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Diversified Royalty Corp. Announces Agreement to Acquire US-Based Stratus Building Solutions Trademarks, 2.1% Dividend Increase and $30 Million Bought Deal Public Offering of Common Shares

For Immediate Release

Vancouver, BC, November 14, 2022 – Diversified Royalty Corp. (TSX: DIV; DIV.DB and DIV.DB.A) (the "**Corporation**" or "**DIV**") is pleased to announce that it has entered into an agreement with SBS Franchising, LLC ("**Stratus**") of North Hollywood, California to add its seventh royalty stream to DIV's portfolio and DIV's first royalty stream based primarily in the United States. Stratus is a franchisor that offers master franchises for commercial cleaning services and building maintenance services in the United States and Canada under the "Stratus Building Solutions" system and trademarks, and also manages and operates certain master franchises through its affiliates in the United States. All dollar amounts in this news release, unless specifically denominated in U.S. dollars, are represented in Canadian dollars.

Highlights

- Acquisition of Stratus' worldwide trademark portfolio and certain other intellectual property rights for US$59.4 million, subject to adjustment if certain conditions are met.
- Estimated initial annual royalty revenue from Stratus of US$6 million, representing approximately 14% of DIV's pro-forma adjusted revenue[1].
- Annual dividend on DIV's common shares to be increased 2.1% from 23.5 cents per share to 24.0 cents per share, effective January 1, 2023 subject to closing of the Acquisition.
- $30 Million Bought Deal Public Offering of Common Shares to be led by Cormark Securities Inc. at a price of $2.80 per Common Share

1. *Pro-forma adjusted revenue is a non-IFRS financial measure and as such, does not have a standardized meaning under IFRS. For additional information, refer to "Non-IFRS Measures" in this news release.*

Acquisition Overview

DIV and its wholly-owned subsidiary Strat-B Royalties Limited Partnership ("**Strat-B LP**") entered into an acquisition agreement dated November 14, 2022 (the "**Acquisition Agreement**") with Stratus to acquire Stratus' worldwide trademark portfolio and certain other intellectual property rights utilized by Stratus in its business of offering, managing and operating master franchises for commercial cleaning services and building maintenance care (the "**Stratus Rights**") for a purchase price (the "**Purchase Price**") of US$59.4 million, subject to adjustment if certain conditions are met (the "**Acquisition**"). The Purchase Price is expected to initially be funded with approximately C$47.0 million drawn from DIV's existing undrawn acquisition facility (the "**Acquisition Facility**"), a C$15 million increase in the senior credit facilities of DIV's subsidiary ML Royalties Limited Partnership ("**ML LP**"), and a new US$15 million senior credit facility to be issued to Strat-B LP, as more particularly described below. The Transaction (as defined below) is expected to close before the end of November 2022 and is subject to customary closing conditions.

Immediately following the closing of the Acquisition, DIV will license the Stratus Rights in the United States, Canada, Australia, New Zealand and the United Kingdom back to Stratus for 50 years, in exchange for an initial royalty

payment of US$6 million per annum (the "**Royalty**" and together with the Acquisition, the "**Transaction**"). The initial royalty will be automatically increased by 5% on each anniversary of the closing date in calendar years 2023, 2024, 2025 and 2026 and by 4% on each anniversary of the closing date thereafter without any further consideration payable by DIV or Strat-B LP. Stratus may also increase the annual royalty payable on April 1st of each year following the closing date (each an "**Adjustment Date**") subject to Stratus satisfying certain royalty coverage tests. The amount of each royalty increase cannot be less than US$1,000,000 per annum and must, in respect of amounts over that threshold, be in increments of US$100,000 per annum. In consideration for a royalty increase on an Adjustment Date, Strat-B LP will pay an amount to Stratus in cash, based on a formula that is intended to be accretive to DIV shareholders, as additional consideration for the Stratus Rights.

Payment of the Royalty will be secured by a general security agreement granted by Stratus to Strat-B LP, and by secured corporate guarantees to be granted to Strat-B LP by SBS Services Group LLC, an affiliate of Stratus that is the owner of various master franchises in the United States, and Stratus Building Solutions Canada, Inc., a wholly-owned subsidiary of Stratus, that grants master franchise agreements in Canada in connection with the Stratus business.

The Acquisition is expected to increase DIV's tax pools by approximately $80 million to approximately $315 million, which can be depreciated over time to reduce DIV's taxes payable.

Stratus is a franchisor that offers master franchises for commercial cleaning services and building maintenance services in the United States and Canada under the "Stratus Building Solutions" system and trademarks, and also manages and operates certain master franchises through its affiliates in the United States. Originally founded in 2006 by a predecessor entity, Stratus purchased the "Stratus Building Solutions" system and trademarks on January 30, 2015. At present, based on the representations and warranties in the Transaction agreements and DIV's due diligence, Stratus has 58 master franchise businesses in the United States (13 of which are owned and operated by Status' affiliate SBS Services Group LLC) and 10 master franchise businesses in Canada. Those master franchisees operating the master franchise businesses have unit franchisees in the United States and unit franchisees in Canada. Stratus does not have any master franchisees or unit franchisees outside of the United States or Canada at present.

Based on Stratus' 2021 financial statements, Stratus, together with SBS Services Group LLC and Stratus Building Solutions Canada, Inc., generated combined revenue of approximately US$15 million for the year ended December 31, 2021. The Stratus franchise network (including corporately owned master franchises) generated system sales[2] of US$147 million (~C$197million based upon a USD to CAD foreign exchange rate of 1.3378 as published by the Bank of Canada on November 10, 2022) for the 12 months ended August 31, 2022.

2. *System Sales is a supplementary financial measure and as such, does not have a standardized meaning under IFRS. For additional information, refer to "Non-IFRS Measures" in this news release.*

Sean Morrison, President and CEO stated, "DIV has been building a diversified portfolio of royalties from high quality multi-location and franchisor businesses in Canada. DIV's objective has included bringing its unique royalty model to the US market. In this regard, DIV has been promoting the royalty model at various International Franchise Association events in the US, reaching out to various franchise professionals and franchisor business owners directly. DIV's business development efforts have paid off with Stratus, its first US royalty transaction. Stratus is a perfect fit for DIV's royalty model: a proven franchisor business with historically steady, predictable cash flows, strong master franchisee and unit franchisee economics and an opportunity to grow its master franchisee count from 68 up to 150 over the next 5 to 10 years. DIV's unique royalty model allows Stratus' owners to retain 100% equity ownership, monetize a significant portion of their current cash flows, and benefit from the future growth in profitability from continued strong same-store-sales growth and from opening new master franchises. I strongly believe the Stratus royalty transaction will be transformative for DIV – it will be a catalyst to open the very large US franchisor market to DIV's unique royalty model."

Strat-B LP Credit Facility

DIV has received a term sheet from a Canadian chartered bank for a senior credit facility (the "**Strat-B LP Credit Facility**") in the amount of US$15 million in respect of the Transaction. The Strat-B LP Credit Facility is expected to have a term of 60 months and be non-amortizing. The Strat-B LP Credit Facility is expected to have a floating interest rate equal to SOFR + 2.0% per annum; however, DIV will have 90 days following closing to effectively fix the interest rate on 75% of the amount borrowed under this facility through an interest rate swap. The Strat-B LP Credit Facility will be secured by the Stratus Rights and the royalties payable by Stratus under the licence and royalty agreement and will have covenants usual for this type of a credit facility. The Strat-B LP Credit Facility will also be guaranteed by DIV on a limited recourse basis through the pledge by DIV of its interest in Strat-B LP.

Increase in ML LP Credit Facility

ML LP has received a term sheet from a Canadian chartered bank with respect to an amendment to increase ML LP's term loan in the amount of $15 million in respect of the Transaction (the "**ML LP Credit Facility**"). The credit facility is expected to mature on May 1, 2025 and be non-amortizing. The $15 million incremental increase in the term loan will be subject to a floating interest rate expected to be equal to BA rate + 2.00% per annum; however, DIV will be required to fix the interest rate on 75% of the amount borrowed under this facility through an interest rate swap to be completed within 90 days of closing. The credit facility will continue to be secured by Mr. Lube trademarks and related intellectual property rights owned by ML LP and the royalties payable by Mr. Lube Canada Limited Partnership to ML LP under the licence and royalty agreement between such parties. The credit facility is guaranteed by DIV on a limited recourse basis through the pledge by DIV of its interest in ML LP.

Dividend Increase

Subject to completion of the Transaction, DIV's board of directors has approved an increase in DIV's annual dividend from 23.5 cents per share to 24.0 cents per share effective January 1, 2023. DIV estimates its pro-forma payout ratio[3] will be approximately 94%.

3. *Pro-forma payout ratio is a non-IFRS ratio, and as such, does not have a standardized meaning under IFRS. For additional information, refer to "Non-IFRS Measures" in this news release.*

$30 Million Bought Deal Public Offering of Common Shares

In connection with the Transaction, DIV has entered into an agreement with a syndicate of investment dealers led by Cormark Securities Inc. (collectively, the "**Underwriters**") pursuant to which the Underwriters have agreed to purchase 10,715,000 Common Shares (the "**Common Shares**") from the treasury of the Corporation, at a price of $2.80 per Common Share (the "**Offering Price**") for total gross proceeds of approximately $30 million (the "**Offering**").

In addition, the Corporation has granted the Underwriters an option (the "**Over-Allotment Option**") to purchase up to an additional 1,607,250 Common Shares from the treasury of the Corporation at the Offering Price for additional gross proceeds of up to approximately $4,500,300 million for market stabilization purposes and to cover over-allotments, if any. The Over-Allotment Option is exercisable, in whole or in part, by the Underwriters at any time up to 30 days following the closing of the Offering.

The net proceeds of the Offering will be used for repayment of outstanding amounts under DIV's acquisition line following the completion of the Acquisition.

The Offering will be made by way of a prospectus supplement (the "**Prospectus Supplement**") to the Corporation's existing short form base shelf prospectus (the "**Base Shelf Prospectus**") dated May 11, 2021. The Prospectus Supplement (together with the Base Shelf Prospectus, being the "**Offering Documents**") will be filed with the securities commissions in all of the provinces of Canada, except Quebec. The Offering Documents will contain important detailed information about the securities being offered. Copies of the Underwriting Agreement and the

Offering Documents will be available by visiting the Corporation's profile on the SEDAR website maintained by the Canadian Securities Administrators at www.sedar.com.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This news release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States absent registration under U.S. federal and state securities laws or compliance with an applicable exemption from such U.S. registration requirements.

Investor Conference Call

Management of DIV will host a live conference call at 2:00 pm Pacific Time (5:00 pm Eastern Time) on Monday, November 14, 2022. To participate by telephone across Canada, call toll free at 1 (888) 396-8049 or 1 (416) 764-8646. The management presentation for the conference call will be available on DIV's website www.diversifiedroyaltycorp.com prior to the call. An archived telephone recording of the call will be available until November 30, 2022 by calling 1 (877) 674-7070 or 1 (416) 764-8692 (playback passcode: 317739#).

About Diversified Royalty Corp.

DIV is a multi-royalty corporation, engaged in the business of acquiring top-line royalties from well-managed multi-location businesses and franchisors in North America. DIV's objective is to acquire predictable, growing royalty streams from a diverse group of multi-location businesses and franchisors.

DIV currently owns the Mr. Lube, AIR MILES®, Sutton, Mr. Mikes, Nurse Next Door and Oxford Learning Centres trademarks. Mr. Lube is the leading quick lube service business in Canada, with locations across Canada. AIR MILES® is Canada's largest coalition loyalty program. Sutton is among the leading residential real estate brokerage franchisor businesses in Canada. Mr. Mikes currently operates casual steakhouse restaurants primarily in western Canadian communities. Nurse Next Door is one of North America's fastest growing home care providers with locations across Canada and the United States as well as in Australia. Oxford Learning Centres is one of Canada's leading franchised supplemental education services.

DIV's objective is to increase cash flow per share by making accretive royalty purchases and through the growth of purchased royalties. DIV intends to continue to pay a predictable and stable monthly dividend to shareholders and increase the dividend over time, in each case as cash flow per share allows.

Forward Looking Statements

Certain statements contained in this news release may constitute "forward-looking information" or "financial outlook" within the meaning of applicable securities laws that involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information or financial outlook. The use of any of the words "anticipate", "continue", "estimate", "expect", "intend", "may", "will", "project", "should", "believe", "confident", "plan" and "intends" and similar expressions are intended to identify forward-looking information, although not all forward-looking information contains these identifying words. Specifically, forward-looking information or financial outlook in this news release includes, but are not limited to, statements made in relation to: the completion of the Acquisition and the Transaction, the terms thereof and the expected timing for completion thereof; certain of the expected terms of the licence and royalty agreement governing the Royalty; the details of the Royalty, including the estimated annual royalty revenue to be earned thereunder; the possibility of future increases in the Royalty payments made by Stratus to Strat-B LP Royalties LP; statements related to the expected tax implications of the Acquisition on DIV; the means by which DIV intends to finance the Acquisition, including by a draw on its Acquisition Facility, the Strat-B LP Credit Facility and the ML LP Credit Facility; the expected terms of the Strat-B LP Credit Facility and the ML LP Credit Facility; the expectation that DIV will enter

into swap arrangements with respect to the Strat-B LP Credit Facility and ML LP Credit Facility; Status' opportunity to increase its master franchise count from 68 to 150 over the next 5 – 10 years; DIV's belief that the Transaction will be transformative to DIV and that it will be a catalyst to open the very large US franchisor market to DIV's unique royalty model and greatly expand the number of royalty partners available to DIV; the expected financial impact of the Transaction on DIV, including on its pro-forma payout ratio and pro-forma adjusted revenue; the statement that DIV will increase its annual dividend to $0.24 per share, subject to completion of the Transaction and the timing therefor; the intended use of proceeds from the Offering; the expected closing date for the Offering; the approval of the TSX in respect of the Offering; DIV's objective to continue to pay predictable and stable monthly dividends to shareholders; and DIV's corporate objectives. The forward-looking information and financial outlook contained herein involve known and unknown risks, uncertainties and other factors that may cause actual results or events, performance, or achievements of DIV to differ materially from those anticipated or implied therein. DIV believes that the expectations reflected in the forward-looking information and financial-outlook are reasonable but no assurance can be given that these expectations will prove to be correct. In particular there can be no assurance that: the Acquisition or the Transaction will close on the terms or in accordance with the timing currently expected, or at all; DIV will realize the expected benefits of the Transaction, or that it will be accretive; there will be any future increases in the Royalty payments made by Stratus to Strat-B LP; the Strat-B LP Credit Facility and the ML LP Credit Facility will be obtained on the terms currently expected, or at all; the actual tax implications of the Acquisition and the Transaction on Stratus and DIV will be consistent with the expected tax implications; the Transaction, if completed, will be successful; Stratus will meet its business objectives, including its objectives with respect to the future growth in the number of Master Franchisees; Stratus will make the required royalty payments required under the licence and royalty agreement and otherwise comply with its obligations under the agreements governing the Transaction; Stratus will not be adversely affected by the other risks facing its business; DIV may not complete any further royalty acquisitions in the U.S.; DIV may not increase its dividend in accordance with the currently expected timing or amounts; the Offering will close in accordance with the expected timing, or at all; the actual use of proceeds will be consistent with current expectations; the TSX will approve the Offering; DIV will be able to make monthly dividend payments to the holders of the Common Shares; or DIV will achieve any of its corporate objectives. Given these uncertainties, readers are cautioned that forward-looking information and financial outlook included in this news release are not guarantees of future performance, and such forward-looking information and financial outlook should not be unduly relied upon. More information about the risks and uncertainties affecting DIV's business and the businesses of its royalty partners can be found in the "Risk Factors" section of its Annual Information Form dated March 10, 2022 and the "Risk Factors" section of its management's discussion and analysis for the three and nine months ended September 30, 2022 that are available under DIV's profile on SEDAR at www.sedar.com.

In formulating the forward-looking statements contained herein, management has assumed that, among other things, all necessary consents and approvals for the Transaction, the Strat-B LP Credit Facility, the ML LP Credit Facility and the Offering will be obtained and the Transaction, the Strat-B LP Credit Facility, the ML LP Credit Facility and the Offering will be completed in accordance with the timing currently expected and on the currently contemplated terms; all conditions to the draws on the Acquisition Facility will be satisfied; Stratus will be successful in meeting its stated corporate objectives, including its growth targets; DIV will realize the expected benefits of the Transaction; the Stratus business will not suffer any material adverse effect; the actual tax implications of the Acquisition and the Transaction on Stratus and DIV will be consistent with the expected tax implications; and the business and economic conditions affecting DIV and Stratus will continue substantially in the ordinary course, including without limitation with respect to general industry conditions, general levels of economic activity and regulations. These assumptions, although considered reasonable by management at the time of preparation, may prove to be incorrect.

To the extent any forward-looking information in this news release constitute a "financial outlook" within the meaning of applicable securities laws, such information is being provided to assist investors in understanding the potential financial impact of the Transaction, the Strat-B LP Credit Facility, the ML LP Credit Facility, the dividend increase and the Offering on DIV.

All of the forward-looking information and financial outlook disclosed in this news release is qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance

that the actual results or developments contemplated thereby will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, DIV contemplated by such forward-looking information and financial outlook contained herein. The forward-looking information and financial outlook included in this news release is made as of the date of this news release and DIV assumes no obligation to publicly update or revise such information to reflect new events or circumstances, except as may be required by applicable law.

Non-IFRS Measures

Management believes that disclosing certain non-IFRS financial measures, non-IFRS ratios and supplementary financial measures provides readers with important information regarding the Corporation's financial performance and its ability to pay dividends, the performance of its royalty partners and the financial impacts to DIV of the Transaction. 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 Corporation, its royalty partners and the Transaction than investors would have if they simply considered IFRS measures alone. The non-IFRS financial measures, non-IFRS ratios and supplementary financial measures used in this news release 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 financial 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.

*The non-IFRS financial measures used in this news release are pro-forma adjusted revenue, which includes as components the following non-IFRS financial measures, DIV royalty entitlement, DIV royalty entitlement, net of NND Royalties LP expenses, run-rate adjusted revenue and pro-forma adjusted revenue, and pro-forma dividends declared. Run-rate adjusted revenue is calculated as DIV's adjusted revenue for the three months ended September 30, 2022 after deducting the non-recurring payment of deferred contractual royalties and management fees received from Mr. Mikes Restaurants Corporation in such quarter, multiplied by four for purposes of annualizing such amount. Pro-forma adjusted revenue is calculated as the run-rate adjusted revenue plus the amount of the estimated annual royalty payable by Stratus to Strat-B LP converted to Canadian dollars based upon a USD to CAD foreign exchange rate of 1.3378 as published by the Bank of Canada on November 10, 2022. DIV management believes pro-forma adjusted revenue provides useful information as it provides supplemental information regarding DIV's consolidated revenues after giving effect to the Transaction. Pro-forma dividends declared is calculated as the annualized dividend after giving effect to the increase thereto following completion of the Transaction multiplied by the sum of (X) being the number of DIV common shares issued and outstanding as of September 30, 2022, and (Y) the number of Common Shares required to be issued to fully repay in full the $47 million to be drawn on the Acquisition Facility to finance the Transaction (assuming an issuance price of $2.80 per share). For details as to how the Corporation calculates DIV royalty entitlement, DIV royalty entitlement, net of NND Royalties LP expenses, and adjusted revenue see its management discussion and analysis for the three and nine months ended September 30, 2022 ("**Q3 MD&A**"), a copy of which is available under DIV's profile on SEDAR at www.sedar.com.*

The following table reconciles revenue for the three months ended September 30, 2022 to adjusted revenue, run-rate adjusted revenue and pro-forma adjusted revenue:

(Cdn$000's)	**Q3 2022**	**Annualized**
Revenues	**11,641**	**46,564**
DIV Royalty Entitlement, net of NND Royalties LP expenses	1,250	5,000
Adjusted revenue	12,891	51,564
Adjustment:		
Mr. Mikes deferred contractual royalty and management fees collected	(603)	(2,412)
Run-rate Adjusted Revenue	**12,288**	**49,152**
Stratus contribution [(1)]		8,027
Pro-forma Adjusted Revenue		**57,179**

1) US$6.0 million – converted to Canadian dollars based upon USD to CAD foreign exchange rate of 1.3378 as published by the Bank of Canada on November 10, 2022.

*The non-IFRS ratios used in this news release are pro-forma payout ratio and run-rate payout ratio, which include as components thereof the following non-IFRS financial measures: normalized EBITDA, distributable cash, run-rate distributable cash, and pro-forma dividends declared. Run-rate distributable cash is calculated as DIV's distributable cash for the three months ended September 30, 2022 after deducting the non-recurring payment of deferred contractual royalties and management fees received from Mr. Mikes Restaurants Corporation in such quarter net of taxes at an assumed rate of 22% and adding back the interest paid on DIV's 5.25% convertible debentures maturing December 31, 2022. Pro-forma distributable cash is calculated as run-rate distributable cash plus the estimated annual royalty payable by Stratus to Strat-B Limited Partnership, less incremental operating expenses, interest expenses and taxes related to the Stratus Royalty, in each case, converted to Canadian dollars based upon a USD to CAD foreign exchange rate of 1.3378 as published by the Bank of Canada on November 10, 2022 to the extent applicable. Pro-forma payout ratio is calculated as pro-forma distributable cash divided by pro-forma dividends declared. DIV For details as to how the Corporation calculates normalized EBITDA and distributable cash see its management discussion and analysis for the three and nine months ended September 30, 2022 ("**Q3 MD&A**"), a copy of which is available under DIV's profile on SEDAR at www.sedar.com. DIV management believes the pro-forma payout ratio provides useful information as it provides supplemental information regarding DIV's ability to generate cash to pay dividends following the completion of the Transaction and the increase to the dividend.*

The following table reconciles net income for the three months ended September 30, 2022 to run-rate distributable cash and pro-forma distributable cash and illustrates the calculation of run-rate payout ratio and pro-forma payout ratio:

(Cdn$000's)	**Q3 2022**	**Annualized**
Net income	**6,728**	**26,912**
Interest expense on credit facilities	2,288	9,152
Income tax expense	2,862	11,448
Depreciation expense	25	100
EBITDA	11,903	47,612
Adjustments:		
Share-based compensation	267	1,068
Other finance costs, net	660	2,640
Fair value adjustment on financial instruments	(1,966)	(7,864)
Payment of lease obligations	(27)	(108)
DIV Royalty Entitlement, net of NND Royalties LP expenses	1,250	5,000
Normalized EBITDA	12,087	48,348
Add: interest income	18	72
Less: Distributions on exchangeable MRM units	(44)	(176)
Less: current tax expense	(1,822)	(7,288)
Less: interest expense on credit facilities	(2,288)	(9,152)
Distributable cash	7,951	31,804
Adjustments:		
Transaction cost	33	130
Interest on $5 million 2022 debentures being redeemed	66	263
Mr. Mikes deferred contractual royalty fees collected, net of taxes (1)	(440)	(1,761)
Run-Rate Distributable cash		**30,436**
Stratus Distributable Cash Contribution (2)		4,919
Interest on remaining acquisition facility, net of taxes (5)		(954)
Pro-forma Distributable cash		**34,401**
Dividends declared (3)		29,293
Run-rate payout ratio		**96.2%**

Pro-forma Dividends declared [4]	32,488
Pro-forma payout ratio	**94.4%**

1) Calculated as Mr. Mikes deferred contractual royalty and management fees collected of $603k in Q3 2022, less marginal income taxes applying an assumed rate of 27%
2) The Stratus Distributable Cash Contribution is calculated as the estimated initial royalty revenue from Stratus of US$6.0 million, less incremental operating expenses of $50 thousand, less interest expense of $2.051 million and taxes of $1.0 million (such figures calculated - based upon a USD to CAD foreign exchange rate of 1.3378 as published by the Bank of Canada on November 10, 2022)
3) Calculated as the number of DIV shares issued and outstanding as of September 30, 2022 (124,652,089) multiplied by the currant annualized dividend of $0.235
4) Calculated as DIV's new annualized dividend of $0.24 per share (assuming completion of the Transaction), multiplied by the sum of (X) the number of Common Shares issued and outstanding as of September 30, 2022 (124,652,089), and (Y) the number of Common Shares from a $30.0 million equity raise (assuming an issuance price of $2.80)
5) Calculated as interest of 6.95% on a remaining balance of $18.8 million (of an initial $47.0 million) on the Acquisition Facility, from estimated $28.2 million net proceeds of equity raise, net of taxes (assumed rate of 27%)

System Sales is a supplementary financial measure and is a reference to the top-line sales revenue reported to Stratus by all Stratus franchisees. System sales is a supplementary financial measure and does not have a standardized meaning prescribed by IFRS. The Corporation, believes system sales is a useful measure as it provides investors with an indication of performance of the franchisees underlying Stratus' business. The Corporation's method of calculating system sales may differ from those of other issuers or companies and, accordingly, system sales may not be comparable to similar measures used by other issuers or companies.

Third Party Information

This news release includes information obtained from third party reports and other publicly available sources as well as financial statements and other reports provided to DIV by its royalty partners and Stratus. 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 has not independently verified any of the information from third party sources referred to in this news release nor ascertained the underlying assumptions relied upon by such sources.

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THE TORONTO STOCK EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR THE ACCURACY OF THIS RELEASE.

Additional Information

Additional information relating to the Corporation and other public filings, is available on SEDAR at www.sedar.com.

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