**Management's Discussion and Analysis**

**For the three months and year ended December 31, 2022**

**March 9, 2023**

## 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 and year ended December 31, 2022 should be read in conjunction with the Company’s consolidated financial statements for year ended December 31, 2022 (the “2022 Financial Statements”). The 2022 Financial Statements are presented in thousands of Canadian dollars and are prepared in accordance with International Financial Reporting Standards (“IFRS”).

Additional information related to the Company, including its Annual Information Form dated March 9, 2023 for the year ended December 31, 2022, is available on SEDAR at www.sedar.com.

Statements made in this MD&A and in the 2022 Financial Statements are subject to the risks and uncertainties identified under the headings “Risk Factors” and “Forward Looking Statements” and those identified elsewhere in this MD&A.

### DESCRIPTION OF NON-IFRS FINANCIAL MEASURES, NON-IFRS RATIOS AND SUPPLEMENTARY FINANCIAL MEASURES

#### Non-IFRS Financial Measures

Readers are cautioned that, in addition to reported results, the Company has also included non-IFRS financial measures that are historical, non-IFRS ratios and supplementary financial measures to assess its results and the results of its Royalty Partners (as defined below) in this MD&A. Non-IFRS financial measures are utilized to assess the Company’s business and to measure the Company’s overall performance. Non-IFRS financial measures used in this MD&A include EBITDA, normalized EBITDA, distributable cash, DIV Royalty Entitlement, DIV Royalty Entitlement net of NND Royalties LP Expenses, adjusted royalty income and adjusted revenue. Non-IFRS ratios are ratios that include a non-IFRS financial measure as one or more of its components. Non-IFRS ratios used in this MD&A include distributable cash per share and payout ratio. Supplementary financial measures used in this MD&A include same stores sales growth or SSSG and system sales of certain of DIV’s Royalty Partners.

Management believes that disclosing certain non-IFRS financial measures, non-IFRS ratios and supplementary financial measures provides readers of this MD&A with important information regarding the Company’s financial performance and its ability to pay dividends and the performance of its Royalty Partners. 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 and its Royalty Partners 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 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.

*DIV Royalty Entitlement, Adjusted Royalty Income and Adjusted Revenue*

DIV Royalty Entitlement, adjusted royalty income and adjusted revenue are reported to allow readers to assess the performance of DIV’s royalty arrangement with Nurse Next Door (as defined below) on a basis consistent with the royalties received from DIV’s other Royalty Partners. Under IFRS, DIV is required to record its investment in NND Royalties LP (as defined below) as a financial instrument and the income earned from this investment as finance income, which does not allow for a direct comparison of the income received from this investment to the royalties received from DIV’s other Royalty Partners, which attract different treatment under IFRS. The most comparable IFRS measure to DIV Royalty Entitlement is “distributions received from NND LP” on the 2022 Financial Statements. DIV Royalty Entitlement is calculated as distributions received from NND LP plus NND Royalties LP expenses, which include legal, audit, tax and advisory services. Note that distributions received from NND LP is derived from the royalty paid by Nurse Next Door to NND LP. Adjusted royalty income is calculated as royalty income, plus the DIV Royalty Entitlement received by NND Royalties LP from Nurse Next Door. Adjusted revenue is calculated as adjusted royalty income plus management fees. The table under the section “DIV Royalty Entitlement net of NND Royalties LP Expenses” provides a reconciliation of DIV Royalty Entitlement to Distributions received from NND LP on the financial statements and the table under the section “Royalty Pools” provides a reconciliation of adjusted royalty income and adjusted revenue to royalty income, the most comparable IFRS measure disclosed in the financial statements.

*DIV Royalty Entitlement net of NND Royalties LP Expenses*

DIV Royalty Entitlement net of NND Royalties LP expenses is calculated as the DIV Royalty Entitlement less expenses related to NND Royalties LP, which include legal, audit, tax and advisory services. In addition to net income and cash flow from operations, DIV Royalty Entitlement net of NND Royalties LP expenses is a useful supplemental measure as it provides investors with an indication of cash available for distribution generated by NND Royalties LP.

The following table reconciles these non-IFRS financial measures to the most directly comparable IFRS measure disclosed in the financial statements:

| (000's) | Three months ended December 31, 2022 | 2021 | Year ended December 31, 2022 | 2021 |
|---|---|---|---|---|
| Distributions received from NND LP | $ 1,269 | $ 1,238 | $ 5,005 | $ 4,906 |
| Add: NND Royalties LP expenses | - | 4 | 21 | 19 |
| DIV Royalty Entitlement | 1,269 | 1,242 | 5,026 | 4,925 |
| Less: NND Royalties LP expenses | - | (4) | (21) | (19) |
| **DIV Royalty Entitlement, net of NND Royalties LP expenses** | **$ 1,269** | **$ 1,238** | **$ 5,005** | **$ 4,906** |

*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, other finance costs, the fair value adjustment on financial instruments and payment of lease obligations, but including the DIV Royalty Entitlement net of expenses related to NND Royalties LP. While EBITDA and normalized EBITDA are not recognized measures under IFRS, management of the Company believes that, in addition to net income, EBITDA and normalized EBITDA are useful supplemental measures as they provide investors with an indication of cash available for distribution prior to debt service needs, litigation expenditures and interest income, as applicable. The methodologies used by the Company to determine EBITDA and normalized EBITDA may differ from those utilized by other issuers or companies and, accordingly, EBITDA and 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 EBITDA and 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 of these non-IFRS financial measures to net income or loss, the most comparable IFRS measure disclosed in the financial statements.

*Distributable Cash*

Distributable cash is defined as Normalized EBITDA less interest expense on the credit facilities, less distributions on MRM Units held by Mr. Mikes, less current income tax expense, plus interest income. Management believes that distributable cash provides investors with useful information about the amount of cash the Company has generated to cover dividends on its common shares during the applicable period. Readers should be cautioned, however, that distributable cash should not be construed as an alternative to the statement of cash flows as a measure of liquidity and cash flows of the Company. The Company's method of calculating distributable cash may differ from that of other issuers and companies and, accordingly, distributable cash may not be comparable to similar measures used by other issuers or companies. The table under the section "EBITDA, Normalized EBITDA, and Distributable Cash" provides a reconciliation of this non-IFRS financial measure to net income and cash flows from operating activities, the most comparable IFRS measures disclosed in the financial statements.

**Non-IFRS Ratios**

*Distributable Cash per Share*

Distributable cash per share is a non-IFRS ratio that does not have a standardized meaning prescribed by IFRS, and therefore may not be comparable to similar ratios presented by other issuers. Distributable cash per share is defined as distributable cash divided by the weighted average number of common shares outstanding during the period. The Company's method of calculating distributable per share cash may differ from that of other issuers and companies and, accordingly, distributable cash may not be comparable to similar measures used by other issuers or companies.

*Payout Ratio*

The payout ratio is calculated by dividing the dividends per share during the period by the distributable cash per share generated in that period. The payout ratio is a non-IFRS ratio and is not recognized under IFRS, however, management of the Company believes that it provides supplemental information regarding the extent to which the Company distributes cash as dividends, 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.

**Supplementary Financial Measures**

*Same Store Sales Growth or SSSG and System Sales*

Same store sales growth or SSSG is the percentage increase in top-line store sales ("System Sales") over the prior comparable period for locations that are included in the Mr. Lube Royalty Pool, the Oxford Royalty Pool, the Amended Mr. Mikes Royalty Pool (as defined below) or the Prior Mr. Mikes Royalty Pool (as defined below), as applicable, and were open in both the current and prior periods, excluding stores that were permanently closed. Same store sales growth is a supplementary 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 included in the Mr. Lube Royalty Pool, Oxford locations in the Oxford Royalty Pool, Mr. Mikes Restaurants in the Amended Mr. Mikes Royalty Pool or the Prior Mr. Mikes Royalty Pool, as applicable. 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.

**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 2022 Financial Statements include certain additional IFRS measures where management considers such information to be useful to understanding the Company's financial results.

**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, a non-IFRS measure, by making accretive royalty purchases. These objectives are intended to allow the Company to pay a dividend to shareholders, while increasing the dividend as distributable cash per share allows. Refer to the "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" section of this MD&A.

The Company's revenue for the year ended December 31, 2022 consists of royalties and management fees that are contractually agreed to between the Company and its Royalty Partners:

- Mr. Lube Canada Limited Partnership ("Mr. Lube"): royalties are based on the top-line system sales of Mr. Lube stores in the royalty pool (the "Mr. Lube Royalty Pool"). As at December 31, 2022, Mr. Lube had 166 locations and 165 locations as of the date of this MD&A, of which 139 were in the Mr. Lube Royalty Pool. In addition to the royalty, Mr. Lube is required to pay the Company a management fee of approximately $0.2 million per year for strategic and other services. See "Mr. Lube" below for further information.
- 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"). See "AIR MILES® Reward Program" below for further information.
- Sutton Group Realty Services Ltd. ("Sutton"): royalties are based on the number of Sutton agents in the royalty pool (the "Sutton Royalty Pool"). As at December 31, 2022, there were 5,400 agents in the Sutton Royalty Pool. In addition to the royalty, Sutton is required to pay the Company a management fee of approximately $0.1 million per year for strategic and other services. See "Sutton" below for further information.
- Oxford Learning Centres, Inc. ("Oxford"): royalties are based on the system sales of Oxford locations in the royalty pool (the "Oxford Royalty Pool"). As at December 31, 2022, Oxford had 158 locations, of which 146 were in the Oxford Royalty Pool. In addition, Oxford is required to pay the Company a management fee of approximately $0.04 million per year for strategic and other services. See "Oxford" below for further information.
- Mr. Mikes Restaurants Corporation ("Mr. Mikes"): On November 9, 2022 DIV and certain of its subsidiaries along with Mr. Mikes entered into the Amended MRM Royalty Agreements (as defined below), which have retroactive effect to June 13, 2022. Pursuant to the Amended MRM Royalty Agreements, the Mr. Mikes royalties are, as of June 13, 2022, based on the actual system sales of the Mr. Mikes restaurants in the royalty pool, which was comprised of 44 Mr. Mikes Restaurants (the "Amended Mr. Mikes Royalty Pool"). As at December 31, 2022, Mr. Mikes had 45 restaurants, of which 44 are in the Amended Mr. Mikes Royalty Pool. See "Royalty Pools – Mr. Mikes – Amended MRM Royalty Agreements" below for further information. For periods up to June 13, 2022, (i) royalties were based on the notional system sales of Mr. Mikes restaurants in the Mr. Mikes Royalty Pool, which was comprised of 38 Mr. Mikes Restaurants (the "Prior Mr. Mikes Royalty Pool") prior to the Amended MRM Royalty Agreements becoming effective. In addition to the royalty, Mr. Mikes is required to pay the Company a management fee of approximately $0.04 million per year for strategic and other services. See "Mr. Mikes" below for further information.
- Nurse Next Door Professional Homecare Services Inc. ("Nurse Next Door"): DIV's royalty entitlement from Nurse Next Door, a non-IFRS measure (the "DIV Royalty Entitlement"), is currently equal to $0.42 million per month, and grows at a fixed rate of 2.0% per annum. In addition to the royalty, Nurse Next Door is required to pay the Company a management fee of approximately $0.08 million per year for strategic and other services. See "Nurse Next Door" below for further information, and refer to the "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" section of this MD&A.
- Stratus Building Solutions Franchising, LLC ("Stratus" a US based company): royalties are based on a fixed monthly payment equal to US$6.0 million per annum which grows at a rate of 5% in 2023, 2024, 2025 and 2026 and 4% thereafter. As of December 31, 2022, Stratus had 69 master franchise locations. See "Stratus" below for further information.

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, Sutton, Mr. Mikes, Oxford, Nurse Next Door and Stratus 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. See "Risk Factors" for further information.

## FINANCIAL HIGHLIGHTS

| | Three months ended December 31, | | Year ended December 31, | |
|---|---|---|---|---|
| **(000's except per share amounts and SSSG%)** | **2022** | **2021** | **2022** | **2021** |
| *Consolidated:* | | | | |
| Revenue | $ 12,720 | $ 10,636 | $ 45,183 | $ 37,281 |
| Adjusted revenue[1, 2] | 13,989 | 11,878 | 50,209 | 42,206 |
| Royalty income | 12,586 | 10,511 | 44,650 | 36,818 |
| Adjusted royalty income[1, 2] | 13,855 | 11,753 | 49,676 | 41,743 |
| Normalized EBITDA[2] | 12,851 | 11,140 | 46,547 | 39,278 |
| Distributable cash[2] | 9,307 | 7,937 | 32,296 | 27,924 |
| Income from operations[3] | 3,640 | 11,270 | 32,782 | 34,830 |
| Net income (loss) - basic[3] | (4,506) | 8,230 | 15,561 | 23,518 |
| Net income (loss) - diluted[3] | (4,506) | 8,781 | 15,561 | 25,722 |
| Dividends declared | 7,653 | 6,628 | 28,045 | 25,093 |
| Weighted average number of shares outstanding - basic | 131,552 | 122,350 | 125,607 | 121,867 |
| Weighted average number of shares outstanding - diluted | 131,552 | 135,961 | 126,834 | 135,549 |
| Basic income (loss) per share[3] | $ (0.03) | $ 0.07 | $ 0.12 | $ 0.19 |
| Diluted income (loss) per share[3] | (0.03) | 0.06 | 0.12 | 0.19 |
| Distributable cash per share[2] | 0.07 | 0.06 | 0.26 | 0.23 |
| Dividends declared per share | 0.06 | 0.05 | 0.22 | 0.21 |
| Total assets[4] | $ 458,450 | $ 380,764 | $ 458,450 | $ 380,764 |
| Total non-current financial liabilities[4] | 202,725 | 114,900 | 202,725 | 114,900 |
| *Adjusted Revenue [2] by Royalty Partner* | | | | |
| Mr. Lube | $ 6,748 | $ 5,752 | $ 23,935 | $ 19,459 |
| AIR MILES | 1,453 | 1,772 | 6,497 | 6,570 |
| Mr. Mikes[5] | 1,223 | 1,047 | 5,136 | 3,350 |
| Nurse Next Door[1] | 1,289 | 1,262 | 5,106 | 5,002 |
| Sutton | 1,076 | 1,055 | 4,256 | 4,175 |
| Oxford | 1,160 | 990 | 4,239 | 3,650 |
| Stratus[6] | 1,040 | - | 1,040 | - |
| Mr. Lube SSSG[2] | 17.0% | 20.7% | 17.9% | 15.8% |
| Oxford SSSG[2, 7] | 16.1% | 14.0% | 15.3% | 9.5% |
| Mr. Mikes SSSG[2] | 36.1% | 10.5% | 31.2% | 7.2% |

1) 2022 and 2021 figures include the impact of the DIV Royalty Entitlement and management fees received from Nurse Next Door. Refer to the "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" section of this MD&A.
2) Adjusted revenue, adjusted royalty income, normalized EBITDA, and distributable cash are non-IFRS financial measures and as such, do not have standardized meanings under IFRS. Distributable cash per share is a non-IFRS ratio and SSSG is a supplementary financial measure. For additional information regarding these financial metrics, refer to the sections "Royalty Pools", "EBITDA, Normalized EBITDA and Distributable Cash" and "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" in this MD&A.
3) A non-cash impairment loss of $18.4 million was recorded during the year ended December 31, 2022 related to the AM Rights and SGRS Rights (defined below), offset by a $10.8 million impairment reversal related to the MRM Rights and OX Rights. A non-cash impairment reversal of $6.9 million was recorded during the year ended December 31, 2021 related to the MRM Rights and OX Rights, offset by a $5.2 million impairment loss related to the AM Rights. For additional information see "Results of Operations – Impairment of Intangible Assets".
4) At period end.
5) For the three months and year ended December 31, 2022, Mr. Mikes adjusted revenue includes payments of $0.19 million and $1.34 million, respectively, representing partial payment of deferred contractual royalty fees and deferred contractual management fees, which has been recognized as revenue upon collection.
6) Stratus adjusted revenue for the year ended December 31, 2022 was US$0.77 million, translated at a foreign exchange rate of $1.3521 to US$1.
7) After the impact of foreign currency translation, SSSG was 17.1% for the three months and 15.9% for the year ended December 31, 2022, compared to 13.5% for the three months and 8.4% for the year ended December 31, 2021.

## ROYALTY POOLS

The following table reconciles the non-IFRS financial measures of adjusted royalty income and adjusted revenue to royalty income, the most directly comparable IFRS measure disclosed in the financial statements:

| (000's) | Three months ended December 31, 2022 | Three months ended December 31, 2021 | Year ended December 31, 2022 | Year ended December 31, 2021 |
|---|---|---|---|---|
| Mr. Lube | $ 6,690 | $ 5,695 | $ 23,708 | $ 19,236 |
| AIR MILES® | 1,453 | 1,772 | 6,497 | 6,570 |
| Mr. Mikes | 1,206 | 1,037 | 5,060 | 3,337 |
| Oxford | 1,150 | 980 | 4,199 | 3,610 |
| Sutton | 1,047 | 1,027 | 4,146 | 4,065 |
| Stratus[2] | 1,040 | - | 1,040 | - |
| **Royalty income** | **$ 12,586** | **$ 10,511** | **$ 44,650** | **$ 36,818** |
| DIV Royalty Entitlement[1] | 1,269 | 1,242 | 5,026 | 4,925 |
| **Adjusted royalty income[1]** | **$ 13,855** | **$ 11,753** | **$ 49,676** | **$ 41,743** |
| Management fees | 134 | 125 | 533 | 463 |
| **Adjusted revenue[1]** | **$ 13,989** | **$ 11,878** | **$ 50,209** | **$ 42,206** |

1) Adjusted royalty income and adjusted revenue are non-IFRS financial measures and as such, do not have standardized meanings under IFRS. For additional information regarding these financial metrics, refer to "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" in this MD&A.

2) Stratus royalty income for the year ended December 31, 2022 was US$0.77 million, translated at a foreign exchange rate of $1.3521 to US$1.

### Mr. Lube

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 a 99 year term ending on August 19, 2114, in exchange for a royalty payment currently equal to 7.95% of the system sales of flagship Mr. Lube locations in the Mr. Lube Royalty Pool, 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 flagship Mr. Lube locations in the Mr. Lube Royalty Pool.

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 and to remove Mr. Lube locations that have been permanently closed during the previous year. See "Mr. Lube Royalty Rate Increase and Mr. Lube Royalty Pool Additions" below.

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, two of which options have previously been exercised. Specifically, 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%, and on May 1, 2021, the royalty rate paid by Mr. Lube on non-Tire Sales was further increased by 0.5% to 7.95%. The royalty rate on Tire Sales remains unchanged at 2.5%. See "Mr. Lube Royalty Rate Increase and Mr. Lube Royalty Pool Additions" below. As consideration for the Mr. Lube Royalty Rate increases, Mr. Lube is entitled to exchange certain limited partnership units of ML LP for DIV shares, or cash at DIV's election, based on a formula that is intended to be accretive to DIV.

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

*Mr. Lube Royalty Rate Increase and Mr. Lube Royalty Pool Additions*

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 Amendment") to confirm the terms on which: (i) the Mr. Lube Royalty Rate on non-Tire Sales at flagship locations would be increased by 0.5% from 7.45% to 7.95% effective May 1, 2021, and (ii) the Mr. Lube Royalty Pool would be adjusted to include royalties from 13 additional Mr. Lube locations effective May 1, 2021. A copy of the LP Amendment has been filed on SEDAR at www.sedar.com.

The LP Amendment provides that the consideration payable to Mr. Lube for the second Mr. Lube Royalty Rate increase on non-Tire Sales on May 1, 2021 from 7.45% to 7.95% was to be calculated based on a 7.25x multiple of the incremental annual royalty revenue from such increase, which consideration was required to be paid in cash. The total consideration for the increase of the Mr. Lube Royalty Rate of $8.3 million was paid to Mr. Lube on May 1, 2021 in cash and recorded as an addition to intangible assets.

The LP Amendment also 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 was 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 was required to be paid in cash. The initial consideration paid to Mr. Lube on May 1, 2021 for the estimated net additional royalty revenue from the 13 Mr. Lube locations added to the Mr. Lube Royalty Pool was $7.7 million, representing 80% of the total estimated consideration of $9.6 million payable. After adjusting to reflect the actual system sales of 7 of the 13 locations for the year ending December 31, 2021, DIV paid Mr. Lube the remaining $1.6 million of cash consideration for the net additional royalty revenue related to such 7 of the 13 locations on May 1, 2022. 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. As at December 31, 2022, the remaining consideration payable to Mr. Lube was adjusted to $2.8 million from $1.0 million, reflecting the actual system sales of these locations for the year ending December 31, 2022, which was recorded to accounts payable and accrued liabilities.

On May 1, 2022, the Mr. Lube Royalty Pool was adjusted to include the royalties from 6 new flagship Mr. Lube locations and remove 2 flagship Mr. Lube locations that permanently closed. With the adjustment for these 4 net new openings, the Mr. Lube Royalty Pool now includes 139 flagship locations. The initial consideration paid to Mr. Lube for the estimated net additional royalty revenue was $3.4 million, representing 80% of the total estimated consideration of $4.3 million. The incremental royalty revenue to DIV is estimated to be $0.44 million per annum. The initial consideration of $3.4 million was elected by DIV to be paid in the form of 1,083,063 common shares of DIV on the basis of the 20-day volume weighted average closing price of the common shares for the period ended April 25, 2022 of $3.1592 per common share. In exchange for the addition to the Mr. Lube Royalty Pool, Mr. Lube received the right to exchange Class B LP units of ML LP for common shares of DIV. The remaining 20% consideration payable for the additional royalty revenue related to the 6 locations will be paid to Mr. Lube on May 1, 2023 in either cash or shares, at DIV's election. As at December 31, 2022, the remaining consideration payable to Mr. Lube was adjusted to $2.6 million from $0.9 million reflecting the actual system sales of the 6 locations for the year ending December 31, 2022, and recorded to exchangeable units and other, given DIV's intention to pay the remaining consideration in shares (the "Additional Shares"). ML LP will also be required to pay Mr. Lube an amount of approximately $0.2 million in cash on May 1, 2023 equal to the dividends Mr. Lube would have received during the period from May 1, 2022 to May 1, 2023 had the Additional Shares been issued on May 1, 2022. In addition, Mr. Lube elected to defer the third royalty rate increase until the next adjustment date in respect of which the Mr. Lube royalty rate is eligible to be increased (subject to Mr. Lube's right to further defer the increase to the Mr. Lube royalty rate at such date).

*Fourth Quarter*

System sales, a supplementary financial measure, reported by Mr. Lube for the Mr. Lube locations within the Mr. Lube Royalty Pool were $91.5 million in the fourth quarter of 2022, compared to $75.9 million in the fourth quarter of 2021. SSSG for the Mr. Lube locations within the Mr. Lube Royalty Pool was reported by Mr. Lube as 17.0% in the fourth quarter of 2022, compared to SSSG of 20.7% in the fourth quarter of 2021, primarily due to the continued growth in Mr. Lube's maintenance, tire and mechanical service offerings, the incremental tire sales related to winter weather readiness and price increases. Refer to the "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" section of this MD&A.

Royalty income was $6.7 million in the fourth quarter of 2022, an increase of 17.5% compared to the fourth quarter of 2021. The increase in royalty income was due to strong SSSG as well as the addition of 4 net new stores to the Mr. Lube royalty pool on May 1, 2022.

*Year*

System sales reported by Mr. Lube for the Mr. Lube locations within the Mr. Lube Royalty Pool were $313.8 million for the year ended December 31, 2022, compared to $256.6 million in 2021. SSSG for the Mr. Lube locations within the Mr. Lube Royalty Pool was reported by Mr. Lube as 17.9% for the year ended December 31, 2022, compared to SSSG of 15.8% in 2021, primarily due to resumption of consumer pre-pandemic activities and associated vehicle service intervals, price increases, the continued growth in Mr. Lube's maintenance, tire and mechanical service offerings, the increase in tire sales and the effectiveness of Mr. Lube's targeted multimedia campaigns. Refer to the "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" section of this MD&A.

Royalty income increased to $23.7 million for the year ended December 31, 2022, compared to $19.2 million for the year ended December 31, 2021. The increase in royalty income was due to positive SSSG, the addition of 4 net new stores to the Mr. Lube Royalty Pool on May 1, 2022, the addition of 13 stores to the Mr. Lube Royalty Pool on May 1, 2021 as well as the increase in the Mr. Lube Royalty Rate on May 1, 2021.

Readers are referred to the consolidated financial statements and MD&A of Mr. Lube for the three months and year ended December 31, 2022, copies of which are available on SEDAR at www.sedar.com. Refer to the "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" section of this MD&A.

**AIR MILES® Reward Program**

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 the 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. Gross billings for the AIR MILES® Reward Program is derived from several AIR MILES® metrics, with AIR MILES® reward miles issued being the primary metric, and other metrics including AIR MILES® reward miles redeemed, service revenue, commissions and promotional items. Variations in these metrics collectively affect DIV's royalty income under the AIR MILES® Licenses. LoyaltyOne was a subsidiary of Alliance Data Systems Inc.

(“ADS”), a NYSE listed company until November 5, 2021, when it was spun-off into a new independent US-based, publicly traded company, Loyalty Ventures Inc. (“LoyaltyVentures”).

*Fourth Quarter*

As of the date of this MD&A, Loyalty Ventures has not issued a news release regarding the Q4 2022 and full year performance of the AIR MILES® reward program.

In the fourth quarter of 2022, royalty income of $1.5 million was generated from the AIR MILES® Licenses, a decrease of 18.0% compared to the fourth quarter of 2021. DIV’s royalty payment is derived from several AIR MILES® metrics, with AIR MILES® reward miles issued being the primary metric, and other metrics including AIR MILES® reward miles redeemed, service revenue, commissions and promotional items, all of which affect quarterly variability.

*Year*

For the year ended December 31, 2022, royalty income of $6.5 million was generated from the AIR MILES® Licenses, a decrease of 1.1% compared to the year ended December 31, 2021.

**Sutton**

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”).

On June 19, 2015, SGRS LP licensed the SGRS Rights to Sutton for 99 years in exchange for a monthly royalty payment (the “Sutton Royalty Rate”), based on the number of agents in the Sutton Royalty Pool. The Sutton Royalty Rate grows by 2.0% per year, effective July 1st of each year. On July 1, 2022, the monthly Sutton Royalty Rate was increased from $63.347 per agent to $64.614 per agent. There are currently 5,400 agents in the Sutton Royalty Pool.

*Fourth Quarter and Year*

Royalty income was $1.0 million for the three months and $4.1 million for the year ended December 31, 2022, which reflects the contractual 2% annual increase in the royalty effective July 1st of each year.

**Oxford**

OX Royalties Limited Partnership (“OX LP”), an entity controlled by DIV, owns the trademarks and certain other intellectual property rights utilized by Oxford in its franchised supplementary education services business (the “Oxford Rights”).

On February 20, 2020, OX LP licensed the Oxford Rights to Oxford for 99 years in exchange for a royalty equal to 7.67% of the gross sales (the “Oxford Royalty Rate”) from Oxford’s 146 franchise and corporate locations in Canada and the United States included in the royalty pool (the “Oxford Royalty Pool”). So long as certain royalty coverage tests are met, Oxford is eligible to add new Oxford locations to the Oxford Royalty Pool on May 1st of each year. In consideration for the addition of net new Oxford locations into the Oxford Royalty Pool, Oxford will be entitled, subject to TSX approval, to exchange certain of the limited partnership units of OX LP held by Oxford for common shares of DIV, or cash at DIV’s election.

Oxford will also, subject to meeting certain performance criteria, be provided opportunities to increase the Oxford Royalty Rate in six 0.25% increments during the life of the royalty. In consideration for each incremental Oxford Royalty Rate increase, Oxford will be entitled, subject to TSX approval, to exchange certain of the limited partnership units of OX LP for common shares of DIV, or cash at DIV’s election.

*Fourth Quarter*

System sales, a supplementary financial measure, reported by Oxford for the Oxford locations within the Oxford Royalty Pool were $14.8 million in the fourth quarter of 2022, compared to $12.8 million in the fourth quarter of 2021. Oxford reported that Oxford locations in the Oxford Royalty Pool generated SSSG, a supplementary financial measure, on a constant currency basis of 16.1% in the fourth quarter of 2022 (after the impact of foreign currency translation, SSSG was 17.1%), compared to 14.0% in the fourth quarter of 2021 (after the impact of foreign currency translation, SSSG was 13.5%).

Building off a strong second and third quarter, Oxford’s fourth quarter saw a sustained recovery with system sales comparable to pre-pandemic levels. Royalty income from Oxford was $1.2 million in the fourth quarter of 2022, compared to $1.0 million in the fourth quarter in 2021 due to positive SSSG.

*Year*

System sales within the Oxford Royalty Pool were $54.3 million for the year ended December 31, 2022, compared to $47.1 million for the year ended December 31, 2021. Oxford reported that Oxford locations in the Oxford Royalty Pool generated SSSG on a constant currency basis of 15.3% for the year ended December 31, 2022 (after the impact of foreign currency translation, SSSG was 15.9%), compared to 9.5% for the year ended December 31, 2021 (after the impact of foreign currency translation, SSSG was 8.4%).

Royalty income from Oxford was $4.2 million for the year ended December 31, 2022, compared to $3.6 million for the year ended December 31, 2021 due to positive SSSG.

In March 2022, most Ontario government mandated COVID-19 restrictions were lifted (with Ontario being Oxford's largest market), including most mandatory vaccination, masking requirements and distance restrictions. During the first quarter of 2022, Oxford saw a transition back to in-person tutoring for many locations, a trend that continued into the remaining quarters of 2022 with system sales returning to pre-pandemic levels. In addition, May and June 2022 system sales were the strongest May and June in Oxford's history. Refer to the "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" section of this MD&A.

**Mr. Mikes**

MRM Royalties Limited Partnership ("MRM LP"), an entity controlled by the Company, owns the trademarks and certain related other intellectual property rights utilized by Mr. Mikes in its restaurant business (the "MRM Rights").

On May 20, 2019, MRM LP licensed the MRM Rights to Mr. Mikes for 99 years, in exchange for an initial royalty payment equal to 4.35% of notional system sales of the Mr. Mikes restaurants in the Prior Mr. Mikes Royalty Pool. As a result of the Amended MRM Royalty Agreements (defined below), effective June 13, 2022, Mr. Mikes pays a royalty to MRM LP equal to 4.35% of the gross sales of the Mr. Mikes restaurants in the Amended Mr. Mikes Royalty Pool, as the same may be adjusted from time to time in accordance with the terms of the Amended MRM Royalty Agreements (defined below).

*Amended MRM Royalty Agreements*

On November 9, 2022, DIV, MRM LP, MRM Royalties GP Inc. ("MRM GP") and Mr. Mikes, as applicable, entered into an Amended and Restated Licence and Royalty Agreement, an Amended and Restated Agreement of Limited Partnership of MRM LP, an Amended and Restated Governance Agreement, an Amended and Restated General Security Agreement and an amendment to the Promissory Note in the outstanding amount of approximately $4.95 million (the "Amended Note") which was issued by MRM LP to Mr. Mikes as deferred purchase price in connection with the initial acquisition of the MRM Rights in 2019 (collectively, the "Amended MRM Royalty Agreements"). The Amended MRM Royalty Agreements are retroactively effective as of June 13, 2022.

Pursuant to the Amended MRM Royalty Agreements, Mr. Mikes pays a royalty to MRM LP equal to 4.35% (the "Mr. Mikes Royalty Rate") of the gross sales of the Mr. Mikes restaurants in the Amended Mr. Mikes Royalty Pool, which royalty pool was amended to include all 44 Mr. Mikes restaurants in operation as of June 13, 2022.

Mr. Mikes will continue to be permitted, on April 1st of each year, to add eligible new Mr. Mikes locations to the Amended Mr. Mikes Royalty Pool, subject to meeting certain revised performance criteria set forth in the Amended MRM Royalty Agreements. In consideration for the addition of net new eligible Mr. Mikes locations to the Amended Mr. Mikes Royalty Pool, Mr. Mikes will initially be entitled to payment in cash, which payments will be deducted against the outstanding balance owing by MRM LP on the Amended Note, and thereafter to exchange certain units of MRM LP held by Mr. Mikes for common shares of DIV (subject to the approval of the Toronto Stock Exchange ("TSX")), or cash at DIV's election, based on an amended formula which is intended to be accretive to DIV shareholders.

Mr. Mikes will continue to be permitted, subject to meeting certain revised performance criteria set forth in the Amended MRM Royalty Agreements, to increase the Mr. Mikes Royalty Rate in six, 0.25% increments during the life of the Royalty. In consideration for each incremental royalty rate increase, Mr. Mikes will be entitled, subject to TSX approval, to exchange certain units of MRM LP held by Mr. Mikes for common shares of DIV, or cash at DIV's election, based on an amended formula, which is intended to be accretive to DIV shareholders.

As part of the Amended MRM Royalty Agreements, Mr. Mikes agreed to pay 50% of the outstanding deferred contractual royalty and management fees of $0.4 million to MRM LP and DIV on or before November 24, 2022 with the balance to be paid in four equal payments on or before the end of each quarter in 2023.

No amendments were made to the Exchange Agreement between DIV, MRM LP and Mr. Mikes dated May 20, 2019, the Management Agreement between DIV and Mr. Mikes dated May 20, 2019 or MRM LP's credit facility in connection with the Amended MRM Royalty Agreements.

DIV believes that moving to a variable top line royalty, as opposed to a royalty based on fixed notional system sales with a contractual increase of 2% per annum, better aligns both DIV and Mr. Mikes going forward.

The foregoing is a summary of certain terms of the Amended MRM Royalty Agreements, and does not purport to be complete. For further details, see the full terms of the Amended and Restated Licence and Royalty Agreement, the Amended and Restated Agreement of Limited Partnership of MRM LP, and the Amended and Restated Governance Agreement, copies of are available under DIV's profile on SEDAR at www.sedar.com.

*Fourth Quarter*

Under the Amended Mr. Mikes Royalty Pool structure, Mr. Mikes reported that SSSG, a supplementary financial measure, for Mr. Mikes restaurants in the Amended Mr. Mikes Royalty Pool was approximately 36.1% in the fourth quarter of 2022 compared to 10.5% for the fourth quarter of 2021, which included stores that were temporarily closed due to the COVID-19 pandemic.

Royalty income from Mr. Mikes was $1.2 million in the fourth quarter of 2022, which includes a one-time payment of $0.2 million, received in November 2022 to DIV and its subsidiary MRM Royalties LP representing partial payment of deferred contractual royalty fees and deferred contractual management fees, compared to $1.0 million in the fourth quarter of 2021. No portion of the royalty or management fees for Q4 2022 were deferred.

*Year*

Under the Amended Mr. Mikes Royalty Pool structure, Mr. Mikes reported that SSSG for Mr. Mikes restaurants in the Amended Mr. Mikes Royalty Pool was approximately 31.2% for the year ended December 31, 2022, compared to 7.2% for the year ended December 31, 2021, which included stores that were temporarily closed due to the COVID-19 pandemic.

Royalty income from Mr. Mikes was $5.1 million for year ended December 31, 2022, which includes three payments of $0.5 million, $0.6 million and $0.2 million, received in March 2022, September 2022 and November 2022, respectively to DIV and its subsidiary MRM Royalties LP representing partial payment of deferred contractual royalty fees and deferred contractual management fees. DIV collected 90% of the royalty amount for the year ended December 31, 2022. DIV continued to provide Mr. Mikes with royalty and management fee relief in the first half of 2022 by way of further partial deferrals of the contractual fixed royalty amount and management fees. As of December 31, 2022, DIV has deferred a total of $0.2 million of contractual amounts otherwise owing, which have not been recognized into revenue, which shall be paid as set forth in the Amended MRM Royalty Agreements.

As at the end of Mr. Mikes' fourth quarter of 2022, Mr. Mikes reported positive working capital and no senior debt outstanding on its operating line of credit. Mr. Mikes has also advised DIV that Mr. Mikes was in compliance with the financial covenants under its operating line of credit at the end of the fourth quarter of 2022. Refer to the "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" section of this MD&A.

**Nurse Next Door**

On November 15, 2019, NND Royalties Limited Partnership ("NND Royalties LP") licensed the trademarks and certain other intellectual property rights utilized by Nurse Next Door in its premium home care business (the "NND Rights") to Nurse Next Door for 99 years in exchange for a gross royalty (the "Gross Royalty") equal to the greater of: (i) 6% of gross sales from Nurse Next Door franchises and corporate stores in Canada and the United States, and (ii) approximately $0.42 million per month, which amount shall increase at a fixed rate of 2% per annum (being the DIV Royalty Entitlement, a non-IFRS measure). To the extent the Gross Royalty is greater than the DIV Royalty Entitlement, Nurse Next Door is entitled to receive the excess amount in the form of a cash distribution paid by NND Royalties LP on the NND Exchangeable Units held by Nurse Next Door (the "Nurse Next Door Distribution Entitlement").

Subject to certain royalty coverage tests being met, Nurse Next Door is eligible to sell incremental royalties to NND Royalties LP. In consideration for the incremental royalty, Nurse Next Door will be entitled, subject to TSX approval, to indirectly exchange certain of the limited partnership units of NND Royalties LP held by Nurse Next Door for common shares of DIV, or cash at DIV's election, based on a formula that is intended to be accretive to DIV.

Nurse Next Door has the ability to repurchase the NND Rights from NND Royalties LP (the "NND Buy-Out Option") at any time after November 15, 2026. Due to the NND Buy-Out Option, NND Royalties LP does not satisfy the tests under IFRS to establish control over the NND Rights; accordingly, the Company cannot recognize the NND Rights as an intangible asset on its consolidated statement of financial position and the transaction is accounted for as a financing arrangement. Under IFRS, DIV is required to record its investment in NND Royalties LP as a financial instrument and the income earned from this investment as finance income, which does not allow for a direct comparison of the income received from this investment to the royalties received from DIV's other Royalty Partners, which attract different treatment under IFRS. To allow readers to assess the performance of DIV's royalty arrangements with Nurse Next Door on a basis consistent with the royalties received from DIV's other Royalty Partners, the Company reports the DIV Royalty Entitlement as a non-IFRS financial measure. Refer to the "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" section of this MD&A.

*Fourth Quarter and Year*

The DIV Royalty Entitlement, a non-IFRS financial measure, was $1.3 million for the three months and $5.0 million for the year ended December 31, 2022, and reflects the contractual 2.0% increase effective October 1, 2022 compared to the same prior period in 2021. In the fourth quarter of 2022, Nurse Next Door signed 13 new franchises and territory expansions primarily in major metropolitan markets (7 in the US and 6 in Australia). Refer to the "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" section of this MD&A.

**Stratus**

Strat-B Royalties Limited Partnership ("Strat-B LP") (an entity controlled by the Company) owns the trademarks and certain other intellectual property rights utilized by Stratus in its business (the "Stratus Rights"). The Company granted Stratus the licence to use the Stratus Rights in exchange for a royalty payment currently equal to US$6.0 million per annum which grows at a rate of 5% in 2023, 2024, 2025 and 2026 and 4% thereafter.

Stratus may increase the annual royalty payable on April 1st of each year following the closing date (each a “Stratus Adjustment Date”) subject to Stratus satisfying certain royalty coverage tests. The amount of each royalty increase cannot be less than US$1.0 million per annum and must, in respect of amounts over that threshold, be in increments of US$0.1 million per annum. In consideration for a royalty increase on a Stratus 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.

Stratus, headquartered in California, is a Delaware limited liability company and offers, manages and operates master franchises for environmentally friendly commercial cleaning services and building maintenance services in the United States and Canada.

*Fourth Quarter and Year*

Royalty income was $1.0 million (US$0.8 million, translated at a foreign exchange rate of $1.3521 to US$1) for three months and year ended December 31, 2022, which reflects the contractual 5% royalty effective November 15, 2022.

## EBITDA, NORMALIZED EBITDA AND DISTRIBUTABLE CASH

The following table reconciles the non-IFRS financial measures of EBITDA, normalized EBITDA, and distributable cash to net income, the most directly comparable IFRS measure disclosed in the financial statements:

| (000's except per share amounts and payout ratio%) | Three months ended December 31, 2022 | Three months ended December 31, 2021 | Year ended December 31, 2022 | Year ended December 31, 2021 |
|---|---|---|---|---|
| **Net income (loss)** | **$ (4,506)** | **$ 8,230** | **$ 15,561** | **$ 23,518** |
| Interest expense on credit facilities | 2,437 | 1,847 | 8,911 | 7,299 |
| Income tax expense | 241 | 3,304 | 7,938 | 9,166 |
| Depreciation expense | 26 | 24 | 100 | 90 |
| EBITDA[1] | (1,802) | 13,405 | 32,510 | 40,073 |
| Adjustments: | | | | |
| Share-based compensation | 353 | 256 | 1,176 | 1,031 |
| Impairment loss (reversal) | 7,553 | (1,724) | 7,553 | (1,724) |
| Other finance costs, net | 1,811 | 353 | 3,300 | 1,745 |
| Fair value adjustment on financial instruments | 3,657 | (2,464) | (2,928) | (6,898) |
| Payment of lease obligations | (26) | 76 | (105) | 42 |
| Transaction costs | 36 | - | 36 | 103 |
| DIV Royalty Entitlement, net of NND Royalties LP expenses | 1,269 | 1,238 | 5,005 | 4,906 |
| Normalized EBITDA[1,2] | 12,851 | 11,140 | 46,547 | 39,278 |
| Add: Interest on $52,500 of 2022 Debenture overlap[3] | - | - | 168 | - |
| Add: interest income | 81 | 7 | 168 | 29 |
| Less: distributions on exchangeable MRM units[4] | (49) | - | (161) | - |
| Less: current tax expense | (1,139) | (1,363) | (5,515) | (4,084) |
| Less: interest expense on credit facilities | (2,437) | (1,847) | (8,911) | (7,299) |
| **Distributable cash[1,2]** | **$ 9,307** | **$ 7,937** | **$ 32,296** | **$ 27,924** |
| Distributable cash per share[1] | $ 0.0707 | $ 0.0649 | $ 0.2571 | $ 0.2291 |
| Dividends declared per share | 0.0582 | 0.0542 | 0.2233 | 0.2059 |
| Weighted average number of shares outstanding - basic | 131,552 | 122,350 | 125,607 | 121,867 |
| **Payout Ratio[1]** | **82.2%** | **83.5%** | **86.8%** | **89.8%** |

1) EBITDA, normalized EBITDA, distributable cash, DIV Royalty Entitlement net of NND Royalties LP Expenses are non-IFRS financial measures and as such, do not have standardized meanings under IFRS. Distributable cash per share and payout ratio are non-IFRS ratios. For additional information regarding these financial metrics, refer to the “Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures” section in this MD&A.
2) For the three months and year ended December 31, 2022, Mr. Mikes adjusted revenue includes payments of $0.2 million and $1.3 million, respectively, representing partial payment of deferred contractual royalty fees and deferred contractual management fees, which has been recognized as revenue upon collection.
3) After-tax impact on the 5.25% interest expense related to the $52,500 principal 2022 Debentures (defined below), which was outstanding concurrent with the 2027 Debentures (defined below) for one month (April 2022) before partial redemption.
4) $0.3 million in total distributions paid from MRM LP to Mr. Mikes on MRM LP exchangeable units relates to both current and historical deferred royalty amounts. $0.05 million and $0.16 million in distributions have been pro rated for current royalty for three months and year ended December 31, 2022 respectively. The remaining distributions are related to historical deferred royalty amounts.

The following table reconciles the non-IFRS financial measure distributable cash to cash flows generated from operating activities, the most directly comparable IFRS measure disclosed in the financial statements:

| (000's) | Three months ended December 31, 2022 | 2021 | Year ended December 31, 2022 | 2021 |
|---|---|---|---|---|
| **Cash flows generated from operating activities** | $ 8,152 | $ 7,646 | $ 28,377 | $ 27,815 |
| Accrued DIV Royalty Entitlement, net of distributions | - | 3 | 21 | 18 |
| Accrued interest on convertible debentures | 853 | 756 | - | - |
| Changes in working capital | 207 | 293 | 2,917 | 1,331 |
| Current tax expense | (1,139) | (1,363) | (5,515) | (4,084) |
| Distributions on exchangeable MRM units[3] | 49 | - | 327 | - |
| Distributions on MRM units earned in current periods[3] | (49) | - | (161) | - |
| Interest on $52,500 of 2022 Debenture overlap[2] | - | - | 168 | - |
| NND LP expenses | - | (4) | (21) | (19) |
| Payment of lease obligations | (26) | 76 | (105) | 42 |
| Transaction costs | 36 | - | 36 | 104 |
| Taxes paid | 1,224 | 530 | 6,252 | 2,717 |
| **Distributable cash[1]** | **$ 9,307** | **$ 7,937** | **$ 32,296** | **$ 27,924** |

1) Distributable cash is a non-IFRS financial measure and as such, does not have a standardized meaning under IFRS. For additional information, refer to the "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" in this MD&A.
2) After-tax impact on the 5.25% interest expense related to the $52,500 principal 2022 Debentures (defined below), which was outstanding concurrent with the 2027 Debentures (defined below) for one month (April 2022) before partial redemption.
3) $0.3 million in total distributions paid from MRM LP to Mr. Mikes on MRM LP exchangeable units relates to both current and historical deferred royalty amounts. $0.05 million and $0.16 million in distributions have been pro rated for current royalty for three months and year ended December 31, 2022 respectively. The remaining distributions are related to historical deferred royalty amounts.

*Distributable Cash*

In the fourth quarter of 2022, distributable cash, a non-IFRS financial measure, increased to $9.3 million compared to $7.9 million in the prior period (an increase of $0.0059 per share). The increase in distributable cash was primarily due to higher adjusted revenue (including a one-time payment of $0.2 million from Mr. Mikes representing partial payment of deferred contractual royalty fees and deferred contractual management fees described above), a non-IFRS measure (see "Revenue" below), lower current tax expense, partially offset by higher interest expense, salaries and benefits and professional fees. The increase in distributable cash per share, a non-IFRS ratio, was primarily due to the increase in distributable cash, partially offset by a higher weighted average number of common shares outstanding. Refer to the "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" and "Dividends to Shareholders" sections of this MD&A.

For the year ended December 31, 2022, distributable cash increased to $32.3 million compared to $27.9 million in the prior year (an increase of $0.0280 per share). The increase in distributable cash was primarily due to higher adjusted revenue (including three payments of $0.5 million, $0.6 million and $0.2 million from Mr. Mikes representing partial payment of deferred contractual royalty fees and deferred contractual management fees described above), partially offset by a higher current tax expense, higher interest expense, salaries and benefits and professional fees. The increase in distributable cash per share, was primarily due to the increase in distributable cash, partially offset by a higher weighted average number of common shares outstanding.

*Dividends Declared*

In the fourth quarter of 2022, the Company declared dividends in the aggregate amount of $7.7 million ($0.0582 per share), compared to $6.6 million ($0.0542 per share) in the fourth quarter of 2021. The increase in the total amount of dividends declared was due to a higher weighted average number of common shares outstanding in the fourth quarter of 2022 and the increase in the dividend per share in November 2021 and in October 2022.

For the year ended December 31, 2022, the Company declared dividends in the aggregate amount of $28.0 million ($0.2233 per share), compared to $25.1 million ($0.2059 per share) in the prior period. The increase in the total amount of dividends declared was due to a higher weighted average number of common shares outstanding and the increases in the dividend per share in August and November 2021 and in October 2022.

*Payout Ratio*

The payout ratio, a non-IFRS ratio, is calculated by dividing the dividends paid in that period by the distributable cash, a non-IFRS measure, generated in that period. In the fourth quarter of 2022, the payout ratio was 82.2% on dividends of $0.0582 per share for the quarter, an improvement compared to the payout ratio in the fourth quarter of 2021 of 83.5% based on dividends of $0.0542 per share. On a pro forma basis, if the dividends in the fourth quarter of 2021 were paid out at $0.0582 per share, the payout ratio would have been 89.7% for Q4 2021.

For the year ended December 31, 2022, the payout ratio was 86.8% on dividends of $0.2233 per share, an improvement compared to the payout ratio for the year ended December 31, 2021 of 89.8% based on dividends of $0.2059 per share. The decrease was primarily due to higher distributable cash, partially offset by higher dividends declared. On a pro forma basis, if the dividends for the year ended December 31, 2021, were paid out on at $0.2233 per share, the payout ratio would have been 97.4%.

The payout ratio does not factor in any cash savings to the Company as a result of the Company's dividend reinvestment plan ("DRIP"). Refer to the section "Dividend Reinvestment Plan" below. Payout ratio is a non-IFRS ratio and as such, does not have a standardized meaning under IFRS. For additional information, refer to the "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" and "Dividends to Shareholders" sections in this MD&A.

## 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 2022 Financial Statements:

| | Three months ended December 31, | | Year ended December 31, | |
|---|---|---|---|---|
| **(000's)** | **2022** | **2021** | **2022** | **2021** |
| Royalty income | $ 12,586 | $ 10,511 | $ 44,650 | $ 36,818 |
| Management fees | 134 | 125 | 533 | 463 |
| | 12,720 | 10,636 | 45,183 | 37,281 |
| Expenses | | | | |
| Salaries and benefits | 702 | 596 | 2,271 | 1,968 |
| Share-based compensation | 353 | 256 | 1,176 | 1,031 |
| General and administration | 243 | 169 | 835 | 713 |
| Professional fees | 229 | 69 | 566 | 463 |
| Impairment loss (reversal) | 7,553 | (1,724) | 7,553 | (1,724) |
| Income from operations | 3,640 | 11,270 | 32,782 | 34,830 |
| Interest expense on credit facilities | (2,437) | (1,847) | (8,911) | (7,299) |
| Other finance costs, net | (1,811) | (353) | (3,300) | (1,745) |
| Fair value adjustment on financial instruments | (3,657) | 2,464 | 2,928 | 6,898 |
| Income (loss) before income taxes | (4,265) | 11,534 | 23,499 | 32,684 |
| Income tax expense | 241 | 3,304 | 7,938 | 9,166 |
| **Income (loss) for the year** | **(4,506)** | **8,230** | **15,561** | **23,518** |
| **Other comprehensive income** | | | | |
| Item that may be reclassified subsequently to profit or loss: | | | | |
| Foreign currency translation adjustment | 1,165 | - | 1,165 | - |
| **Other comprehensive income for the year** | **1,165** | **-** | **1,165** | **-** |
| **Comprehensive income (loss)** | **$ (3,341)** | **$ 8,230** | **$ 16,726** | **$ 23,518** |

## Revenue

*Fourth Quarter*

Revenue in the fourth quarter of 2022 was $12.7 million compared to $10.6 million in the prior year. After taking into account the DIV Royalty Entitlement, a non-IFRS measure related to Nurse Next Door, adjusted revenue, a non-IFRS measure, was $14.0 million in the fourth quarter of 2022 and $11.9 million in the fourth quarter of 2021. Adjusted revenue increased in the fourth quarter primarily due to Mr. Lube's positive SSSG, a supplementary financial measure, price increases, the addition of 4 net stores (May 1, 2022) to the Mr. Lube Royalty Pool, incremental royalty revenue received through the acquisition of the Stratus Rights (November 15, 2022), higher royalty income from Mr. Mikes (including a one-time payment of $0.2 million in November 2022, from Mr. Mikes representing partial payment of deferred contractual royalty fees and deferred contractual management fees described above), positive SSSG at Oxford, the contractual 2% increase in the DIV Royalty Entitlement from

Nurse Next Door and the contractual 2% increase in the Sutton Royalty Rate, partially offset by lower royalty income from AIR MILES®. Refer to the “Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures” section of this MD&A.

*Year*

Revenue for the year ended December 31, 2022, was $45.2 million compared to $37.3 million in the prior year. After taking into account the DIV Royalty Entitlement, a non-IFRS measure, related to Nurse Next Door, adjusted revenue was $50.2 million for the year ended December 31, 2022, and $42.2 million for the year ended December 31, 2021. Adjusted revenue increased for the year ended December 31, 2022, primarily due to Mr. Lube’s positive SSSG, price increases, the addition of 13 stores (May 1, 2021) and net 4 stores (May 1, 2022) to the Mr. Lube Royalty Pool along with the increase in the Mr. Lube Royalty Rate (May 1, 2021), incremental royalty revenue received through the acquisition of the Stratus Rights (November 15, 2022), higher royalty income from Mr. Mikes (including three payments of $0.5 million, $0.6 million and $0.2 million in March 2022, September 2022 and November 2022 respectively, from Mr. Mikes representing partial payment of deferred contractual royalty fees and deferred contractual management fees described above), positive SSSG at Oxford, the contractual 2% increase in the DIV Royalty Entitlement from Nurse Next Door and the contractual 2% increase in the Sutton Royalty Rate, partially offset by lower royalty income from AIR MILES®.

**Salaries and Benefits**

*Fourth Quarter and Year*

Salaries and benefits expense increased by $0.1 million and $0.3 million for the three months and year ended December 31, 2022, when compared to the same prior periods. The increase was primarily due to an additional employee and higher management incentive amounts recorded in the current period.

**Share-based Compensation**

*Fourth Quarter and Year*

Share-based compensation was comparable for the three months and year ended December 31, 2022, when compared to the same prior periods. The increase was primarily due to additional restricted share units granted in 2022.

**General and Administration**

*Fourth Quarter and Year*

General and administration expense was comparable for the three months and year ended December 31, 2022, when compared to the same prior periods.

**Professional Fees**

*Fourth Quarter and Year*

Professional fees are comprised of legal, audit, tax, and advisory services. Professional fees for the three months and year ended December 31, 2022, increased by $0.2 million and $0.1 million respectively, the increase was primarily due to higher consulting fees, accounting and tax and legal expenses.

**Impairment of Intangible Assets**

*Fourth Quarter and Year*

In 2021, Mr. Mikes saw a general recovery in the restaurant industry following a $19.8 million impairment loss in 2020 that was due to the impact of the COVID-19 pandemic on Mr. Mikes’ restaurants and the company’s inability to pay the then fixed royalty payment to DIV in full. The Company concluded that the recoverable amount for the MRM Rights exceeded the carrying amount, resulting in a non-cash accounting partial reversal of the 2020 impairment charge recorded as a gain of $5.7 million through profit or loss. In 2022, Mr. Mikes saw a further recovery back to pre-pandemic levels. COVID-19 restrictions were completely lifted in early 2022, and the restaurant industry saw a significant recovery thereafter. The Company concluded that the recoverable amount for the MRM Rights exceeded the carrying amount, resulting in a non-cash accounting partial reversal of the 2020 impairment charge recorded as a gain of $9.0 million through profit or loss.

In 2021, following the negative impacts of the COVID-19 pandemic and an impairment loss of $6.1 million recorded in 2020, Oxford saw a recovery due to the relaxing of government restrictions, the transition back to in-person tutoring and the continued offering of virtual tutoring for most locations. The Company concluded that the recoverable amount for the OX Rights exceeded the carrying amount, resulting in a non-cash accounting partial reversal of the 2020 impairment charge, recorded as a gain of $1.2 million through profit or loss. In 2022, Oxford saw continued improvement in its operations and a return to pre-pandemic performance. The Company concluded that the recoverable amount for the OX Rights exceeded the carrying amount, resulting in a non-cash accounting partial reversal of the 2020 impairment charge, recorded as a gain of $1.8 million through profit and loss.

In 2021, LoyaltyOne saw the non-renewal and loss of two sponsors from the AIR MILES Program, and the emergence of the COVID-19 Omicron variant in November 2021, which negatively impacted results. Based on the assessments performed, the Company concluded that the carrying amount for the AIR MILES Rights exceeded the recoverable amount. As a result, the Company recorded an impairment loss of $5.2 million in connection with the AIR MILES Rights for the year ended December 31, 2021. In 2022, LoyaltyOne saw the loss of a significant AIR MILES sponsor Sobeys, which negatively impacted results in the fourth quarter of 2022. Based on the assessments performed, the Company concluded that the carrying amount for the AIR MILES Rights exceeded the recoverable amount and as a result, the Company recorded an impairment loss of $14.4 million in connection with the AIR MILES Rights for the year ended December 31, 2022.

In 2022, the Canadian real estate market experienced a slowdown due to higher inflation and a steady rise in interest rates. Despite this slowdown, Sutton paid 100% of the fixed royalty and management fee for the year ended December 31, 2022. However, based on the assessments performed, the Company concluded that the carrying amount for the SGRS Rights exceeded the recoverable amount and as a result, the Company recorded an impairment loss of $4.0 million in connection with the SGRS Rights for the year ended December 31, 2022. The impact from the rise in the risk-free rate on the discounted value of contractual cash flows was the predominant driver of impairment. There were no impairments or reversals related to the SGRS Rights for the year ended December 31, 2021.

### Interest Expense on Credit Facilities

*Fourth Quarter and Year*

Interest expense on credit facilities for the three months and year ended December 31, 2022 increased compared to the same prior periods. The increases were due to: (i) the higher coupon rate of the 2027 Debentures (defined below) bearing interest at an annual rate of 6.0% compared to an annual rate of 5.25% for the 2022 Debentures (defined below); (ii) the one month in April 2022, in which the $57.5 million and $52.5 million principal amounts related to the 2022 Debentures and 2027 Debentures, respectively, were outstanding before partial redemption of the 2022 Debentures; (iii) a $11.4 million and a $15.0 million increase in the ML LP loan effective May 1, 2021 and November 15, 2022, respectively; (iv) higher interest rates on the unswapped portion of the Company's term loan facilities; (v) a new US$15 million Strat-B LP term loan facility effective November 15, 2022; and (vi) interest accrued on the $3.5 million outstanding portion of the Acquisition Facility (defined below).

### Other Finance Costs, Net of Income

The following table summarizes other finance costs, net of income, for the three months and year ended December 31, 2022 and 2021:

| | Three months ended December 31, | | Year ended December 31, | |
|---|---|---|---|---|
| (000's) | 2022 | 2021 | 2022 | 2021 |
| Finance income | $ 81 | $ 7 | $ 168 | $ 29 |
| Foreign exchange gain | 26 | - | 32 | - |
| Fair value adjustment on promissory note | (215) | 143 | (215) | 143 |
| Distributions on Exchangeable Units[1] | (240) | - | (518) | - |
| Amortization of deferred financing fees | (210) | (223) | (851) | (831) |
| Accretion expense and other | (1,253) | (280) | (1,916) | (1,086) |
| | $ (1,811) | $ (353) | $ (3,300) | $ (1,745) |

1) $0.3 million in total distributions paid from MRM LP to Mr. Mikes on MRM LP exchangeable units relates to both current and historical deferred royalty amounts.

*Fourth Quarter and Year Ended*

Other finance costs, net of income, for the three months and year ended December 31, 2022, increased by $1.5 million and $1.6 million respectively compared to the same prior periods. The increases were primarily due to higher accretion expense on the final redemption of the 2022 Debentures, the fair value adjustment on the MRM LP promissory note, and distributions on MRM units, partially offset by the increase in finance income and foreign exchange gain.

### Fair Value Adjustment on Financial Instruments

The fair value adjustment on financial instruments consists of fair value changes on the Company's interest rate swaps, the Company's investment in NND Royalties LP, the MRM LP exchangeable units and ML LP exchangeable units.

*Fourth Quarter*

The fair value loss on financial instruments in the fourth quarter of 2022 consists of a $3.6 million loss on ML LP exchangeable units, a $0.1 million loss on the Company's investment in NND Royalties LP, a $0.1 million loss on the MRM LP exchangeable units, slightly offset by a $0.1 million gain on the interest rate swaps.

The fair value gain on financial instruments in the fourth quarter of 2021 consists of a $2.2 million gain on the Company's investment in NND Royalties LP and a $1.0 million gain on the Company's interest rate swaps.

*Year*

The fair value gain on financial instruments for the year ended December 31, 2022, consists of a $3.7 million gain on the interest rate swaps, a $2.9 million gain on the Company's investment in NND Royalties LP, offset by a $3.6 million loss on ML LP exchangeable units and a $0.1 million loss on the MRM LP exchangeable units.

The fair value gain on financial instruments for the year ended December 31, 2021, consists of a $5.7 million gain on the Company's investment in NND Royalties LP, a $2.0 million gain on interest rate swaps, partially offset by a $0.7 million loss on ML LP exchangeable units and a $0.2 million loss on the MRM LP exchangeable units.

**Income Tax Expense**

*Fourth Quarter*

There was an income tax expense of $0.2 million for the three months ended December 31, 2022, when compared to a $3.3 million expense in the same prior period. The decrease was primarily due to the $7.6 impairment loss (2021 - $1.7 million reversal), the $3.7 million fair value loss on financial instruments (2021 - $2.5 million gain) and a higher interest expense, this was partially offset by an increase in revenue.

*Year*

The income tax expense of $7.9 million decreased by $1.2 million for the year ended December 31, 2022 compared to 2021. The decrease was primarily due to the $7.6 impairment loss (2021 - $1.7 million reversal), a significantly lower fair value gain of $2.9 million on financial instruments (2021 - $6.9 million gain) and a higher interest expense, this was partially offset by an increase in revenue.

Income tax expense includes US withholding tax which consists of United States federal taxes withheld at a rate of 10% gross royalty income generated from sources within the United States.  Income tax expense includes $0.1 million in US withholding tax on royalty income earned through Strat-B LP for the period from November 15, 2022 to December 31, 2022.

*Undepreciated Capital Cost Allowance*

The Company has intangible assets related to the SGRS Rights, ML Rights, AIR MILES® Rights, MRM Rights, Oxford Rights, and Stratus Rights, which have an undepreciated capital cost allowance of approximately $265.8 million at December 31, 2022. In addition, pursuant to NND Royalties LP's limited partnership agreement, its undepreciated capital cost allowance of approximately $44.1 million at December 31, 2022, is allocated to the Company for tax purposes.

**Other Comprehensive Income**

*Fourth Quarter and Year*

The foreign currency translation adjustment for the three months and year ended December 31, 2022, relates to the translation of Strat-B LP from US dollar functional currency to Canadian dollar presentation currency. The $1.2 million foreign exchange gain is primarily due to foreign exchange differences on translation of US$60.0 million in intangible assets, between historical transaction rate ($1.3282 to US$1) and the period end rate at December 31, 2022 ($1.3544 to US$1).

## SELECTED ANNUAL INFORMATION

| (000's except per share amounts) | 2022 | 2021 | 2020 |
|---|---|---|---|
| Revenue | $ 45,183 | $ 37,281 | $ 30,496 |
| Net income (loss) | 15,561 | 23,518 | (8,885) |
| Total assets | 458,450 | 380,764 | 358,396 |
| Total non-current financial liabilities | 202,725 | 114,900 | 158,236 |
| | | | |
| Basic income (loss) per share | $ 0.12 | $ 0.19 | $ (0.07) |
| Diluted income (loss) per share | 0.12 | 0.19 | (0.07) |
| Dividends declared per share | 0.22 | 0.21 | 0.21 |

The increase in revenues from 2021 to 2022 was primarily due to Mr. Lube's positive SSSG, a supplementary financial measure, price increases, the addition of 13 stores (May 1, 2021) and net 4 stores (May 1, 2022) to the Mr. Lube Royalty Pool along with the increase in the Mr. Lube Royalty Rate (May 1, 2021), incremental royalty revenue received through the acquisition of Stratus (November 15, 2022), higher royalty income from Mr. Mikes (including three payments of $0.5 million, $0.6 million and $0.2 million in March 2022, September 2022 and November 2022, respectively, from Mr. Mikes representing partial payment of deferred contractual royalty fees and deferred contractual management fees described above), positive SSSG at Oxford, the contractual 2% increase in the DIV Royalty Entitlement from Nurse Next Door and the contractual 2% increase in the Sutton Royalty Rate.

The decrease in net income, basic income per share and diluted income per share from 2021 to 2022 is due to the impairment loss of the AM Rights and SGRS Rights, an increase in income tax and interest expense, partially offset by the impairment reversal of the MRM Rights and the OX Rights (see "Results of Operation – Impairment of Intangible Assets") and fair value adjustments (including with respect to interest rate swaps, exchangeable partnership units and DIV's investment in NND Royalties LP).

The increase in total assets from 2021 to 2022 was primarily due to the acquisition of the Stratus Rights, the impairment reversals related to the MRM Rights and the OX Rights, the addition of 4 net new stores to the Mr. Lube Royalty Pool in May 2022 and the fair value gain on interest rate swap assets, partially offset by the impairment loss related to the AM Rights and the SGRS Rights and the decrease in fair value related to the investment in NND Royalties LP.

Non-current financial liabilities increased from 2021 to 2022 primarily due to the new non-amortizing US$15.0 million Strat-B LP credit facility and the incremental $15.0 million ML LP credit facility, both effective November 15, 2022, in addition to the 2027 Convertible Debentures (refer to the section "Convertible Debentures").

The increase in revenues from 2020 to 2021 was primarily due to Mr. Lube's positive SSSG, a supplementary financial measure, the addition of 13 stores to the Mr. Lube Royalty Pool (May 1, 2021) along with the increase in the Mr. Lube Royalty Rate (May 1, 2021), higher royalty income from Mr. Mikes, positive SSSG at Oxford, the contractual 2% increase in the DIV Royalty Entitlement from Nurse Next Door and the contractual 2% increase in the Sutton Royalty Rate.

The increases in net income, basic income per share and diluted income per share from 2020 to 2021 reflect the trend in revenues, which includes fluctuations associated with the impairment reversal of the MRM Rights and the OX Rights, and the impairment loss of the AM Rights (see "Results of Operation – Impairment of Intangible Assets"), fair value adjustments (including with respect to DIV's investment in NND Royalties LP, interest rate swaps and exchangeable partnership units) and income tax expense.

The increase in total assets from 2020 to 2021 was primarily due to the addition of 13 stores to the Mr. Lube Royalty Pool in May 2021, the impairment reversals related to the MRM Rights and OX Rights, as well as the increase in fair value related to the investment in NND Royalties LP, partially offset by the impairment loss related to the AM Rights.

Non-current financial liabilities decreased from 2020 to 2021 primarily due the classification of the 2022 convertible debentures as a current liability, partially offset by ML LP amending its credit facility agreement to increase its non-amortizing term facility from $41.6 million to $53.0 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) | Q4 2022 | Q3 2022 | Q2 2022 | Q1 2022 | Q4 2021 | Q3 2021 | Q2 2021 | Q1 2021 |
|---|---|---|---|---|---|---|---|---|
| Revenue | $ 12,720 | $ 11,641 | $ 11,080 | $ 9,742 | $ 10,636 | $ 9,861 | $ 9,174 | $ 7,610 |
| Net income (loss) | $ (4,506) | $ 6,728 | $ 7,143 | $ 6,196 | $ 8,230 | $ 5,943 | $ 5,209 | $ 4,136 |
| Income (loss) per common share | | | | | | | | |
| Basic | $ (0.03) | $ 0.05 | $ 0.06 | $ 0.05 | $ 0.07 | $ 0.05 | $ 0.04 | $ 0.03 |
| Diluted | $ (0.03) | $ 0.05 | $ 0.06 | $ 0.05 | $ 0.06 | $ 0.05 | $ 0.04 | $ 0.03 |

### Revenue

In the fourth quarter of 2022, Mr. Lube and Oxford continued to experience increases in royalty income as SSSG, a supplementary financial measure, were 17.0% and 16.1% respectively. Mr. Mikes had system sales, a supplementary financial measure, comparable to pre-pandemic levels in the quarter. In addition, the fourth quarter also reflects the incremental revenue contribution from Stratus. The strength in the quarter was offset by the AIR MILES® Sobeys exit which contributed to a 18.0% revenue decrease compared to the fourth quarter of 2021.

In the third quarter of 2022, DIV's Royalty Partners continued to experience positive trends. Mr. Lube's maintenance services, tire services and sales continued to grow compared to Q3, 2021. Oxford had with system sales comparable to pre-pandemic levels. Mr. Mikes had system sales at near pre-pandemic levels and Air Miles had a 4.4% growth in gross billings compared to Q3, 2021.

In the second quarter of 2022, Mr. Lube's maintenance services, tire services and sales saw continued growth. Oxford saw a strong recovery with system sales comparable to pre-pandemic levels, and May and June 2022 system sales were the strongest May and June in Oxford's history. Mr. Mikes also saw a strong recovery to pre-COVID system sales levels after the removal of COVID-19 vaccine passports mandates in early 2022 and Air Miles had a 10.4% growth in gross billings compared to Q2, 2021.

The first quarter of 2022 was impacted by seasonality in both AIR MILES® and Mr. Lube, as both businesses typically see lower sales in the first quarter of the year compared to the prior quarter. However, the Company's Royalty Partners produced higher royalty income as reflected in a large increase in revenue when compared to the first quarter of 2021. This was largely driven by continued growth in Mr. Lube's maintenance services, tire services and sales carried over from the fourth quarter of 2021, together with the lifting of government COVID-19 restrictions during the quarter, particularly in Ontario, Alberta and BC, which positively impacted Oxford and Mr. Mikes system sales, a supplementary financial measure.

The second, third and fourth quarter of 2021 reflect the positive trends experienced by DIV's Royalty Partners at that time, driven primarily by the relaxing of COVID-19 restrictions across Canada. In addition, on May 1, 2021, Mr. Lube added 13 locations to the Mr. Lube Royalty Pool, and increased the Mr. Lube Royalty Rate on non-Tire Sales, which resulted in incremental revenue to the Company.

In the first quarter of 2021, government restrictions were re-implemented to combat the second and third waves of COVID-19 in various regions. This resulted in the renewed temporary suspension of in-centre services at the majority of Oxford locations and the temporary closure of in-restaurant dining at Mr. Mikes restaurants. In addition, restrictions aimed to reduce travel and encourage or mandate work from home arrangements negatively impacted sales at Mr. Lube locations.

Refer to the "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" section of this MD&A.

### Net Income (loss)

Net income (loss) reflects the trend in quarterly revenue, offset by fluctuations associated with the impairment of the AM Rights and SGRS Rights and impairment reversals of the OX Rights and MRM Rights (see "Results of Operation – Impairment of Intangible Asset"), fair value adjustments (including with respect to DIV's investment in NND Royalties LP, interest rate swaps and exchangeable partnership units) and income tax expense.

## 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 of the Company, in consultation with management, 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, royalties and management fees receivable, amounts receivable and investment in NND Royalties LP. 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 and the investment in NND Royalties LP 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 monitors its consolidated cash flow to ensure that there is 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. 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 due to the economic uncertainty facing DIV and its Royalty Partners at the time as a result of the COVID-19 pandemic. On July 29, 2021, the Board of Directors approved an increase to DIV's monthly dividend from $0.01667 per share ($0.20 per share on an annualized basis) to $0.0175 per share ($0.21 per share on an annual basis) effective with the dividend declared in the month of August 2021. On October 29, 2021, the Board of Directors approved an increase to DIV's monthly dividend from $0.0175 per share ($0.21 per share on an annual basis) to $0.01833 per share ($0.22 per share on an annual basis) effective with the dividend declared in the month of November 2021. On September 8, 2022, the Board of Directors approved an increase to DIV's monthly dividend from $0.01833 per share ($0.22 per share on an annual basis) to $0.01958 per share ($0.235 per share on an annual basis) effective with the dividend declared in the month of October 2022 representing a full recovery to pre-pandemic levels. On November 14, 2022, due to the completion of the Stratus acquisition, the Board of Directors approved an increase to DIV's monthly dividend from $0.01958 per share ($0.235 per share on an annualized basis) to $0.020 per share ($0.240 per share on an annualized basis), effective with the dividend declared in the month of January 2023. See "Dividends to Shareholders" for further information.

As at December 31, 2022, the Company had a cash balance of $7.4 million (December 31, 2021 - $8.9 million) and positive working capital of $8.7 million (December 31, 2021 - working capital deficit of $47.5 million). In addition, as at December 31, 2022 the Company had $6.2 million (December 31, 2021 - $5.5 million) in operating lines of credit. The working capital deficit as at December 31, 2021 included the 2022 Debentures (defined below) listed as a current liability, which were fully redeemed as of December 20, 2022. Refer to the section "Convertible Debentures".

As at December 31, 2022, the following table summarizes the Company's contractual obligations, including estimated interest payments and the interest rate swap arrangements, on a consolidated basis:

| | Carrying amount | Contractual cash flow | 2023 | 2024 | 2025 | 2026 | Thereafter |
|---|---|---|---|---|---|---|---|
| Accounts payable and accrued liabilities | $ 5,376 | $ 5,376 | $ 5,376 | $ - | $ - | $ - | $ - |
| Promissory note | 3,467 | 4,952 | - | - | - | - | 4,952 |
| Lease obligation | 770 | 981 | 107 | 110 | 112 | 115 | 537 |
| Long-term bank loans[1] | 147,905 | 159,670 | 7,978 | 32,820 | 70,312 | 27,197 | 21,363 |
| 2027 Convertible debentures[2] | 47,637 | 66,478 | 3,150 | 3,150 | 3,150 | 3,150 | 53,878 |
| Exchangeable ML LP units | 2,625 | 2,625 | 2,625 | - | - | - | - |
| Total contractual obligations | $ 207,780 | $ 240,082 | $ 19,236 | $ 36,080 | $ 73,574 | $ 30,462 | $ 80,730 |

1) Includes the impact of interest rate swap agreements.
2) Defined below. Refer to the section "Convertible Debentures".

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

The extension of the maturity dates for the ML LP, SGRS LP and AM LP credit facilities (discussed below under "Capital Resources – Term Loan Facilities") reduces the Company's liquidity risk.

As at December 31, 2022, the Company was in compliance with all financial covenants associated with its Acquisition Facility (defined below) and other credit facilities.

The AM Credit Agreement was amended in September 2022 in order to, among other things, amend the financial covenants for the last two fiscal quarters of 2022. If AM LP had not received such waivers or entered into such amendment, AM LP would have been in breach of its financial covenants as of December 31, 2022.

On March 2, 2023 AM LP made a $2.4 million partial principal paydown on its $17.4 million credit facility to remain in compliance with its covenant, reducing the outstanding principal balance to $15.0 million, and AM LP will continue to monitor its debt going forward.

**Currency risk**

Currency risk is the risk that the fair value of future cash flows will fluctuate due to changes in foreign exchange rates. During the fourth quarter of 2022, DIV was exposed to currency risk arising from cash denominated in U.S. dollars. Cash denominated in U.S. dollars was US$0.2 million (2021 – US$0.1 million).

A 10% strengthening and weakening of the US dollar against the Canadian dollar would have increased and decreased net income by a nominal amount as at December 31, 2022 and 2021.

During the fourth quarter of 2022, Strat-B LP was exposed to currency risk arising from accounts payable and accrued liabilities denominated in Canadian dollars in the amount of $0.3 million (2021 – nil).

A 10% strengthening and weakening of the Canadian dollar against the US dollar would have increased and decreased net income by a nominal amount as at December 31, 2022.

**Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in interest rates.

The Company has bank loans that are subject to floating interest rates. As at December 31, 2022, the interest rate risk related to bank loans is mitigated by interest rate swap arrangements that fix the interest rates on $82.0 million of the Company's $149.2 million term loan facilities, including $3.5 million outstanding under the Acquisition Facility (defined below). Based on the balance of bank loans outstanding on December 31, 2022, a one percentage point increase (decrease) in the interest rate would increase (decrease) interest expense by $0.4 million (2021 - $0.3 million).

On January 17, 2023, Strat-B LP entered into a swap agreement with a Canadian chartered bank for 75% of its US$15.0 million credit facility (US$11.25 million). The swap agreement has a fixed rate of 3.6% plus credit spread of 2.1% and will mature on the maturity date of the credit agreement which is November 15, 2027. As of March 9, 2023, the Company had interest swap arrangements on approximately $97.3 million, or 67%, of the Company's $145.8 million term loan facilities (assuming a foreign exchange rate of $1.3600 to US$1).

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 year ended December 31, 2022, the Company recorded a $3.7 million gain related to the interest rate swaps.

The investment in NND Royalties LP is a financial asset measured at fair value. The valuation of this financial asset 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 NND Buy-Out Option and the NND Exchange Mechanism (defined below). The NND Buy-Out Option and NND Exchange Mechanism are embedded derivatives with a negligible value at December 31, 2022. The contractual cash flows receivable from Nurse Next Door were discounted at a rate of 14.4% (December 31, 2021 – 13.9%). Although the cash flows are fixed and contractual, the fair value of the investment in NND Royalties LP will fluctuate because of changes in interest rates. As at December 31, 2022, the investment in NND Royalties LP was valued at $42.3 million and a fair value gain of $2.9 million was recorded for the year ended December 31, 2022.

## CASH FLOWS

| | Three months ended December 31, | | Year ended December 31, | |
|---|---|---|---|---|
| **(000's)** | **2022** | **2021** | **2022** | **2021** |
| Cash generated from operating activities | $ 8,152 | $ 7,646 | $ 28,377 | $ 27,815 |
| Cash generated from (used in) financing activities | 69,389 | (5,867) | 49,369 | (11,138) |
| Cash used in investing activities | (79,308) | (4) | (79,308) | (16,956) |
| Increase (decrease) in cash | (1,767) | 1,775 | (1,562) | (279) |
| Cash, beginning of year | 9,150 | 7,164 | 8,939 | 9,218 |
| Effect of foreign exchange rate changes on cash | 26 | - | 32 | - |
| Cash, end of the year | $ 7,409 | $ 8,939 | $ 7,409 | $ 8,939 |

*Cash From Operating Activities*

Cash generated from operating activities for the year ended December 31, 2022, was comparable to the same prior period.

*Cash From Financing Activities*

Cash generated from financing activities for the year ended December 31, 2022, was due to proceeds from issuance of debt, the proceeds from the bought deal offering of the 2027 Debentures (defined below), proceeds from the Equity Offering (defined below), offset by outflows from the redemption of 2022 Debentures (defined below), repayment of debt and dividends paid.

Cash used in financing activities for the year ended December 31, 2021 was primarily due to cash outflows from dividends paid net of the DRIP, offset by the proceeds from issuance of debt.

*Cash Used in Investing Activities*

Cash used in investing activities for the year ended December 31, 2022, was due to cash outflows in relation to the acquisition of the Stratus Rights. Cash used in investing activities for the year ended December 31, 2021 was primarily related to the Mr. Lube Royalty Rate increase, the addition of 13 locations to the Mr. Lube Royalty Pool, both on May 1, 2021, as well as the payment of the remaining consideration to Mr. Lube related to the addition of four locations to the Mr. Lube Royalty Pool on May 1, 2019.

## CAPITAL RESOURCES

The Company's capital includes shareholders' equity, the Company's Acquisition Facility, term loan facilities and the 2027 Convertible Debentures, net of cash and cash equivalents. In managing its capital, the Company may issue new common shares, issue warrants, issue new debt, draw on its operating lines of credit, purchase common shares for cancellation pursuant to normal course issuer bids, temporarily suspend the DRIP, reduce the monthly dividend or reduce debt.

### Acquisition Facility

DIV has a $50.0 million senior secured credit facility (the "Acquisition Facility") with a Canadian chartered bank that matures on April 20, 2026. The Acquisition Facility has a term of four years, and each draw is interest only for the first six months and then amortizes over sixty months. The Acquisition Facility is subject to a customary annual standby fee and draws under the facility are subject to prevailing market interest rates at the time of the draw. The Acquisition Facility is secured by a general security interest over the assets of the Company and, if requested by the lender, may be secured by specific assignments of certain material agreements entered into by the Company from time to time.

On April 20, 2022, DIV amended its Acquisition Facility to allow for a one-time advance of up to $9.0 million to be used to partially fund the repayment of DIV's outstanding convertible debentures due on December 31, 2022 ("2022 Debentures") and to extend the maturity date of the Acquisition Facility to April 20, 2026. The one-time advance was not utilized in the repayment of the 2022 Debentures.

On November 15, 2022, DIV drew $47.0 million on the Acquisition Facility to fund a portion of the purchase price of the acquisition of the Stratus Rights and on November 24, 2022, subsequent to completion of a public offering on November 23, 2022 (the "Equity Offering"), the Company partially repaid $43.5 million on the Acquisition Facility, of which $3.5 million remained outstanding at December 31, 2022.

As at December 31, 2022 and 2021, the Company was in compliance with all financial covenants associated with its Acquisition Facility.

### Term Loan Facilities

As at December 31, 2022, the Company's subsidiaries had term loan facilities with a total drawn amount of $145.7 million. These term loan facilities have floating interest rates equal to the bankers' acceptance rate plus a credit spread ranging from 1.90% to 2.50%.

The Company's subsidiaries also have operating lines of credit with a total value of $6.2 million that had undrawn balances at December 31, 2022 and March 9, 2023.

Management plans to refinance the non-amortizing loans before their respective maturity dates.

On May 1, 2021, ML LP amended its credit facility agreement to increase its non-amortizing term facility from $41.6 million to $53.0 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 on non-Tire Sales and for the 13 locations added to the Mr. Lube Royalty Pool on May 1, 2021. Effective May 1, 2021, the ML LP term loan facility bears interest at the banker's acceptance rate plus 2.5%, an increase of 0.55%. In addition, the maturity date was extended from July 31, 2022 to May 1, 2025.

On June 11, 2021, SGRS LP amended the terms of its credit agreement to extend the maturity date to June 30, 2026, from June 30, 2022. Effective June 11, 2021, the SGRS term loan facility bears interest at the banker's acceptance rate plus 1.95%, a decrease of 0.05%.

On September 13, 2021, AM LP amended the terms of its credit agreement to extend the maturity date to September 30, 2026, from September 6, 2022. Effective September 13, 2021, the AM term loan facility bears interest at the banker's acceptance rate plus 1.95%, a decrease of 0.30%.

On November 15, 2022, in connection with the Stratus acquisition, ML LP amended its credit facility agreement with an increase to the term loan facility from $53.0 million to $68.0 million which included a reduction in the interest rate by 0.50%.

On November 15, 2022, Strat-B LP, a wholly-owned subsidiary of DIV, entered into a credit agreement with a Canadian chartered bank that consists of a non-amortizing US$15.0 million term loan and US$0.5 million line of credit. The Strat-B LP loan and line of credit are secured by the Stratus Rights and the royalties payable by Stratus under the Stratus Licence and Royalty Agreement.

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.

## Convertible Debentures

*Offering of Convertible Debentures and Partial Redemption of 2022 Debentures*

On March 30, 2022, the Company issued convertible unsecured subordinated debentures ("2027 Debentures") for an aggregate principal amount of $52.5 million at a price of $1,000 per debenture (the "Offering"). The 2027 Debentures mature on June 30, 2027 and bear interest at an annual rate of 6.00% payable semi-annually in arrears on the last day of December and June in each year, commencing June 30, 2022. At the holder's option, the 2027 Debentures may be converted into common shares of the Company at any time prior to the earlier of the last business day immediately preceding June 30, 2027 and the date specified by the Company for redemption. The conversion price will be $4.05 per common share (the "Conversion Price"), subject to adjustment in certain circumstances.

The 2027 Debentures are not redeemable prior to June 30, 2025, except upon the satisfaction of certain conditions after a change of control has occurred. On and after June 30, 2025 and prior to June 30, 2026, the 2027 Debentures may be redeemed in whole or in part from time to time at DIV's option, provided that the volume weighted average trading price of the common shares on the TSX during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of the redemption is given is not less than 125% of the Conversion Price. On or after June 30, 2026 and prior to the maturity date, DIV may, at its option, redeem the 2027 Debentures, in whole or in part, from time to time at par plus accrued and unpaid interest. On redemption or at maturity, the Company will repay the indebtedness of the 2027 Debentures by paying an amount equal to the principal amount of the outstanding debentures, together with accrued and unpaid interest thereon.

The Company may, at its option, elect to satisfy its obligation to repay the principal amount of the 2027 Debentures, which are to be redeemed or which have matured, by issuing shares to the holders of the convertible debentures. The number of shares to be issued will be determined by dividing $1,000 of principal amount of the debentures by 95% of the then current market price on the maturity date.

DIV used the net proceeds of the Offering, together with cash on hand to partially redeem the 2022 Debentures. Specifically, on March 31, 2022, DIV issued a notice of partial redemption to the registered holder of the 2022 Debentures advising it would redeem an aggregate principal amount of $52.5 million of the 2022 Debentures on May 4, 2022 (the" Initial Redemption Date"). On the Initial Redemption Date, the Company completed the redemption of $52.5 million of the principal amount of the 2022 Debentures outstanding plus accrued and unpaid interest at 5.25% up to, but excluding, the Initial Redemption Date.

The table below compares the estimated and actual use of proceeds from the Offering as at December 31, 2022:

| (000's) | Estimated Use of Proceeds | Actual Use of Proceeds | Variance |
|---|---|---|---|
| Redemption of the 2022 Debentures | $ 49,915 | $ 49,915 | $ - |
| Payment of underwriter fees | 2,100 | 2,100 | - |
| Offering transaction costs[1] | 485 | 490 | (5) |
| **Total** | **$ 52,500** | **$ 52,505** | **$ (5)** |

1) The actual use of proceeds was greater than funds raised, the excess expense was funded using cash on hand.

*Redemption of Remaining 2022 Debentures*

On December 20, 2022 (the "Final Redemption Date"), the Company redeemed the remaining $5.0 million aggregate principal amount of 2022 Debentures issued and outstanding. in accordance with the notice of redemption issued on November 9, 2022 to the registered holder of its 2022 Debentures. The remaining 2022 Debentures were redeemed at a redemption price equal to their principal amount, plus accrued and unpaid interest thereon up to, but excluding, the Final Redemption Date and the Debentures were de-listed from TSX on December 20, 2022.

*Outstanding Convertible Debentures*

As at December 31 and March 9, 2023, there was $52.5 million aggregate principal amount of 2027 Debentures issued and outstanding, which are convertible by their terms for an aggregate of 12,962,963 common shares at the Conversion Price.

## Common Shares

On November 23, 2022, the Company completed a public offering of 16,428,900 common shares, including 2,142,900 common shares pursuant to the full exercise of the over-allotment option, at a price of $2.80 per common share, for gross proceeds of $46.0 million. After deducting issuance costs of $2.7 million, net proceeds were $43.3 million.

This table below compares the estimated and actual use of proceeds from the Equity Offering for the specific uses identified in the final prospectus:

| (000's) | Estimated Use of Proceeds | Actual Use of Proceeds | Variance |
|---|---|---|---|
| Net proceeds to partially repay outstanding amounts under the Acquisition Facility | $ 43,101 | $ 43,265 | $ (164) |
| Payment of underwriter fees | 2,300 | 2,300 | - |
| Offering transaction costs | 600 | 436 | 164 |
| **Total** | **$ 46,001** | **$ 46,001** | **$ -** |

DIV used the net proceeds of the Equity Offering, together with cash on hand, to partially repay $43.5 million on the Acquisition Facility, which was slightly higher than estimated given the expenses of the offering were slightly lower than estimated.

As at March 9, 2023, there were 141,642,656 common shares issued and outstanding.

### Share Options

As at March 9, 2023, there were 2,375,001 options outstanding, which may be exercised to purchase an equivalent number of common shares at exercise prices ranging between $2.52 per share to $3.00 per share.

### Restricted Share Units

As at March 9, 2023, there were 775,911 RSUs outstanding, which may be settled for an equivalent number of common shares upon vesting.

## DIVIDENDS TO SHAREHOLDERS

The Company currently has a dividend policy providing for the payment of a monthly dividend, subject to the approval of the Board of Directors.

The determination to declare and pay dividends is at the discretion of the Board of Directors, and until declared payable, the Company has no requirement to pay cash or other dividends to its shareholders. The 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 Board of Directors. In addition, the Company is prohibited from paying dividends or making other distributions to its shareholders pursuant to the terms of the Acquisition Facility agreement if the Company is not in compliance with certain financial covenants set forth therein. The Company monitors the financial covenants under its and its subsidiaries' credit facilities closely in order to ensure compliance therewith prior to the payment of any distributions by its subsidiaries to the Company and the payment of any dividends by the Company to its shareholders.

The Company's dividends are deemed eligible dividends for Canadian tax purposes. Dividends declared in 2022 and 2021 are as follows:

| 2022 | Payment date | Dividend / share |
|---|---|---|
| December 2022 | December 30, 2022 | $ 0.01958 |
| November 2022 | November 30, 2022 | $ 0.01958 |
| October 2022 | October 31, 2022 | $ 0.01958 |
| September 2022 | September 29, 2022 | $ 0.01833 |
| August 2022 | August 31, 2022 | $ 0.01833 |
| July 2022 | July 29, 2022 | $ 0.01833 |
| June 2022 | June 29, 2022 | $ 0.01833 |
| May 2022 | May 31, 2022 | $ 0.01833 |
| April 2022 | April 29, 2022 | $ 0.01833 |
| March 2022 | March 31, 2022 | $ 0.01833 |
| February 2022 | February 28, 2022 | $ 0.01833 |
| January 2022 | January 31, 2022 | $ 0.01833 |

| 2021 | Payment date | Dividend / share |
|---|---|---|
| December 2021 | December 31, 2021 | $ 0.01833 |
| November 2021 | November 30, 2021 | $ 0.01833 |
| October 2021 | October 29, 2021 | $ 0.01750 |
| September 2021 | September 29, 2021 | $ 0.01750 |
| August 2021 | August 31, 2021 | $ 0.01750 |
| July 2021 | July 31, 2021 | $ 0.01667 |
| June 2021 | June 30, 2021 | $ 0.01667 |
| May 2021 | May 31, 2021 | $ 0.01667 |
| April 2021 | April 30, 2021 | $ 0.01667 |
| March 2021 | March 31, 2021 | $ 0.01667 |
| February 2021 | February 26, 2021 | $ 0.01667 |
| January 2021 | January 29, 2021 | $ 0.01667 |

Positive trends in certain of DIV's Royalty Partners and the May 1, 2021 accretive incremental royalty purchases from Mr. Lube resulted in an increase to DIV's distributable cash (a non-IFRS measure) in the first half of 2021. As a result, on July 29, 2021, the Board of Directors approved an increase to DIV's monthly dividend from $0.01667 per share ($0.20 per share on an annualized basis) to $0.0175 per share ($0.21 per share on an annual basis) effective with the dividend declared in the month of August 2021. The positive trends experienced by certain of DIV's Royalty Partners continued into the fourth quarter of 2021. Accordingly, the Board of Directors approved an increase to DIV's monthly dividend from $0.0175 per share ($0.21 per share on an annual basis) to $0.01833 per share ($0.22 per share on an annual basis) effective with the dividend declared in the month of November 2021. Continued growth and positive trends experienced by DIV's Royalty Partners carried through to the third quarter of 2022. In turn, the Board of Directors approved an increase to DIV's monthly dividend from $0.01833 per share ($0.22 per share on an annual basis) to $0.01958 per share ($0.235 per share on an annual basis) effective with the dividend declared in the month of October 2022, representing a full recovery to pre-pandemic levels. On November 14, 2022, due to the completion of the Stratus acquisition, the Board of Directors approved an increase to DIV's monthly dividend from $0.01958 per share ($0.235 per share on an annualized basis) to $0.020 per share ($0.240 per share on an annualized basis), effective with the dividend declared in the month of January 2023. Refer to the "Description of Non-IFRS Financial Measures, Non-IFRS Ratios and Supplementary Financial Measures" section of this MD&A.

**Dividend Reinvestment Plan**

When active, the DRIP 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. 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.

## TRANSACTIONS WITH RELATED PARTIES

In addition to information disclosed elsewhere in this MD&A, the Company had the following related party transactions during the year ended December 31, 2022. 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.

**MCM Services Agreement**

In May 2021, DIV entered into a services agreement and cost sharing agreement with Maxam Capital Management Ltd. ("MCM"), an entity in respect of which Sean Morrison, the Company's President and CEO, is a director, and Mr. Morrison and Johnny Ciampi, one of the Company's directors, are minority shareholders, through which DIV provides certain office space and certain administrative services to MCM (the "MCM Agreements"). The transactions under MCM Agreements are not material to DIV, MCM, Mr. Morrison or Mr. Ciampi but are identified here for purposes of full disclosure.

**Key Management Compensation**

Key management personnel of the Company include Members of the Board of Directors, the President and CEO, and CFO. The table below summarizes the compensation of key management personnel included in net income:

| (000's) | Years ended December 31, 2022 | 2021 |
|---|---|---|
| Short-term benefits | $ 1,861 | $ 1,622 |
| Share-based compensation | 1,177 | 1,005 |
| | $ 3,038 | $ 2,627 |

## SIGNIFICANT ACCOUNTING POLICIES

The Company's 2022 Financial Statements accompanying this MD&A were prepared in accordance with IFRS. The Company's significant accounting policies are described in note 3 of the Company's 2022 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, 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* ("IFRS 10") judgment is required in determining whether DIV controls SGRS LP, ML LP, MRM LP, NND Royalties LP, OX LP and Strat-B 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 SGRS LP, ML LP, MRM LP, OX LP and Strat-B LP through its majority ownership of the respective general partners.

Although DIV has 99% ownership over the general partner of NND Royalties LP, management has determined that the definition of control pursuant to IFRS 10 is not met with respect to NND Royalties LP as DIV does not have the ability to direct the activities that most significantly affect the returns of NND Royalties LP for the reasons disclosed under the section "Control of NND Rights" below.

*Control of NND Rights*

In determining whether the Company controls an asset, the Company takes into consideration the control model in IFRS 15 *Revenues* ("IFRS 15"), and if there is an agreement to repurchase the asset. If an entity has a right to repurchase the asset, the buyer does not obtain control of the asset because the buyer is limited in its ability to direct the use of, and obtain substantially all of the remaining benefits from, the assets even though the buyer may have physical possession of the asset.

Nurse Next Door has the ability to repurchase the NND Rights from NND Royalties LP at any time after November 15, 2026 pursuant to the NND Buy-Out Option. Due to the NND Buy-Out Option, in accordance with IFRS 15, NND Royalties LP does not have control over the NND Rights and the Company cannot recognize the NND Rights as an intangible asset on its consolidated statement of financial position. Instead, the transaction is accounted for as a financing arrangement.

*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. The Company has determined that the transactions related to the SGRS Rights, ML Rights, AM Rights, MRM Rights, Oxford Rights and Stratus Rights were asset acquisitions and the acquisition-related costs were capitalized to the intangible asset.

*Fair Value of Exchangeable Partnership Units in SGRS LP and OX LP ("Exchangeable Partnership Units")*

The Company does not assign any value to the Exchangeable Partnership Units if they do not currently meet the relevant criteria for exchange into common shares of DIV (see note 8 in the Company's financial statements for the year ended December 31, 2022 for further information).

**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, which is dependent on a number of different assumptions that requires management to exercise judgment, to determine if impairment exists. These assumptions include the projected sales underlying the royalty payment, as well as the pre-tax discount rate used to determine the value-in-use. As a result, the estimated cash flows the intangible assets are expected to generate could differ materially from actual results. The significant estimates and assumptions used in the impairment tests are disclosed in the Company's financial statements for the year ended December 31, 2022.

*Valuation of the Investment in NND Royalties LP*

The Company's investment in NND Royalties LP is a financial instrument recorded at fair value. The valuation of NND Royalties LP includes an estimate of the discounted cash flows receivable from Nurse Next Door and takes into consideration a number of different variables that requires management to exercise judgment. These judgments include the discount rate used to calculate the fair value of the contractual cash flows receivable, the likelihood of Nurse Next Door exercising the NND Buy-Out Option and the likelihood of Nurse Next Door exercising its right to exchange NND Royalties LP Class B units for common shares of DIV, subject to meeting certain criteria (the "NND Exchange Mechanism"). As a result, the estimated cash flows that the investment in NND Royalties LP are expected to generate could differ materially from actual 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 9, 2023, 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 2027 Debentures. In that event, the value of DIV's common shares, 2027 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.

As at December 31, 2022, management conducted an evaluation of the design and operating effectiveness of DIV's DC&P under the supervision of the CEO and the CFO. Based on the evaluation, the CEO and the CFO concluded that DIV's DC&P were effective as at December 31, 2022.

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 year ended December 31, 2022.

No changes were made in the Company's design of ICFR during the year ended December 31, 2022, that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

As at December 31, 2022, management conducted an evaluation of the design and operating effectiveness of DIV's ICFR under the supervision of the CEO and the CFO. Based on the evaluation, the CEO and the CFO concluded that DIV's ICFR was effective as at December 31, 2022.

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" or "financial outlook" 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 and financial outlook. Forward-looking information and financial outlook are 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 the forward-looking information and financial outlook contained herein on

DIV's current expectations about future events. Some of the specific forward-looking information and financial outlook in this MD&A includes, but is not limited to, statements with respect to: DIV's objective to purchase additional stable and growing royalty streams from growing multi-location businesses and franchisors; DIV's objective to increase distributable cash per share, a non-IFRS measure, by making accretive royalty purchases; the remaining consideration payable to Mr. Lube for 6 of the 13 Mr. Lube locations added to the Mr. Lube Royalty Pool on May 1, 2021, including the estimated amount and timing thereof; the estimated incremental annual royalty income to DIV from the addition of four net new locations to the Mr. Lube Royalty Pool; the remaining consideration payable to Mr. Lube for the 4 net Mr. Lube locations added to the Mr. Lube Royalty Pool on May 1, 2022, including the estimated amount and timing thereof and DIV's intention to pay such consideration in the form of shares, as well as ML LP's obligation to pay Mr. Lube an amount in cash of approximately $0.2 million on May 1, 2023 equal to the dividends Mr. Lube would have received during the period from May 1, 2022 to May 1, 2023 had the Additional Shares been issued on May 1, 2022; Mr. Lube's deferral of the third royalty rate increase; AM LP continuing to monitor its debt going forward; the future repayment by Mr. Mikes of outstanding deferred contractual royalties and management fees; the ability and terms on which Mr. Mikes can add eligible additional locations to the Amended Mr. Mikes Royalty Pool and increase the Mr. Mikes Royalty Rate; DIV's belief that the Amended MRM Royalty Agreements better align DIV and Mr. Mikes going forward; outstanding deferred contractual amounts owing from Mr. Mikes may be partially or fully collected and recognized as revenue in the future; DIV's intention to pay regular monthly cash dividends to shareholders; the Company's Board of Directors reviewing the Company's dividend on an ongoing basis and the possibility that the DIV Board of Directors may amend the dividend policy at any time; when the DRIP is in place, DIV may, from time to time, change or eliminate the discount applicable to common shares issued from treasury under the DRIP; DIV's intention to acquire future royalty streams in separate legal entities without cross-collateralization; management's intend to refinance its non-amortizing loans before their respective maturity dates; 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 DIV's Royalty Partners to DIV; the expectation that the cash flows included in the maturity analysis in the table under the heading "Liquidity Risk" would not occur significantly earlier than as presented or in significantly different amounts than as presented; and DIV may in managing its capital to issue new common shares, issue warrants, issue new debt, draw on its operating lines of credit, purchase common shares for cancellation pursuant to normal course issuer bids, temporarily suspend the DRIP, reduce the monthly dividend or reduce debt.

Forward-looking information and financial outlook contained in this MD&A are 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, Mr. Lube, Mr. Mikes, Nurse Next Door, Oxford and Stratus and adjustments thereto; the payment of royalties from LoyaltyOne; the ability to acquire and effect of additional royalties; the business strategy, growth opportunities, budgets, projected costs, goals, plans and objectives of the Company, Sutton, Mr. Lube, LoyaltyOne, Mr. Mikes, Nurse Next Door, Oxford and Stratus; DIV will generate sufficient cash flows from its royalties to service its debt and pay dividends to shareholders; lenders will provide any necessary waivers required in order to allow DIV to continue to pay dividends; lenders will provide any necessary covenant waivers to DIV and its Royalty Partners; the performance of DIV's royalty partners will be consistent with DIV's and its royalty partners' respective expectations; recent positive trends for certain of DIV's royalty partners (including their respective franchisees) will continue and not regress; government mandated COVID-19 restrictions will not be re-imposed; the estimated incremental annual royalty income to DIV from the addition of four net new locations to the Mr. Lube Royalty Pool will be consistent with DIV's expectations; 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 dividends; the ability to retain and continue to attract qualified and knowledgeable personnel; no material changes to government and environmental regulations adversely affecting DIV's or its Royalty Partner's respective operations; and competition for acquisitions, will be consistent with the economic climate. Although the forward-looking information and financial outlook contained in this MD&A are 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 or outlook. Undue reliance should not be placed on the forward-looking information and financial outlook contained herein since no assurance can be given that it will prove to be correct.

Forward-looking information and financial outlook reflect current expectations of the Company's management regarding future events and operating performance as of the date of this MD&A. Such information and outlook involve 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 and financial outlook including, without limitation: the Company's high dependency on the operations of Sutton, Mr. Lube, LoyaltyOne, Mr. Mikes, Nurse Next Door, Oxford and Stratus; prevailing yields on similar securities; the Company's reliance on key personnel; dividends are not guaranteed and will fluctuate with business performance of DIV and its Royalty Partners (including their respective franchisees) and may be reduced or suspended at any time; the unpredictability and volatility of prices of the Company's common shares and convertible debentures; leverage and restrictive covenants; failure to access financing; credit facilities risk; the financial health of Sutton, Mr. Lube, LoyaltyOne, Mr. Mikes, Nurse Next Door, Oxford and Stratus cash flows; DIV and its Royalty Partners (including their respective franchisees) may continue to be adversely impacted directly, or indirectly by economic or socioeconomic conditions related to COVID-19; recent improvement trends experienced by certain of DIV's Royalty Partners (including their respective franchisees) may not continue and may regress; DIV's lenders may not agree to provide, or continue to provide, as applicable, covenant relief, at all or only on terms that are disadvantageous to DIV; the Royalty Partners' respective lenders may not agree to provide, or continue to provide, as applicable, covenant relief, at all or only on terms that are disadvantageous to the Royalty Partners; the actual incremental annual royalty income to DIV from the addition of four net new locations to the Mr. Lube Royalty Pool may be less than expected; DIV and Mr. Mikes may not realize the intended benefits of the Amended MRM Royalty Agreements; outstanding deferred contractual amounts owing from Mr. Mikes may not be collected in the future;

LoyaltyOne may not be successful in continuing to renew sponsor contracts, and such contracts, if renewed, may be renewed on less advantageous terms than existing contracts; failure to realize anticipated benefits of royalty acquisitions; regulatory risk; regulatory filing and licensing requirements; fluctuations in interest rates and inflation; competition for royalty acquisition targets; failure to complete further royalty acquisitions or future royalty acquisitions not being accretive; dependence on the business of Sutton, Mr. Lube, LoyaltyOne, Mr. Mikes, Nurse Next Door, Oxford and Stratus to fund dividends; limitations on future growth and cash flow; sensitivity to general economic conditions and levels of economic activity; financing constraints; and foreign exchange exposure. 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 and in the Company's Annual Information Form dated March 9, 2023, a copy of which is available on SEDAR at www.sedar.com. 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.

To the extent any forward-looking information in this news MD&A constitutes a "financial outlook" within the meaning of applicable securities laws, such information is being provided to provide investors with an estimate of the financial impact to DIV of the addition of four net new Mr. Lube locations to the Mr. Lube Royalty Pool on May 1, 2022.

The forward-looking information and financial outlook contained in this MD&A are expressly qualified in their entirety by this cautionary statement. Forward-looking information and financial outlook reflect management's current beliefs and are based on information currently available to the Company. The forward-looking information and financial outlook are 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 or financial outlook 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 as well as financial statements and other reports provided to DIV by its Royalty Partners. 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 MD&A nor ascertained the underlying assumptions relied upon by such sources.