine months ended September 30, 2020	Nine months ended September 30, 2019
Finance income	$ 14	$ 274	$ 51	$ 1,053
Foreign exchange (loss) gain	(3)	3	5	(5)
Distributions paid on Exchangeable MRM Units	-	(22)	(33)	(22)
Amortization of deferred financing charges	(210)	(155)	(610)	(447)
Accretion expense and other	(251)	(252)	662	(660)
	$ (450)	$ (152)	$ 75	$ (81)

18. Financial instruments and financial risk management:

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

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

The carrying value of current financial assets and liabilities approximate their fair value due to their short-term nature. The carrying value of the long-term bank loans approximates their fair value as these facilities bear interest at floating market interest rates. The fair value of the convertible debentures of $53.5 million is measured using Level 1 inputs. The fair value of the Exchangeable MRM Units, Exchangeable ML Units and the interest rate swap liabilities are measured using Level 2 inputs. The fair value of the investment in NND LP is measured using Level 3 inputs (note 7).

The Company monitors its consolidated cash flow to ensure that there will always be sufficient liquidity to meet liabilities when due. In addition, the Company manages its liquidity risk by preparing rolling cash flow forecasts, taking into consideration various scenarios and assumptions, monitoring the business operations of its royalty partners, and monitoring compliance with the terms of financing arrangements. Given the economic uncertainty facing DIV and its royalty partners as a result of the COVID-19 pandemic, the Company decreased the monthly dividend from $0.01958 per share to $0.01667 per share effective with the dividend declared in the month of April 2020. The Board believes the reduction of the monthly dividend is a prudent measure to preserve capital and maintain liquidity in the current market environment.

As at September 30, 2020, the Company had a cash and cash equivalents balance of $10.3 million (December 31, 2019 - $3.0 million) and working capital of $11.4 million (December 31, 2019 - $9.3 million). The Company expects to have sufficient liquidity to meet liabilities when due.

(Tabular amounts expressed in thousands of Canadian dollars)

19. Supplemental cash flow information:

The following table reconciles the movements in liabilities to cash flows arising from financing activities:

	Promissory note	Acquisition facility (note 9(a))	Long-term debt (note 9(b))	Debentures (note 10)	Total
Balance, December 31, 2019	$ 4,805	$ (374)	$ 82,473	$ 53,194	$ 140,098
Changes from financing cash flows:					
Proceeds from issuance of debt	-	39,700	16,000	-	55,700
Repayment of debt	-	(39,700)	-	-	(39,700)
Debt financing costs	-	-	(107)	-	(107)
Liability-related other changes:					
Amortization of deferred financing charges	-	96	139	375	610
Accretion expense and other	(1,284)	-	-	622	(662)
Balance, September 30, 2020	$ 3,521	$ (278)	$ 98,505	$ 54,191	$ 155,939

20. Subsequent event:

On November 9, 2020, DIV and Mr. Lube entered into an amendment to the amended and restated limited partnership agreement of ML LP (the "LP Agreement") to confirm the terms on which (i) the Mr. Lube royalty rate will be increased by 0.5% from 7.45% to 7.95% effective May 1, 2021, and (ii) the Mr. Lube Royalty Pool will be adjusted to include royalties from 13 additional Mr. Lube locations effective May 1, 2021.

(a) Mr. Lube royalty rate increase:

Mr. Lube has the option, subject to meeting certain performance criteria, which were agreed to be satisfied with respect to current Mr. Lube royalty rate increase pursuant to the LP Amendment, to increase the Mr. Lube royalty rate in four, 0.5% increments during the life of the royalty. The increase of the Mr. Lube royalty rate from 7.45% to 7.95% on non-tire sales on May 1, 2021 represents the second such royalty rate increase. The royalty rate on tire sales remains unchanged at 2.50%.

The LP Amendment provides that the consideration payable to Mr. Lube for the Mr. Lube royalty rate increase on May 1, 2021 is to be calculated based on a 7.25x multiple of the incremental annual royalty revenue, which will be paid in cash. The actual amount of the consideration payable for the increase to the Mr. Lube royalty rate has not yet been determined and will be calculated in accordance with the LP Amendment.

(b) Additions to the Mr. Lube Royalty Pool:

Subject to certain performance criteria being met, which were agreed to be satisfied with respect to the 13 Mr. Lube locations to be added to the Mr. Lube Royalty Pool on May 1, 2021 pursuant to the LP Amendment, the Mr. Lube Royalty Pool is adjusted annually on May 1 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.

The LP Amendment provides that the consideration payable to Mr. Lube for the addition of the 13 locations to the Mr. Lube Royalty Pool on May 1, 2021 is to be calculated based on a 7.25x multiple of the incremental annual royalty revenue to be added to the Mr. Lube Royalty Pool from such additions, which consideration will be paid in cash. The actual amount of the consideration payable for the addition of the 13 Mr. Lube locations to the Mr. Lube Royalty Pool has not yet been determined and will be calculated in accordance with the LP Amendment.

The initial consideration payable to Mr. Lube on May 1, 2021 for the estimated net additional royalty revenue from the 13 Mr. Lube locations to be added to the Mr. Lube Royalty Pool will represent 80% of the total estimated consideration. The remaining consideration payable for the net additional royalty revenue related to 7 of the 13 locations will be paid to Mr. Lube on May 1, 2022 and will be adjusted to reflect the actual system sales of these locations for the year ending December 31, 2021. The remaining consideration payable for the net additional royalty revenue related to 6 of the 13 locations will be paid to Mr. Lube on May 1, 2023 and will be adjusted to reflect the actual system sales of these locations for the year ending December 31, 2022.