

Recipe Unlimited Corporation

Condensed Consolidated Interim Financial Statements (unaudited)
For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017

Recipe Unlimited Corporation

 Condensed Consolidated Interim Statements of Earnings and Comprehensive Income
 For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017

	For the 13 weeks ended		For the 26 weeks ended	
	July 1, 2018	June 25, 2017 <small>(note 3)</small>	July 1, 2018	June 25, 2017 <small>(note 3)</small>
(in thousands of Canadian dollars, except where otherwise indicated)				
Sales (note 6)	\$ 263,524	\$ 152,038	\$ 465,670	\$ 309,001
Franchise revenues (note 7)	48,784	42,331	93,180	83,919
Total gross revenue	\$ 312,308	\$ 194,369	\$ 558,850	\$ 392,920
Cost of inventories sold	(99,507)	(67,806)	(184,263)	(138,242)
Selling, general and administrative expenses (note 8)	(177,387)	(97,503)	(307,579)	(193,751)
Impairment of assets (notes 14 and 15)	(689)	(2,438)	(1,267)	(3,622)
Restructuring and other (note 9)	(516)	(2,696)	(745)	(2,671)
Operating income	\$ 34,209	\$ 23,926	\$ 64,996	\$ 54,634
Net interest expense and other financing charges (note 10)	(2,986)	(2,728)	(6,303)	(5,770)
Share of income from investment in joint ventures	837	394	439	271
Earnings before change in fair value and income taxes	\$ 32,060	\$ 21,592	\$ 59,132	\$ 49,135
Change in fair value of non-controlling interest liability	(1,000)	-	(1,000)	-
Change in fair value of Exchangable Keg Partnership units	(2,619)	-	(363)	-
Earnings before income taxes	\$ 28,441	\$ 21,592	\$ 57,769	\$ 49,135
Income taxes (note 11)				
Current	(2,888)	(377)	(5,548)	(3,548)
Deferred recovery (expense)	(6,087)	(3,800)	(11,218)	15,672
Net earnings	\$ 19,466	\$ 17,415	\$ 41,003	\$ 61,259
Net earnings attributable to				
Shareholders of the Company	\$ 19,450	\$ 17,389	\$ 41,149	\$ 61,375
Non-controlling interest	16	26	(146)	(116)
	\$ 19,466	\$ 17,415	\$ 41,003	\$ 61,259
Statement of comprehensive income				
Net earnings	\$ 19,466	\$ 17,415	\$ 41,003	\$ 61,259
Foreign currency translation adjustment	328	-	611	-
Total comprehensive income	\$ 19,794	\$ 17,415	\$ 41,614	\$ 61,259
Net earnings per share attributable to the Common				
Shareholders of the Company (note 22) (in dollars)				
Basic earnings per share	\$ 0.31	\$ 0.29	\$ 0.67	\$ 1.02
Diluted earnings per share	\$ 0.30	\$ 0.28	\$ 0.65	\$ 0.99

Recipe Unlimited Corporation

Condensed Consolidated Interim Statements of Total Equity

For the 26 weeks ended July 1, 2018 and June 25, 2017

(in thousands of Canadian dollars, except where otherwise indicated)

	Attributable to the Common Shareholders of the Company						
	Number of shares (in thousands)	Share capital (note 21)	Merger reserve	Contributed surplus	Accumulated other comprehensive loss	Deficit	Total equity
Balance at December 31, 2017	58,572	\$ 690,968	\$ -	11,957	(5,326)	\$ (90,179)	\$ 607,420
Net earnings	-	-	-	-	-	41,149	41,149
Other comprehensive income	-	-	-	-	611	-	611
The Keg merger (note 26)	-	-	(216,728)	-	1,793	(35,117)	(250,052)
Dividends	-	-	-	-	-	(13,323)	(13,323)
Share re-purchase (note 21)	(38)	(954)	-	-	-	-	(954)
Issuance of common stock (note 21)	3,801	94,728	-	-	-	-	94,728
Stock options exercised (note 21)	17	173	-	(35)	-	-	138
Stock-based compensation (note 20)	-	-	-	1,588	-	-	1,588
	3,780	93,947	(216,728)	1,553	2,404	(7,291)	(126,115)
Balance at July 1, 2018	62,352	\$ 784,915	\$ (216,728)	13,510	(2,922)	\$ (97,470)	\$ 481,305

	Attributable to the Common Shareholders of the Company						
	Number of shares (in thousands)	Share Capital (note 21)	Merger reserve	Contributed surplus	Accumulated other comprehensive loss	Deficit	Total equity
Balance at December 25, 2016	59,982	\$ 723,724	\$ -	9,764	(3,790)	\$ (175,756)	\$ 553,942
Net earnings and comprehensive income	-	-	-	-	-	61,375	61,375
Dividends	-	-	-	-	-	(12,202)	(12,202)
Share re-purchase	(23)	(546)	-	-	-	-	(546)
Stock options exercised	14	146	-	(27)	-	-	119
Stock-based compensation (note 20)	-	-	-	1,313	-	-	1,313
	(9)	(400)	-	1,286	-	49,173	50,059
Balance at June 25, 2017	59,973	\$ 723,324	\$ -	11,050	(3,790)	\$ (126,583)	\$ 604,001

Recipe Unlimited Corporation

Condensed Consolidated Interim Balance Sheets

As at July 1, 2018, December 31, 2017 and June 25, 2017

(in thousands of Canadian dollars)

	As at July 1, 2018	As at December 31, 2017	As at June 25, 2017
Assets			
Current Assets			
Cash	\$ 44,075	\$ 41,971	\$ 15,435
Accounts receivable (note 25)	76,255	60,991	64,256
Inventories (note 12)	39,752	26,321	29,792
Assets held for sale	-	-	1,721
Prepaid expenses and other assets	16,463	8,573	8,170
Total Current Assets	\$ 176,545	\$ 137,856	\$ 119,374
Long-term receivables (note 13)	38,087	40,033	39,893
Property, plant and equipment (note 14)	416,672	336,210	329,506
Investment in the Keg Limited Partnership (note 26)	128,131	-	-
Brands and other assets (note 15)	616,609	614,968	607,163
Goodwill (note 16)	191,111	191,111	190,379
Deferred tax asset (note 11)	33,383	23,361	34,446
Total Assets	\$ 1,600,538	\$ 1,343,539	\$ 1,320,761
Liabilities			
Current Liabilities			
Accounts payable and accrued liabilities	\$ 118,591	\$ 86,131	\$ 95,969
Provisions (note 17)	7,027	6,959	7,374
Gift card liability	103,208	57,495	32,416
Income taxes payable	2,278	4,107	4,831
Current portion of long-term debt (note 18)	7,097	2,916	2,515
Total Current Liabilities	\$ 238,201	\$ 157,608	\$ 143,105
Long-term debt (note 18)	491,613	401,700	396,063
Note payable to The Keg Royalties Income Fund	57,000	-	-
Provisions (note 17)	7,097	8,171	8,010
Other long-term liabilities (note 19)	92,287	67,842	66,781
Deferred gain on sale of The Keg Rights (note 26)	135,071	-	-
Deferred tax liability (note 11)	97,964	100,798	102,801
Total Liabilities	\$ 1,119,233	\$ 736,119	\$ 716,760
Shareholders' Equity			
Common share capital (note 21)	\$ 784,915	\$ 690,968	\$ 723,324
Contributed surplus	13,510	11,957	11,050
Merger reserve (note 26)	(216,728)	-	-
Accumulated other comprehensive loss	(2,922)	(5,326)	(3,790)
Deficit	(97,470)	(90,179)	(126,583)
Total Shareholders' Equity	\$ 481,305	\$ 607,420	\$ 604,001
Total Liabilities and Equity	\$ 1,600,538	\$ 1,343,539	\$ 1,320,761
Commitments, contingencies and guarantees (note 24)			
Subsequent events (note 28)			

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Condensed Consolidated Interim Statements of Cash Flows
For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017

(in thousands of Canadian dollars)	For the 13 weeks ended		For the 26 weeks ended	
	July 1, 2018	June 25, 2017	July 1, 2018	June 25, 2017
Cash from (used in)				
Operating Activities				
Net earnings	\$ 19,466	\$ 17,415	\$ 41,003	\$ 61,259
Depreciation and amortization	15,300	12,401	29,895	23,923
Net gain on disposal of property, plant and equipment	(254)	(1,143)	(466)	(1,586)
Losses on early buyout/cancellation of equipment rental contracts	288	146	475	119
Impairment of assets, net of reversals	689	2,438	1,267	3,622
Net interest expense and other financing charges (note 10)	2,986	2,728	6,303	5,770
Stock based compensation	1,063	768	1,588	1,313
Income taxes paid	(2,882)	(1,054)	(7,345)	(3,354)
Change in assets held for sale	-	1,277	-	(1,721)
Change in restructuring provision	(53)	2,401	(963)	2,114
Change in deferred tax (note 11)	6,736	3,800	11,812	(15,672)
Change in franchise onerous contract provision (note 17)	(1,014)	(189)	(1,268)	(473)
Change in fair value of Exchangable Keg Partnership units	2,619	-	363	-
Other non-cash items	1,016	(1,555)	2,857	(3,489)
Net change in non-cash operating working capital (note 23)	(4,567)	(8,207)	(44,955)	(12,165)
Cash flows from operating activities	<u>41,393</u>	<u>31,226</u>	<u>40,566</u>	<u>59,660</u>
Investing Activities				
Business acquisitions, net of cash assumed (note 5 and 26)	-	(235)	(71,753)	1,286
Purchase of property, plant and equipment	(11,547)	(16,860)	(18,280)	(27,084)
Proceeds on disposal of property, plant and equipment	197	878	229	1,405
Proceeds on early buyout of equipment rental contracts	211	-	261	100
Investment in joint ventures	-	(15,486)	-	(15,486)
Share of (earnings) loss from investment in joint ventures	(154)	(394)	244	(271)
Additions to other assets	-	(76)	(127)	(132)
Change in long-term receivables	1,537	695	804	1,063
Cash flows used in investing activities	<u>(9,756)</u>	<u>(31,478)</u>	<u>(88,622)</u>	<u>(39,119)</u>
Financing Activities				
Issuance of long-term credit facility, net of financing costs (note 18)	-	17,250	104,000	17,250
Repayment of long-term credit facility (note 18)	(19,000)	-	(34,000)	(32,000)
Issuance of subordinated voting common shares (note 21)	-	-	138	119
Share re-purchase (note 21)	(300)	(546)	(954)	(546)
Change in finance leases (note 18)	761	(643)	21	(131)
Interest paid	(2,939)	(2,052)	(5,389)	(4,360)
Dividends paid subordinate and multiple voting common shares	(13,323)	(12,202)	(13,323)	(12,202)
Cash flows (used in) from financing activities	<u>(34,801)</u>	<u>1,807</u>	<u>50,493</u>	<u>(31,870)</u>
Change in cash during the year	(3,164)	1,555	2,437	(11,329)
Foreign currency translation adjustment	(181)	-	(333)	-
Cash - Beginning of period	47,420	13,880	41,971	26,764
Cash - End of period	\$ 44,075	\$ 15,435	\$ 44,075	\$ 15,435

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Notes to the Condensed Consolidated Interim Financial Statements

For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017

1 Nature and description of the reporting entity

Recipe Unlimited Corporation (formerly Cara Operations Limited) is a Canadian Company incorporated under the Ontario Business Corporations Act and is a Canadian full service restaurant operator and franchisor.

The Company's subordinate voting shares are listed on the Toronto Stock Exchange under the stock symbol "RECP". As part of the Company's initial public offering ("IPO") during fiscal 2015, the Company issued multiple voting shares to Fairfax Financial Holdings Limited and its affiliates ("Fairfax") and to the Phelan family through Cara Holdings Limited and its affiliates ("Cara Holdings", and together with Fairfax, the "Principal Shareholders"). As at July 1, 2018, the Principal Shareholders hold 66.7% of the total issued and outstanding shares and have 97.7% of the voting control attached to all the shares.

The Company's registered office is located at 199 Four Valley Drive, Vaughan, Canada L4K 0B8. Recipe Unlimited Corporation and its controlled subsidiaries are together referred to in these consolidated financial statements as "Recipe" or "the Company".

2 Basis of Presentation

Statement of compliance

The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and International Accounting Standard ("IAS") 34, "Interim Financial Reporting" as issued by the International Accounting Standards Board ("IASB"). The unaudited condensed consolidated interim financial statements should be read in conjunction with the Company's 2017 audited annual consolidated financial statements and accompanying notes.

The condensed consolidated interim financial statements were authorized for issue by the Board of Directors ("Board") on August 9, 2018.

Functional and presentation currency

The condensed consolidated interim financial statements are presented in Canadian dollars which is the Company's functional currency. The Company determines its foreign subsidiaries' functional currency by reviewing the currencies in which their respective operating activities occur. The Company translates assets and liabilities of its non-Canadian dollar functional currency subsidiaries into Canadian dollars using the rate in effect at the balance sheet date and revenues and expenses are translated at the average exchange rates during the year. Foreign currency translation gains and losses are included in Shareholders' equity as a component of accumulated other comprehensive loss in the accompanying consolidated financial statements.

Monetary assets and liabilities denominated in a currency that is different from a reporting entity's functional currency must be first remeasured from the applicable currency to the legal entity's functional currency.

All financial information presented in Canadian dollars has been rounded to the nearest thousands of dollars except where otherwise indicated.

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Seasonality of operations

Results of operations for the interim period are not necessarily indicative of the results of operations for the full year. Total gross revenues are subject to seasonal fluctuations due to consumer spending patterns. The Company may also experience quarterly variations in its operating results as its revenues may be subject to fluctuations resulting from a number of factors such as economic conditions, the effect of severe weather and the number of new locations opened or closures of existing franchise or company-owned restaurants. Occupancy related expenses, certain operating expenses, depreciation and amortization, and interest expense remain relatively steady throughout the year.

Critical accounting judgements and estimates

The preparation of the condensed consolidated interim financial statements requires management to make judgements, estimates and assumptions that affect the Company's accounting policies that affect the reported amounts and disclosures made in the condensed consolidated interim financial statements and accompanying notes. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial statements, the significant judgements made by management in applying the Company's accounting policies except those adopted using the judgements during the 26 weeks ended July 1, 2018 and the key sources of estimation of uncertainty were the same as those that applied to the Company's audited annual consolidated financial statements as at and for the year ended December 31, 2017.

3 Significant accounting policies

Accounting standards implemented in 2018

Revenue

In May 2014, the IASB issued IFRS 15, "Revenue from Contracts with Customers" ("IFRS 15"). IFRS 15 replaced IAS 11, "Construction Contracts", IAS 18 "Revenue", IFRIC 13, "Customer Loyalty Programmes", IFRIC 15, "Agreements for the Construction of Real Estate", IFRIC 18, "Transfer of Assets from Customers", and SIC 31, "Revenue – Barter Transactions Involving Advertising Services". On April 12, 2016, the IASB issued "Clarifications to IFRS 15, Revenue from Contracts with Customers", which is effective at the same time as IFRS 15. The standard contains a single model that applies to contracts with customers and two approaches for recognizing revenue. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. The clarifications to IFRS 15 provide additional guidance with respect to the five-step analysis, transition, and the application of the Standard to licenses of intellectual property. The new standard is effective for annual periods beginning on or after January 1, 2018, but earlier application is permitted either following a full retrospective approach or a modified retrospective approach. The modified retrospective approach allows the standard to be applied to existing contracts beginning with the initial period of adoption and restatements to the comparative periods are not required. The Company has adopted IFRS 15 and the clarifications in its financial statements for the annual period beginning on January 1, 2018. The Company has determined that the new standard has changed the presentation of advertising fund payments received from franchisees to Recipe and the related transfers from

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Recipe to the advertising funds, including payments from Recipe corporate restaurants, which were previously reported on a net basis in the consolidated financial statements. Under the new standard, advertising fund payments from franchisees and advertising fund transfers from Recipe are reported separately on a gross basis (notes 7 and 8). The Company has applied this change retrospectively, and therefore, prior year comparative amounts have been restated to reflect this revenue change. There was no impact to the opening balance sheet as at December 26, 2016. Below is the revised Revenue recognition policy as a result of the new standard adopted.

Revenue recognition

Gross revenues include revenue from the Company's food service activities. These activities consist primarily of food and beverage sales at restaurants operated by the Company, food product sales related to the sale of manufactured products to grocery retailers and certain franchisees, franchise revenues earned as part of the license agreements between the Company and its franchisees, and advertising fund payments received from franchisees, including payments from Recipe corporate restaurants. Under IFRS 15, revenue is recognized when a customer obtains control of the goods or services. Determining the timing of the transfer of control, at a point in time or over time, requires judgement.

Financial Instruments

In July 2014, the IASB issued the complete IFRS 9, "Financial Instruments" ("IFRS 9") which has replaced IAS 39, "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for the classification and measurement of financial assets. The mandatory effective date of IFRS 9 is for annual periods beginning on or after January 1, 2018 and must be applied retrospectively with some exemptions. The restatement of prior periods is not required and is only permitted if information is available without the use of hindsight. The Company adopted IFRS 9 on January 1, 2018. The adoption of IFRS 9 has not had a significant effect on the Company's accounting policies related to financial liabilities. Full details of the Company's adoption of IFRS 9 was disclosed in the same section of the Notes to condensed consolidated interim financial statements for the 13 weeks ended April 1, 2018.

Classification and Measurement of Share-based Payment Transactions (Amendments to IFRS 2)

On June 20, 2016, the IASB issued amendments to IFRS 2 Share-based Payment Transactions, clarifying how to account for certain types of share-based payment transactions. The amendments apply for annual periods beginning on or after January 1, 2018. The amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments, share-based payment transactions with a net settlement feature for withholding tax obligations and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The Company has adopted the amendments to IFRS 2 in its financial statements for the annual period beginning on January 1, 2018. Cash settled awards do not have any vesting or non-vesting conditions, therefore, the adoption of the amendment did not have a material impact on the condensed consolidated interim financial statements.

Foreign Currency Transactions

On December 8, 2016, the IASB issued IFRIC Interpretation 22 Foreign Currency Transactions and Advance Consideration. The Interpretation clarifies that the date of the transaction for the purpose of determining the

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exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognizes the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration. The Company has adopted the amendments of IFRIC 22 for annual periods beginning on January 1, 2018. There was no material impact on the condensed consolidated interim financial statements.

Other Standards

On December 8, 2016 the IASB issued narrow-scope amendments to two standards as part of its annual improvements process (Annual Improvements to IFRS Standards (2014-2016) cycle). There was clarification that the election to measure an associate or joint venture at fair value under IAS 28 “Investments in Associates and Joint Ventures” for investments held directly, or indirectly, through a venture capital or other qualifying entity can be made on an investment-by-investment basis which the Company adopted in its financial statements for the annual period beginning on January 1, 2018. The amendments did not have a material impact on the condensed consolidated interim financial statements.

4 Future accounting standards

Leases

In January 2016, the IASB issued IFRS 16 Leases with a mandatory effective date of January 1, 2019. The new standard will replace IAS 17 Leases and will carry forward the accounting requirements for lessors. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors. The Company intends to adopt IFRS 16 in its financial statements for the annual period beginning on December 31, 2018. The Company has developed a comprehensive work plan which includes the review of all the Company’s leases and sublease arrangements and adjustments to the Company’s database systems to quantify the impact of this standard. As the Company is a lessee with numerous leases and subleases to franchisees, this standard is expected to have a significant impact on assets, liabilities and the statements of earnings and comprehensive income.

Transfer of assets between an investor and its associate or joint venture

On September 11, 2014 the IASB issued Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28). The amendments address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011), in dealing with the sale or contribution of assets between an investor and its associate or joint venture (JV). Specifically, under the existing consolidation standard the parent recognizes the full gain on the loss of control, whereas under the existing guidance on associates and JVs the parent recognizes the gain only to the extent of unrelated investors’ interests in the associate or JV. The main consequence of the amendments is that a full gain/loss is recognized when the assets transferred meet the definition of a ‘business’ under IFRS 3 Business Combinations. A partial gain/loss is recognized when the assets transferred do not meet the definition of a business, even if these assets are housed in a subsidiary. The Company did not adopt these amendments in its financial statements for the

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annual period beginning January 1, 2018, as the effective date for these amendments has been deferred indefinitely.

Long-term interest in associates and joint ventures

In October 2017, the IASB issued narrow-scope amendments to IAS 28 Investments in Associates and Joint Ventures, clarifying that long-term interests in associates and joint ventures, to which the equity method is not applied, are in the scope of both IFRS 9 Financial Instruments (including its impairment requirements) and IAS 28. The amendments are effective for annual periods beginning on or after January 1, 2019. The Company intends to adopt the amendments to IAS 28 in its financial statements for the annual period beginning on December 31, 2018. The Company does not expect the amendments to have a material impact on its financial statements.

IFRIC 23 Uncertainty over Income Tax Treatments

On June 7, 2017, the IASB issued IFRIC Interpretation 23 Uncertainty over Income Tax Treatments. The Interpretation provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The Interpretation requires an entity to contemplate whether uncertain tax treatments should be considered separately, or together as a group, based on which approach provides better predictions of the resolution, reflect an uncertainty in the amount of income tax payable (recoverable) if it is probable that it will pay (or recover) an amount for the uncertainty, and measure a tax uncertainty based on the most likely amount or expected value depending on whichever method better predicts the amount payable (recoverable). The Company intends to adopt the Interpretation in its financial statements for the annual period beginning on December 31, 2018. The extent of the impact of adoption of this Interpretation has not yet been determined.

Annual Improvements to IFRS Standards (2015-2017) Cycle

On December 12, 2017 the IASB issued narrow-scope amendments to three standards as part of its annual improvements process. The amendments are effective on or after January 1, 2019, with early application permitted. Each of the amendments has its own specific transition requirements.

- IFRS 3 Business Combinations and IFRS 11 Joint Arrangements - to clarify how a company accounts for increasing its interest in a joint operation that meets the definition of a business;
- IAS 12 Income Taxes – to clarify that all income tax consequences of dividends are recognized consistently with the transactions that generated the distributable profits – i.e. in profit or loss, OCI, or equity; and
- IAS 23 Borrowing Costs – to clarify that specific borrowings – i.e. funds borrowed specifically to finance the construction of a qualifying asset – should be transferred to the general borrowings pool once the construction of the qualifying asset has been completed.

The Company intends to adopt these amendments in its financial statements for the annual period beginning on December 31, 2018. The Company does not expect the amendments to have a material impact on its financial statements.

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Plan Amendment, Curtailment or Settlement (Amendments to IAS 19)

On February 7, 2018, the IASB issued Plan Amendment, Curtailment or Settlement (Amendments to IAS 19). The amendments apply for plan amendments, curtailments or settlements that occur on or after January 1, 2019, or the date on which they are first applied (earlier application is permitted). The amendments to IAS 19 clarify that:

- on amendment, curtailment or settlement of a defined benefit plan, a company now uses updated actuarial assumptions to determine its current service cost and net interest for the period; and
- the effect of the asset ceiling is disregarded when calculating the gain or loss on any settlement of the plan.

The Company intends to adopt the amendments to IAS 19 in its financial statements for the annual period beginning on December 31, 2018. The Company does not expect the amendments to have a material impact on its financial statements.

5 Acquisitions and Buyouts

The Company has accounted for all acquisitions using the acquisition method, with the results of the businesses acquired included in the consolidated financial statements from the date of acquisition.

The Keg merger – see note 26 Related parties

Pickle Barrel

On December 1, 2017 (the “Pickle Barrel” Acquisition Date”), the Company completed the acquisition of Pickle Barrel Restaurants Inc. for \$21.5 million comprised of \$17.4 million in cash, the assumption of \$3.4 million debt, and through the issuance of \$0.8 million in Recipe subordinate voting shares to the vendor. The cash portion of the transaction was settled by drawing on the Company’s existing credit facility. As at July 1, 2018, there were no changes to the preliminary determination of the identifiable assets acquired and liabilities assumed at fair value in connection with the acquisition of Pickle Barrel disclosed in the December 31, 2017 financial statements.

Re-acquired franchise locations

In the normal course of business, the Company may acquire or re-acquire franchise restaurants and convert them into corporate restaurants. During the 13 and 26 weeks ended July 1, 2018, 2 and 3 franchise locations, respectively (13 and 26 weeks ended June 25, 2017 - 3 locations) were re-acquired by the Company for \$18 thousand related to the purchase of inventory (13 and 26 weeks ended June 25, 2017 - \$0.3 million), resulting in goodwill of \$nil (13 and 26 weeks ended June 25, 2017 - \$0.2 million).

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6 Sales

Sales are made up of the direct sale of prepared food and beverage to customers at company-owned restaurants and from its catering division, sales of St-Hubert and The Keg branded and other private label products produced and shipped from the Company's manufacturing plant and distribution centers to retail grocery customers and to its network of St-Hubert restaurants, and revenue from processing off-premise phone, web and mobile orders for franchised locations.

(in thousands of Canadian dollars)	<u>For the 13 weeks ended</u>		<u>For the 26 weeks ended</u>	
	<u>July 1, 2018</u>	<u>June 25, 2017</u>	<u>July 1, 2018</u>	<u>June 25, 2017</u>
Sales at corporate restaurants	\$ 193,118	\$ 96,558	330,031	\$ 190,795
Food processing and distribution sales	66,135	52,607	127,281	112,235
Call centre service charge revenues	2,878	2,873	5,963	5,971
Catering sales	1,393	-	2,395	-
	<u>\$ 263,524</u>	<u>\$ 152,038</u>	<u>465,670</u>	<u>\$ 309,001</u>

7 Franchise revenues

The Company grants license agreements to independent operators ("franchisees"). As part of the license agreements, the franchisees pay franchise fees, marketing fund contributions, conversion fees for established locations, and other payments, which may include payments for royalties, equipment and rents.

(in thousands of Canadian dollars)	<u>For the 13 weeks ended</u>		<u>For the 26 weeks ended</u>	
	<u>July 1, 2018</u>	<u>June 25, 2017</u>	<u>July 1, 2018</u>	<u>June 25, 2017</u>
Royalty revenue	\$ 26,900	\$ 22,705	51,433	\$ 45,194
Marketing fund contributions	18,431	16,007	35,201	31,829
Other rental income	2,504	2,822	4,608	5,036
Income on finance leases	413	291	834	757
Franchise fees on new and renewal licenses	614	244	928	566
Amortization of unearned conversion fees income	(78)	262	176	537
	<u>\$ 48,784</u>	<u>\$ 42,331</u>	<u>93,180</u>	<u>\$ 83,919</u>

Recipe Unlimited Corporation

Notes to the Condensed Consolidated Interim Financial Statements

For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017**8 Selling, general and administrative expenses**

Included in operating income are the following selling, general and administrative expenses.

(in thousands of Canadian dollars)	For the 13 weeks ended		For the 26 weeks ended	
	July 1, 2018	June 25, 2017	July 1, 2018	June 25, 2017
Corporate restaurant expenses	\$ 111,034	\$ 58,258	197,159	\$ 116,992
Franchise assistance and bad debt	2,414	2,585	4,406	4,324
Advertising fund transfers	18,431	16,007	35,201	31,829
Franchisor over-contribution to advertising funds	623	529	1,289	1,170
The Keg royalty expense	6,044		8,458	
Depreciation of property, plant and equipment (note 14)	14,095	10,014	27,155	19,156
Amortization of other assets (note 15)	1,205	1,567	2,740	3,106
Other	23,541	8,543	31,171	17,174
	\$ <u>177,387</u>	\$ <u>97,503</u>	<u>307,579</u>	\$ <u>193,751</u>

For the 13 and 26 weeks ended July 1, 2018, \$0.7 million and \$1.5 million, respectively (13 and 26 weeks ended June 25, 2017 - \$0.8 million and \$1.6 million) of depreciation related to property, plant and equipment has been included in cost of inventories sold as part of food processing and distribution.

Recipe Unlimited Corporation

Notes to the Condensed Consolidated Interim Financial Statements

For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017**9 Restructuring and other**

Restructuring costs consist of plans to consolidate and eliminate certain home office and brand operations positions related to Recipe's acquisitions, comprised primarily of severance costs and lease settlement costs.

The following table provides a summary of the costs recognized and cash payments made, as well as the corresponding net liability as at July 1, 2018:

(in thousands of Canadian dollars)	<u>For the 13 weeks ended</u>		<u>For the 26 weeks ended</u>	
	<u>July 1,</u>	<u>June 25,</u>	<u>July 1,</u>	<u>June 25,</u>
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Net liability, beginning of period	\$ 1,147	\$ 1,360	2,057	\$ 1,647
Cost recognized				
Employee termination benefits	378	290	460	290
Site closing costs and other	138	2,406	285	2,381
Total	516	2,696	745	2,671
Cash payments				
Employee termination benefits	184	197	950	390
Site closing costs and other	385	98	758	167
Total	569	295	1,708	557
Net liability, end of period	\$ 1,094	\$ <u>3,761</u>	1,094	\$ <u>3,761</u>

Recorded in the consolidated balance sheets as follows:

(in thousands of Canadian dollars)	<u>July 1,</u>	<u>December 31,</u>	<u>June 25,</u>
	<u>2018</u>	<u>2017</u>	<u>2017</u>
Employee termination benefits:			
Accounts payable and accrued liabilities	\$ 863	\$ 1,469	\$ 899
Other long-term liabilities	-	65	-
Site closing costs and other:			
Accounts payable and accrued liabilities	-	-	2,294
Provisions - current	231	517	435
Provisions - long-term	-	6	133
	\$ 1,094	\$ <u>2,057</u>	\$ <u>3,761</u>

Recipe Unlimited Corporation

Notes to the Condensed Consolidated Interim Financial Statements

For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017**10 Net interest expense and other financing charges**

(in thousands of Canadian dollars)	<u>For the 13 weeks ended</u>		<u>For the 26 weeks ended</u>	
	<u>July 1, 2018</u>	<u>June 25, 2017</u>	<u>July 1, 2018</u>	<u>June 25, 2017</u>
Interest expense on long-term debt	\$ 5,324	\$ 2,451	9,411	\$ 5,105
Interest on finance leases	466	433	932	935
Financing costs	195	164	358	330
Interest expense - other	104	151	189	209
Interest income on Partnership units	(2,581)	-	(3,546)	-
Interest income	<u>(522)</u>	<u>(471)</u>	<u>(1,041)</u>	<u>(809)</u>
	<u>\$ 2,986</u>	<u>\$ 2,728</u>	<u>6,303</u>	<u>\$ 5,770</u>

11 Income taxes

The Company's provision for income taxes is comprised of the following:

(in thousands of Canadian dollars)	<u>For the 13 weeks ended</u>		<u>For the 26 weeks ended</u>	
	<u>July 1, 2018</u>	<u>June 25, 2017</u>	<u>July 1, 2018</u>	<u>June 25, 2017</u>
Current income tax expense				
Current period	\$ 3,116	\$ 1,220	5,765	\$ 4,392
Adjustment for prior years	<u>(228)</u>	<u>(843)</u>	<u>(217)</u>	<u>(844)</u>
	<u>2,888</u>	<u>377</u>	<u>5,548</u>	<u>3,548</u>
Deferred income tax expense (recovery)				
Origination and reversal of temporary differences	5,491	4,525	10,625	9,497
Adjustments for prior years	263	(725)	316	(725)
Benefit from previously unrecognized tax asset	<u>333</u>	<u>-</u>	<u>277</u>	<u>(24,444)</u>
	<u>6,087</u>	<u>3,800</u>	<u>11,218</u>	<u>(15,672)</u>
Net income tax expense (recovery)	<u>\$ 8,975</u>	<u>\$ 4,177</u>	<u>16,766</u>	<u>\$ (12,124)</u>

Recipe Unlimited Corporation

Notes to the Condensed Consolidated Interim Financial Statements

For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017*Recognized deferred tax assets and liabilities*

(in thousands of Canadian dollars)	July 1, 2018	December 31, 2017	June 25, 2017
Opening balance	\$ (77,437)	\$ (85,031)	\$ (85,031)
Deferred income tax (expense)/recovery	(11,218)	4,398	15,672
Keg acquisition	24,074	-	-
Pickle Barrel acquisition	-	362	-
St-Hubert acquisition	-	1,004	1,004
Original Joe's acquisition	-	1,272	-
Income taxes recognized in other comprehensive income	-	558	-
	<u>\$ (64,581)</u>	<u>\$ (77,437)</u>	<u>\$ (68,355)</u>

Recorded in the consolidated balance sheets as follows:

Deferred tax asset	\$ 33,383	\$ 23,361	\$ 34,446
Deferred tax liability	<u>(97,964)</u>	<u>(100,798)</u>	<u>(102,801)</u>
	<u>\$ (64,581)</u>	<u>\$ (77,437)</u>	<u>\$ (68,355)</u>

12 Inventories

Inventories consist of food and packaging materials used in St-Hubert's food processing and distribution division and food and beverage items for use at the Company's corporately-owned locations. Corporate restaurant inventories are stated at the lower of cost and estimated net realizable value of the inventory. Costs consist of the cost to purchase, direct labour, an allocation of variable and fixed manufacturing overheads, and other costs incurred in bringing the inventory to its present location reduced by vendor allowances. The cost of inventories is determined using the first-in, first-out method.

(in thousands of Canadian dollars)	July 1, 2018	December 31, 2017	June 25, 2017
Raw materials	\$ 5,238	\$ 6,198	\$ 6,473
Work in progress	917	716	916
Finished goods	20,569	12,840	16,475
Food and beverage supplies	13,028	6,567	5,928
	<u>\$ 39,752</u>	<u>\$ 26,321</u>	<u>\$ 29,792</u>

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Notes to the Condensed Consolidated Interim Financial Statements

For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017

13 Long-term receivables

(in thousands of Canadian dollars)	<u>July 1, 2018</u>	<u>December 31, 2017</u>	<u>June 25, 2017</u>
Franchise receivable	\$ 21,579	\$ 24,366	\$ 26,932
Due from related parties (note 26)	15,595	14,571	11,283
Promissory notes	913	1,096	1,678
	<u>\$ 38,087</u>	<u>\$ 40,033</u>	<u>\$ 39,893</u>

Franchise receivable

In prior years, the Company converted certain corporate restaurants to franchise and sold the restaurants to independent operators (“franchisees”). As part of these conversion agreements certain franchisees entered into rental agreements to rent certain restaurant assets from the Company. Franchise receivables of \$21.6 million (December 31, 2017 - \$24.4 million; June 25, 2017 - \$26.9 million) relates primarily to the long-term obligation of the franchisees to pay the Company over the term of the rental agreement which is equal to the term of the license agreement or the term to the expected buyout date assuming that the franchisee is more likely than not to acquire the rented assets from the Company.

Long-term franchise receivables are reviewed for impairment when a triggering event has occurred. An impairment loss is recorded when the carrying amount of the long-term franchise receivable exceeds its estimated net realizable value. For the 13 and 26 weeks ended July 1, 2018, the Company recorded \$nil (13 and 26 weeks ended June 25, 2017 - \$nil) of impairment losses on long-term franchise receivables.

Long-term receivable maturities

Long-term receivables have maturity dates ranging from 2018 to 2034 and bear an average effective interest rate of 8% - 10%.

Recipe Unlimited Corporation

Notes to the Condensed Consolidated Interim Financial Statements

For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017

14 Property, plant and equipment

(in thousands of Canadian dollars)	As at July 1, 2018						
	Land	Buildings	Equipment	Leasehold improvements	Assets under finance lease	Construction-in-progress	Total
Cost							
Balance, beginning of year	\$ 38,816	\$115,801	\$ 214,017	\$ 143,250	\$ 42,439	\$ 6,456	\$ 560,779
Additions	-	-	1,218	2,038	-	4,127	7,383
Additions from The Keg merger (note 26)	-	-	17,748	71,339	-	542	89,629
Disposals and adjustments	-	(16)	(19,755)	(2,796)	-	-	(22,567)
Foreign exchange translation	-	-	226	577	-	4	807
Transfer to/(from) construction-in-progress	-	45	1,114	1,168	-	(2,327)	-
Balance at April 1, 2018	\$ 38,816	\$115,830	\$ 214,568	\$ 215,576	\$ 42,439	\$ 8,802	\$ 636,031
Additions	-	9	363	(1,537)	1,490	10,572	10,897
Disposals and adjustments	-	(5)	(2,270)	(4,390)	-	-	(6,665)
Foreign exchange translation	-	-	278	703	-	10	991
Transfer to/(from) construction-in-progress	-	6	3,106	4,070	-	(7,182)	-
Balance at July 1, 2018	\$ 38,816	\$115,840	\$ 216,045	\$ 214,422	\$ 43,929	\$ 12,202	\$ 641,254
Accumulated depreciation and impairment losses							
Balance, beginning of year	\$ -	\$ 7,964	\$ 134,454	\$ 63,372	\$ 18,779	\$ -	\$ 224,569
Depreciation expense	-	634	6,441	4,818	1,167	-	13,060
Impairment losses	-	-	-	578	-	-	578
Foreign exchange translation	-	-	192	463	-	-	655
Disposals and adjustments	-	(16)	(19,735)	(2,999)	-	-	(22,750)
Balance at April 1, 2018	\$ -	\$ 8,582	\$ 121,352	\$ 66,232	\$ 19,946	\$ -	\$ 216,112
Depreciation expense	-	1,336	6,567	6,407	328	-	14,638
Foreign exchange translation	-	-	236	574	-	-	810
Disposals and adjustments	-	(5)	(2,538)	(4,324)	(111)	-	(6,978)
Balance at July 1, 2018	\$ -	\$ 9,913	\$ 125,617	\$ 68,889	\$ 20,163	\$ -	\$ 224,582
Carrying amount as at:							
July 1, 2018	\$ 38,816	\$105,927	\$ 90,428	\$ 145,533	\$ 23,766	\$ 12,202	\$ 416,672
December 31, 2017	\$ 38,816	\$ 107,837	\$ 79,563	\$ 79,878	\$ 23,660	\$ 6,456	\$ 336,210
June 25, 2017	\$ 38,546	\$ 108,766	\$ 79,455	\$ 66,082	\$ 19,822	\$ 16,835	\$ 329,506

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Notes to the Condensed Consolidated Interim Financial Statements

For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017

15 Brands and other assets

Brands and other assets including re-acquired franchise rights are recorded at their fair value at the date of acquisition. The Company assesses each intangible asset and other assets for legal, regulatory, contractual, competitive or other factors to determine if the useful life is definite. Brands are measured at cost less net accumulated impairment losses and are not amortized as they are considered to have an indefinite useful life. Indefinite life intangible assets are tested for impairment at least annually and whenever there is an indication that the asset may be impaired. Re-acquired franchise rights and other assets are amortized on a straight-line basis over their estimated useful lives, averaging approximately five years and are tested for impairment whenever there is an indication that the asset may be impaired.

(in thousands of Canadian dollars)	As at July 1, 2018			
	Brands	Other assets	Investment in joint ventures and associates (note 26)	Total
Cost				
Balance, beginning of year	\$ 526,072	\$ 90,222	\$ 19,675	\$ 635,969
Additions	-	127	-	127
Additions from The Keg merger (note 26)	-	4,443	-	4,443
Share of gain	-	-	99	99
Balance as at April 1, 2018	\$ 526,072	\$ 94,792	\$ 19,774	\$ 640,638
Adjustments	-	(236)	-	(236)
Share of earnings	-	-	509	509
Balance as at July 1, 2018	\$ 526,072	\$ 94,556	\$ 20,283	\$ 640,911
Accumulated amortization				
Balance, beginning of year	\$ -	\$ 21,001	\$ -	\$ 21,001
Amortization	-	1,535	-	1,535
Balance as at April 1, 2018	\$ -	\$ 22,536	\$ -	\$ 22,536
Amortization	-	1,205	-	1,205
Impairment loss	-	689	-	689
Adjustments	-	(242)	-	(242)
Other	-	114	-	114
Balance as at July 1, 2018	\$ -	\$ 24,302	\$ -	\$ 24,302
Net carrying amount as at:				
July 1, 2018	\$ 526,072	\$ 70,254	\$ 20,283	\$ 616,609
December 31, 2017	\$ 526,072	\$ 69,221	\$ 19,675	\$ 614,968
June 25, 2017	\$ 514,639	\$ 72,725	\$ 19,799	\$ 607,163

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Notes to the Condensed Consolidated Interim Financial Statements

For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017

16 Goodwill

Goodwill arising in a business combination is recognized as an asset at the date that control is acquired. Goodwill represents the excess of the purchase price of a business acquired over the fair value of the underlying net assets acquired at the date of acquisition. Goodwill is allocated at the date of the acquisition to a group of cash generating units that are expected to benefit from the synergies of the business combination, but no higher than an operating segment. Goodwill is not amortized and is tested for impairment at least annually and whenever there is an indication that the asset may be impaired.

(in thousands of Canadian dollars)	<u>July 1, 2018</u>	<u>December 31, 2017</u>	<u>June 25, 2017</u>
Cost			
Balance, beginning of period	\$ 191,111	\$ 188,998	\$ 188,998
Additions	-	941	175
Additions resulting from change in Preliminary Purchase Equation	-	1,347	1,206
Disposals	-	(175)	-
Balance, end of period	<u>\$ 191,111</u>	<u>\$ 191,111</u>	<u>\$ 190,379</u>

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Notes to the Condensed Consolidated Interim Financial Statements

For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017

17 Provisions

Provisions are recognized when there is a legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and the obligation can be measured reliably. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risk specific to the liability. Provisions are reviewed on a regular basis and adjusted to reflect management's best current estimates. Due to the judgemental nature of these items, future settlements may differ from amounts recognized.

	As at July 1, 2018				
(in thousands of Canadian dollars)	Asset retirement obligations	Lease obligations for closed restaurants	Franchise onerous contracts	Other	Total
Balance, beginning of period	\$ 5,994	\$ 2,156	\$ 4,064	\$ 2,916	\$ 15,130
Additions	6	-	-	-	6
Accretion	69	-	-	-	69
Payments	-	(568)	-	-	(568)
Adjustments	(24)	440	(254)	(310)	(148)
Balance at April 1, 2018	\$ 6,045	\$ 2,028	\$ 3,810	\$ 2,606	\$ 14,489
Additions	29	-	-	-	29
Accretion	66	-	-	-	66
Payments	(23)	(311)	-	-	(334)
Adjustments	(75)	877	(1,014)	86	(126)
Balance at July 1, 2018	\$ 6,042	\$ 2,594	\$ 2,796	\$ 2,692	\$ 14,124
December 31, 2017	\$ 5,994	\$ 2,156	\$ 4,064	\$ 2,916	\$ 15,130
June 25, 2017	\$ 5,609	\$ 2,238	\$ 4,217	\$ 3,320	\$ 15,384

Recorded in the consolidated balance sheets as follows:

(in thousands of Canadian dollars)	July 1, 2018	December 31, 2017	June 25, 2017
Provisions - current	\$ 7,027	\$ 6,959	\$ 7,374
Provisions - long-term	7,097	8,171	8,010
	\$ 14,124	\$ 15,130	\$ 15,384

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Notes to the Condensed Consolidated Interim Financial Statements

For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017

18 Long-term debt

(in thousands of Canadian dollars)	<u>July 1, 2018</u>	<u>December 31, 2017</u>	<u>June 25, 2017</u>
Term credit facility - revolving	\$ 300,025	\$ 229,025	\$ 227,250
Term credit facility - non-revolving	150,000	150,000	150,000
The Keg credit facilities	23,000	-	-
Finance leases	27,517	27,496	23,562
	<u>500,542</u>	<u>406,521</u>	<u>400,812</u>
Less: Financing costs	1,832	1,905	2,234
	<u>\$ 498,710</u>	<u>\$ 404,616</u>	<u>\$ 398,578</u>

Recorded in the consolidated balance sheets as follows:

Current portion of long-term debt	\$ 7,097	\$ 2,916	\$ 2,515
Long-term portion of long-term debt	491,613	401,700	396,063
	<u>\$ 498,710</u>	<u>\$ 404,616</u>	<u>\$ 398,578</u>

Term credit facility

On September 2, 2016, the Company amended and extended the terms of its existing term credit facility. The fourth amended and restated term credit facility is comprised of a revolving credit facility in the amount of \$400.0 million with an accordion feature of up to \$50.0 million maturing on September 2, 2021 and a non-revolving term credit facility in the amount of \$150.0 million maturing on September 2, 2019. A maximum amount of \$26.3 million per year may be repayable on the term credit facility if certain covenant levels are exceeded by the Company.

The interest rate applied on amounts drawn by the Company under its total credit facilities is the effective bankers acceptance rate or prime rate plus a spread based on the Company's total funded net debt to Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA") ratio, as defined in the agreement, measured using EBITDA for the four most recently completed fiscal quarters.

As at July 1, 2018, \$450.0 million (December 31, 2017 - \$379.0 million; June 25, 2017 - \$377.3 million) was drawn under the amended and extended credit facilities with an effective interest rate of 3.57% representing bankers acceptance rate of 1.67% plus 1.75% borrowing spread, standby fees and the amortization of deferred financing fees of 0.15%.

The Company is required to pay a standby fee of between 0.25% to 0.60% per annum, on the unused portion of the credit facility, for the term of its credit facilities. The standby fee rate is based on the Company's total funded net debt to EBITDA ratio. As of July 1, 2018, the standby fee rate was 0.35%.

As at July 1, 2018, the Company was in compliance with all covenants and has not exceeded any covenant levels requiring early repayments.

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Notes to the Condensed Consolidated Interim Financial Statements

For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017

The Keg Credit Facilities

In connection with The Keg merger (note 26), the Company assumed a multi-option credit agreement with a Canadian banking syndicate for the expansion of restaurant operations. The revolving credit and term loan facilities, with a syndicate of two Canadian banks, are available to finance the construction of certain new corporate restaurants and major renovations in Canada. These facilities are comprised of a \$14.0 million reducing term facility, a \$35.0 million revolving facility for future restaurant expansion which is subject to annual repayment based on 25% of excess operating cash flow, and a revolving demand operating facility of up to \$3.0 million available for general corporate purposes, including working capital, overdrafts and letters of credit.

Excess operating cash flow is defined in the credit agreement as operating cash flow for the financial year plus extraordinary or non-recurring items and any net decrease in working capital less interest paid, debt principal repayments, unfunded capital expenditures, income taxes paid and any net increase in working capital. Operating cash flow is defined as the sum of net income for the financial year, adjusted for gains or losses from dispositions not in the ordinary course of business, extraordinary or non-recurring items and equity income or losses from subsidiaries plus interest expense, income tax expense and depreciation and amortization.

As at July 1, 2018, \$23.0 million of the revolving facility has been drawn and is due on the July 2, 2020 maturity date, and less than \$0.1 million of the revolving demand operating facility has been used to issue letters of credit.

On June 18, 2018, the Company renegotiated the terms of its credit agreement with its existing banking syndicate. The credit facilities now bear interest at a rate between bank prime plus 0.25% to bank prime plus 1.0% based on certain financial criteria. As at July 1, 2018, the Company meets the criteria for interest at bank prime plus 0.25%.

The above credit facilities are secured by a general security agreement and hypothecation over Keg Restaurants Ltd.'s ("KRL's") Canadian and US assets and a pledge of all equity interests in The Keg Rights Limited Partnership (the "Partnership").

Finance leases

Included in finance leases are obligations that bear interest at an average rate of 7.0% (December 31, 2017 - 6.8%; June 25, 2017 - 7.0%).

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Notes to the Condensed Consolidated Interim Financial Statements

For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017

The movement in long-term debt from December 31, 2017 to July 1, 2018 is as follows:

(in thousands of Canadian dollars)	<u>Term Credit facility</u>	<u>Keg credit facilities</u>	<u>Finance leases</u>	<u>Total</u>
Balance at December 31, 2017	\$ 379,025	\$ -	\$ 27,496	\$ 406,521
Less Financing costs	<u>(1,905)</u>	<u>-</u>	<u>-</u>	<u>(1,905)</u>
	377,120	-	27,496	404,616
Changes from financing cash flows				
Issuance of borrowings	104,000	-	-	104,000
Repayment of borrowings	(15,000)	-	-	(15,000)
Debt assumed on acquisition (note 26)	-	23,774	-	23,774
Payment of finance lease liabilities	<u>-</u>	<u>-</u>	<u>(1,206)</u>	<u>(1,206)</u>
Balance due to changes from financing cash flows as at April 1, 2018	\$ 466,120	\$ 23,774	\$ 26,290	\$ 516,184
Repayment of borrowings	(18,000)	(1,000)	-	(19,000)
Payment of finance lease liabilities	<u>-</u>	<u>-</u>	<u>(1,195)</u>	<u>(1,195)</u>
Balance due to changes from financing cash flows as at July 1, 2018	\$ 448,120	\$ 22,774	\$ 25,095	\$ 495,989
Non-cash movements				
Adjustment to capitalized borrowing costs	(100)	-	-	(100)
New finance leases	-	-	1,490	1,490
Interest expense	358	41	932	1,331
Balance at July 1, 2018	\$ <u>448,378</u>	\$ <u>22,815</u>	\$ <u>27,517</u>	\$ <u>498,710</u>

The movement in long-term debt from December 25, 2016 to June 25, 2017 is as follows:

(in thousands of Canadian dollars)	<u>Term Credit facility</u>	<u>Finance leases</u>	<u>Total</u>
Balance at December 25, 2016	\$ 392,000	\$ 23,693	\$ 415,693
Less Financing costs	<u>(2,547)</u>	<u>-</u>	<u>(2,547)</u>
	389,453	23,693	413,146
Changes from financing cash flows			
Repayment of borrowings	(32,000)	-	(32,000)
Payment of finance lease liabilities	<u>-</u>	<u>(1,180)</u>	<u>(1,180)</u>
Total changes from financing cash flows as at March 26, 2017	357,453	22,513	379,966
Issuance of borrowings	17,250	-	17,250
Payment of finance lease liabilities	<u>-</u>	<u>(1,076)</u>	<u>(1,076)</u>
Total changes from financing cash flows as at June 25, 2017	374,703	21,437	396,140
Non-cash movements			
New finance leases	-	1,190	1,190
Adjustment to capitalized borrowing costs	(17)	-	(17)
Interest expense	166	502	668
Balance at March 26, 2017	\$ <u>374,852</u>	\$ <u>23,129</u>	\$ <u>397,981</u>
Interest expense	164	433	597
Balance at June 25, 2017	\$ <u>375,016</u>	\$ <u>23,562</u>	\$ <u>398,578</u>

Recipe Unlimited Corporation

Notes to the Condensed Consolidated Interim Financial Statements

For the 13 and 26 weeks ended July 1, 2018 and June 25, 2017**19 Other long-term liabilities**

(in thousands of Canadian dollars)	July 1, 2018	December 31, 2017	June 25, 2017
Accrued pension and other benefit plans	\$ 23,375	\$ 23,653	\$ 22,049
Non-controlling interest liability	20,511	19,511	19,511
Contingent liability (note 26)	17,000	-	-
Deferred income	9,303	10,860	11,701
Deferred rental income	8,243	9,375	10,664
Accrued rent expense	6,767	5,100	4,641
Other long-term liabilities	7,597	2,324	1,977
Deferred and restricted share units	1,303	720	608
Restructuring	-	65	893
	\$ 94,099	\$ 71,608	\$ 72,044

Recorded in the consolidated balance sheets as follows:

(in thousands of Canadian dollars)	July 1, 2018	December 31, 2017	June 25, 2017
Accounts payable and accrued liabilities	\$ 1,812	\$ 3,766	\$ 5,263
Other long-term liabilities	92,287	67,842	66,781
	\$ 94,099	\$ 71,608	\$ 72,044

Accrued pension and other benefit plans

The Company sponsors a number of pension plans, including a registered funded defined benefit pension plan, a multi-employer pension plan, a defined contribution plan and other supplemental unfunded unsecured arrangements providing pension benefits in excess of statutory limits. The defined benefit plans are non-contributory and these benefits are, in general, based on career average earnings subject to limits.

For the 13 and 26 weeks ended July 1, 2018, the Company recorded expenses of \$0.1 million and \$0.3 million (13 and 26 weeks ended June 25, 2017 - \$0.3 million and \$0.7 million) related to pension benefits.

Deferred income*Unearned franchise and conversion fee income*

At July 1, 2018, the Company had deferred \$4.5 million (December 31, 2017 - \$5.6 million; June 25, 2017 - \$6.1 million) of initial franchise fees and conversion fees received from franchisees that will be recognized over the remaining term of the respective franchise agreements.

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Sale-leaseback transactions

At July 1, 2018, the Company had deferred \$3.2 million (December 31, 2017 - \$3.5 million; June 25, 2017 - \$3.9 million) related to gains realized on sale-leaseback transactions.

Deferred rental income

In prior years, the Company converted certain corporate restaurants to franchise and sold the restaurants to independent operators (“franchisees”). As part of these conversion agreements, certain franchisees entered into rental agreements to rent certain restaurant assets from the Company. The \$8.2 million (December 31, 2017 - \$9.4 million; June 25, 2017 - \$10.7 million) represents the unearned revenue associated with the rental agreements calculated as the present value of the minimum lease payments using an interest rate implicit in the rental agreement.

Deferred share units (“DSU”)

The non-employee board members receive DSUs as compensation for their participation on the board. These DSUs are settled for cash when members cease to participate on the board of directors. For the 13 and 26 weeks ended July 1, 2018, the Company recognized an expense of \$0.1 million and \$0.3 million (13 and 26 weeks ended June 25, 2017- \$0.1 million and \$0.2 million) and a liability was recorded as part of Other Long-Term Liabilities in the amount of \$1.0 million as at July 1, 2018 (December 31, 2017 - \$0.7 million; June 25, 2017 - \$0.6 million).

Restricted share units (“RSU”)

In the quarter, RSUs were communicated to certain key employees in connection with new long-term employment agreements. 50% of these RSUs vest over 3 years and the other 50% vest over 4 years. These RSUs may be settled for subordinate voting shares or for cash. For the 13 and 26 weeks ended July 1, 2018, the Company recognized an expense of \$0.3 million (13 and 26 weeks ended June 25, 2017- \$nil) and a liability was recorded as part of Other Long-Term Liabilities in the amount of \$0.3 million as at July 1, 2018 (December 31, 2017 - \$nil; June 25, 2017 - \$nil).

20 Long-term incentive plans

Under the various stock option plans, the Company may grant options to buy up to 15% of its total Subordinate and Multiple Voting Shares outstanding, a total of 9.4 million shares, a guideline the Company has set on the number of stock option grants. As at July 1, 2018, approximately 7.7 million stock options were granted and outstanding.

Stock options outstanding as at July 1, 2018 have a term of up to eight years from the initial grant date. Each stock option is exercisable into one Subordinate Voting Share at the price specified in the terms of the option agreement. There were no accelerated vesting features upon the initial public offering under any of the plans described below.

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The following table summarizes the options granted:

	For the 13 and 26 weeks ended July 1, 2018					
	CEO stock option plan		Employee stock option plan		Total	
	Options (number of shares)	Weighted average exercise price/share	Options (number of shares)	Weighted average exercise price/share	Options (number of shares)	Weighted average exercise price/share
Outstanding options, December 31, 2017	2,449,355	\$ 8.74	1,680,071	\$ 17.06	4,129,426	\$ 12.12
Exercised	-	\$ -	(16,270)	\$ 8.51	(16,270)	\$ 8.51
Forfeited	-	\$ -	(32,181)	\$ 23.06	(32,181)	\$ 23.06
Outstanding options, April 1, 2018	2,449,355	\$ 8.74	1,631,620	\$ 17.02	4,080,975	\$ 12.05
Granted	450,000	\$ 27.24	3,150,000	\$ 34.63	3,600,000	\$ 33.71
Forfeited	-	\$ -	(2,080)	\$ 25.51	(2,080)	\$ 25.51
Outstanding options, end of period	2,899,355	\$ 11.61	4,779,540	\$ 28.43	7,678,895	\$ 22.20
Options exercisable, end of period	2,419,355	\$ 8.51	241,935	\$ 8.51	2,661,290	\$ 8.51

	For the 13 and 26 weeks ended June 25, 2017					
	CEO stock option plan		Employee stock option plan		Total	
	Options (number of shares)	Weighted average exercise price/share	Options (number of shares)	Weighted average exercise price/share	Options (number of shares)	Weighted average exercise price/share
Outstanding options, December 25, 2016	2,429,355	\$ 8.61	1,374,397	\$ 14.70	3,803,752	\$ 10.81
Granted	20,000	\$ 24.64	491,577	\$ 24.64	511,577	\$ 24.64
Forfeited	-	\$ -	(52,234)	\$ 15.27	(52,234)	\$ 15.27
Exercised	-	\$ -	(13,920)	\$ 8.51	(13,920)	\$ 8.51
Outstanding options, March 26, 2017	2,449,355	\$ 8.74	1,799,820	\$ 17.44	4,249,175	\$ 12.44
Granted	-	\$ -	1,678	\$ 25.90	1,678	\$ 25.90
Outstanding options, end of period	2,449,355	\$ 8.74	1,801,498	\$ 17.44	4,250,853	\$ 12.44
Options exercisable, end of period	2,419,355	\$ 8.51	241,935	\$ 8.51	2,661,290	\$ 8.51

CEO stock option plan

Under the CEO Stock Option Plan (“CEO Plan”), the Company’s CEO was granted the right to purchase Subordinate Voting Shares of the Company. The options vest pro-rata each year and expire after eight years. The settlement of the option can only be into the common share equity of the Company.

During the 13 and 26 weeks ended July 1, 2018, 150,000 stock options at an exercise price of \$27.39 were granted under the CEO Plan to the Executive Chair of the Board and the former CEO, Bill Gregson (13 and 26 weeks ended June 25 2017 – nil and 20,000 stock options at an exercise price of \$24.64) and 300,000 stock options at an exercise price of \$27.17 were granted to the current CEO, Frank Hennessey. These options vest over five years and expire after eight years.

During the 13 and 26 weeks ended July 1, 2018 and June 25, 2017, no options were exercised.

For the 13 and 26 weeks ended July 1, 2018, the Company recognized stock-based compensation costs of \$0.2 million (13 and 26 weeks ended June 25, 2017 - \$15 thousand and \$31 thousand, respectively) related to the CEO Plan with a corresponding increase to contributed surplus.

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Employee stock option plan

Under the Employee Stock Option Plan (“Employee Plan”), the Company granted options in accordance with certain terms of the CFO employment agreement to purchase Subordinate Voting Shares of the Company which vested on the third anniversary of the grant date (October 31, 2016). Vested options can be exercised upon the earlier of an initial public offering of the Company and the fifth anniversary of the grant date (October 31, 2018). During the 13 and 26 weeks ended July 1, 2018 the CFO was granted 150,000 stock options at an exercise price of \$27.39, with a 5 year vesting period and expire after eight years. The CFO now has 448,377 options at a weighted average exercise price of \$16.06.

During the 13 and 26 weeks ended July 1, 2018, in connection with his appointment to the board, Mr. David Aisenstat was granted 3,000,000 stock options at an exercise price of \$35.00. These stock options vest upon the achievement of specific Company performance measures and expire after 8 years.

Under the Employee Plan, the Company also granted options to various members of the Company’s management team to purchase Subordinate Voting Shares of the Company. These options vest over a three year period and may not be exercised until January 1, 2019. The options expire after eight years. During the 13 and 26 weeks ended July 1, 2018, no options were granted (13 and 26 weeks ended June 25, 2017 – 1,678 and 493,255 stock options, respectively, at a weighted average exercise price of \$25.90 and \$24.65). As at July 1, 2018 the Company’s management team has 1,331,163 at an average exercise price of \$18.49.

During the 13 and 26 weeks ended July 1, 2018, nil and 16,270 stock options with an exercise price of \$8.51 were exercised, respectively (13 and 26 weeks ended June 25, 2017 – nil and 13,920 stock options with an exercise price of \$8.51).

During the 13 and 26 weeks ended July 1, 2018, 2,080 and 34,261 stock options with a weighted average exercise price of \$25.51 and \$23.21, respectively were forfeited (13 and 26 weeks ended June 25, 2017 – nil and 52,234 stock options with a weighted average exercise price of \$15.27).

For the 13 and 26 weeks ended July 1, 2018, the Company recognized stock-based compensation costs of \$0.9 million and \$1.4 million, respectively (13 and 26 weeks ended June 25, 2017 - \$0.8 million and \$1.3 million, respectively) related to the Employee Plan with a corresponding increase to contributed surplus.

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21 Share capital

The Company's authorized share capital consists of an unlimited number of two classes of issued and outstanding shares: Subordinate Voting Shares and Multiple Voting Shares, and together with the Subordinate Voting Shares (the "Shares"). The Multiple Voting Shares are held by the Principal Shareholders, either directly or indirectly. Multiple Voting Shares may only be issued to the Principal Shareholders. The Subordinate Voting Shares and the Multiple Voting Shares are substantially identical with the exception of the voting, pre-emptive and conversion rights attached to the Multiple Voting Shares. Each Subordinate Voting Share is entitled to one vote and each Multiple Voting Share is entitled to 25 votes on all matters. The Multiple Voting Shares are convertible into Subordinate Voting Shares on a one-for-one basis at any time at the option of the holders thereof and automatically in certain other circumstances. The holders of Subordinate Voting Shares benefit from "coattail" provisions that give them certain rights in the event of a take-over bid for the Multiple Voting Shares.

Holders of Multiple Voting Shares and Subordinate Voting Shares will be entitled to receive dividends out of the assets of the Company legally available for the payment of dividends at such times and in such amount and form as the Board may determine. The Company will pay dividends thereon on a pari passu basis, if, as and when declared by the Board.

On June 20, 2018, the Company announced its notice of intention to make a normal course issuer bid ("NCIB") for its Subordinate Voting Shares. The Company may purchase up to 1,907,816 Subordinate Voting Shares during the period from June 22, 2018 to June 22, 2019. Purchases of the Subordinate Voting Shares are made at market prices and any Subordinate Voting Shares purchased through the NCIB will be cancelled. During the 26 weeks ended July 1, 2018, the Company purchased and cancelled 38,447 Subordinate Voting Shares for \$1.0 million (53 weeks ended December 31, 2017 - 1,468,006 Subordinate Voting Shares for \$33.9 million, 26 weeks ended June 25, 2017 - 23,074 Subordinate Voting Shares for \$0.5 million).

On December 1, 2017 the Company issued 30,290 subordinate voting shares in connection with the Pickle Barrel transaction.

On February 22, 2018 the Company issued 3,801,284 subordinate voting shares in connection with the Keg merger.

As at July 1, 2018, there were 34,396,284 Multiple Voting Shares and 27,955,623 Subordinate Voting Shares issued and outstanding.

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The following table provides a summary of changes to the Company's share capital:

	Number of Common Shares (in thousands)			Share Capital (in thousands of dollars)		
	Multiple voting common shares	Subordinate voting common shares	Total Common Shares	Multiple voting common shares	Subordinate voting common shares	Total Share Capital
Balance at December 25, 2016	34,396	25,586	59,982	\$ 192,548	\$ 531,176	\$ 723,724
Shares issued under stock option plan (note 20)	-	28	28	-	351	351
Share re-purchase	-	(1,468)	(1,468)	-	(33,857)	(33,857)
Shares issued as part of Pickle Barrel transaction	-	30	30	-	750	750
Balance at December 31, 2017	34,396	24,176	58,572	\$ 192,548	\$ 498,420	\$ 690,968
Shares issued under stock option plan (note 20)	-	17	17	-	173	173
Share re-purchase	-	(27)	(27)	-	(654)	(654)
Shares issued as part of Keg merger	-	3,801	3,801	-	94,728	94,728
Balance at April 1, 2018	34,396	27,967	62,363	\$ 192,548	\$ 592,667	\$ 785,215
Share re-purchase	-	(11)	(11)	-	(300)	(300)
Balance at July 1, 2018	34,396	27,956	62,352	\$ 192,548	\$ 592,367	\$ 784,915

	Number of Common Shares (in thousands)			Share Capital (in thousands of dollars)		
	Multiple voting common shares	Subordinate voting common shares	Total Common Shares	Multiple voting common shares	Subordinate voting common shares	Total Share Capital
Balance at December 27, 2015	34,396	14,767	49,163	\$ 192,548	\$ 245,453	\$ 438,001
Subscription receipts, net of costs, exchanged for shares	-	7,863	7,863	-	223,674	223,674
Shares issued as part of St-Hubert transaction	-	1,788	1,788	-	53,891	53,891
Shares issued under dividend reinvestment plan	-	7	7	-	227	227
Shares issued under stock option plan	-	1,161	1,161	-	7,931	7,931
Balance at December 25, 2016	34,396	25,586	59,982	\$ 192,548	\$ 531,176	\$ 723,724
Shares issued under stock option plan (note 20)	-	14	14	-	146	146
Balance at March 26, 2017	34,396	25,600	59,996	\$ 192,548	\$ 531,322	\$ 723,870
Share re-purchase	-	(23)	(23)	-	(546)	(546)
Balance at June 25, 2017	34,396	25,577	59,973	192,548	530,776	723,324

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22 Earnings per share

Basic earnings per share amounts are calculated by dividing the net earnings attributable to common shareholders of the Company by the weighted average number of shares issued during the period. Diluted earnings per share amounts are calculated by dividing the net earnings attributable to common shareholders of the Company by the weighted average number of shares issued during the period.

The following table sets forth the calculation of basic and diluted earnings per share (“EPS”) attributable to Common Shareholders:

	13 weeks ended July 1, 2018			13 weeks ended June 25, 2017		
	Net earnings attributable to shareholders of the Company	Weighted average number of shares	EPS	Net earnings attributable to shareholders of the Company	Weighted average number of shares	EPS
Basic	\$ 19,450	62,363	\$ 0.31	\$ 17,389	59,996	\$ 0.29
Diluted	\$ 19,450	64,819	\$ 0.30	\$ 17,389	62,315	\$ 0.28

	26 weeks ended July 1, 2018			26 weeks ended June 25, 2017		
	Net earnings attributable to shareholders of the Company	Weighted average number of shares	EPS	Net earnings attributable to shareholders of the Company	Weighted average number of shares	EPS
Basic	\$ 41,149	61,290	\$ 0.67	\$ 61,375	59,990	\$ 1.02
Diluted	\$ 41,149	63,645	\$ 0.65	\$ 61,375	62,270	\$ 0.99

The weighted average number of shares used in the calculation of basic and diluted earnings per share (“EPS”):

	For the 13 weeks ended		For the 26 weeks ended	
	July 1, 2018	June 25, 2017	July 1, 2018	June 25, 2017
Common shares	62,363,007	59,996,474	61,290,071	59,989,896
Effect of stock options issued ⁽¹⁾	2,456,330	2,318,674	2,355,398	2,279,848
	64,819,337	62,315,148	63,645,469	62,269,744

⁽¹⁾ 3,393,913 and 3,694,490 shares have been excluded from the 13 and 26 weeks ended July 1, 2018 because they are anti-dilutive (13 and 26 weeks ended June 25, 2017 - 354,307 shares and 843,809 options,

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23 Cash flows

The changes in non-cash working capital components, net of the effects of acquisitions and discontinued operations, are as follows:

(in thousands of Canadian dollars)	For the 13 weeks ended		For the 26 weeks ended	
	July 1, 2018	June 25, 2017	July 1, 2018	June 25, 2017
Accounts receivable	\$ (4,382)	\$ 1,377	(5,562)	\$ 19,496
Inventories	(5,280)	(2,747)	(7,458)	(1,925)
Income taxes payable	(26)	(722)	(1,829)	209
Prepaid expenses and other assets	(1,191)	(2,741)	(5,805)	(2,233)
Accounts payable and accrued liabilities	6,979	(364)	2,234	818
Gift card liability	(3,697)	(3,387)	(33,336)	(30,473)
Income taxes paid	2,882	1,054	7,345	3,354
Change in interest payable	148	(677)	(544)	(1,411)
Net change in non-cash operating working capital	\$ (4,567)	\$ (8,207)	(44,955)	\$ (12,165)

24 Commitments, contingencies and guarantees

The Company is involved in and potentially subject to various claims by third parties arising out of the normal course and conduct of its business including, but not limited to, labour and employment, regulatory, franchisee related and environmental claims. In addition, the Company is involved in and potentially subject to regular audits from federal and provincial tax authorities relating to income, commodity and capital taxes and as a result of these audits may receive assessments and reassessments.

Although such matters cannot be predicted with certainty, management currently considers the Company's exposure to such claims and litigation, to the extent not covered by the Company's insurance policies or otherwise provided for, not to be material to these consolidated financial statements.

The Company has outstanding letters of credit amounting to \$0.6 million (December 31, 2017 - \$0.6 million; June 25, 2017 - \$0.6 million) primarily for various utility companies that provide services to corporate owned or franchised locations and support for certain franchisees' external financing used to fund their initial franchise fees and conversion fees, if applicable, payable to the Company. The probability of the letters of credit being drawn as a result of default by a franchisee is low.

Indemnification provisions

In addition to the above guarantees, the Company has also provided and the Company receives customary indemnifications in the normal course of business and in connection with business dispositions and acquisitions. These indemnifications include items relating to taxation, litigation or claims that may be suffered by a counterparty as a consequence of the transaction. Until such times as events take place and/or claims are made under these provisions, it is not possible to reasonably determine the amount of liability under these

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arrangements. Historically, the Company has not made significant payments relating to these types of indemnifications.

25 Financial instruments and risk management

Market risk

Market risk is the loss that may arise from changes in factors such as interest rate, commodity prices and the impact these factors may have on other counterparties.

Interest rate risk

The Company is exposed to interest rate risk from the issuance of variable rate long-term debt. To manage the exposure, the Company closely monitors market conditions for potential changes in interest rates and may enter into interest rate derivatives from time to time.

Commodity price risk

The Company is exposed to increases in the prices of commodities in operating its corporate restaurants and food manufacturing and distribution division. To manage this exposure, the Company uses purchase arrangements for a portion of its needs for certain consumer products that may be commodities based.

Liquidity and capital availability risk

Liquidity risk is the risk that the Company cannot meet a demand for cash or fund its obligations as they come due. Liquidity risk also includes the risk of not being able to liquidate assets in a timely manner at a reasonable price.

Should the Company's financial performance and condition deteriorate, the Company's ability to obtain funding from external sources may be restricted. In addition, credit and capital markets are subject to inherent global risks that may negatively affect the Company's access and ability to fund its long-term debt as it matures. The Company mitigates these risks by maintaining appropriate availability under the credit facilities and varying maturity dates of long-term obligations and by actively monitoring market conditions.

Credit risk

Credit risk refers to the risk of losses due to failure of the Company's customers or other counterparties to meet their payment obligations.

In the normal course of business, the Company is exposed to credit risk from its customers, primarily franchisees, joint ventures, and retail customers of the Company's food manufacturing operations. The Company performs ongoing credit evaluations of new and existing customers', primarily franchisees, financial condition and reviews the collectability of its trade and long-term accounts receivable in order to mitigate any possible credit losses.

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Under IFRS 9, credit risk assessment now requires impairment to be recognized on financial assets. For accounts receivables, lifetime expected credit losses are recognized in the statement of earnings for assets that have increases in credit risk after initial recognition.

The following is an aging of the Company's accounts receivable, net of the allowance for uncollectible accounts, as at July 1, 2018, December 31, 2017, and June 25, 2017:

(in thousands of Canadian dollars)

	July 1, 2018			
	Current	> 30 days past due	> 60 days past due	Total
Accounts receivable (net of allowance)	\$ 68,854	\$ 4,958	\$ 2,443	\$ 76,255
Balances at December 31, 2017	\$ 49,363	\$ 6,976	\$ 4,652	\$ 60,991
Balances at June 25, 2017	\$ 57,732	\$ 4,192	\$ 2,332	\$ 64,256

As at July 1, 2018, the Company had recorded a provision for uncollectible accounts in the amount of \$14.4 million (December 31, 2017 - \$11.9 million; June 25, 2017 - \$10.1 million) to cover any credit risk related to the receivable balances past due.

Fair value of financial instruments

The different levels used to determine fair values have been defined as follows:

- Level 1 - inputs use quoted prices (unadjusted) in active markets for identical financial assets or financial liabilities that the Company has the ability to access.
- Level 2 - inputs other than quoted prices included in Level 1 that are observable for the financial asset or financial liability, either directly or indirectly. Level 2 inputs include quoted prices for similar financial assets and financial liabilities in active markets, and inputs other than quoted prices that are observable for the financial assets or financial liabilities.
- Level 3 - inputs are unobservable inputs for the financial asset or financial liability and include situations where there is little, if any, market activity for the financial asset or financial liability.

The following describes the fair value determinations of financial instruments:

Long-term debt

Fair value (Level 2) is based on the Company's current incremental borrowing rate for similar types of borrowing arrangements. The carrying amount of the debt associated with the Company's current financing would approximate its fair value as at July 1, 2018.

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Other financial instruments

Other financial instruments of the Company consist of cash, accounts receivable, franchise receivables, due from related parties, and accounts payable and accrued liabilities. The carrying amount for these financial instruments approximates fair value due to the short term maturity of these instruments and/or the use of at market interest rates.

Some amounts due from related parties relate to loans provided by the Company to its joint ventures for business purposes. These assets are classified at fair value through the statement of earnings under IFRS 9. The Company's collection of the loan principal is contingent on the financial performance of the joint venture and are classified as level 3 financial instruments.

The Class C unit investment in the Partnership is measured at amortized cost. The Exchangeable unit investment in the Partnership is measured at fair value through profit or loss. Investment of ten common shares in The Keg G.P. Ltd. ("KGP") and one general partnership unit in the Partnership are measured at amortized cost.

26 Related parties

Shareholders

As at July 1, 2018, the Principal Shareholders hold 66.7% of the total issued and outstanding shares and have 97.7% of the voting control attached to all the shares. Cara Holdings holds 23.2% of the total issued and outstanding shares, representing 40.8% voting control. Fairfax holds 43.5% of the total issued and outstanding shares, representing 56.9% voting control.

On February 22, 2018, 3,400,000 subordinate voting shares were issued at the exchange amount to Fairfax as part of the merger with The Keg on February 22, 2018.

During the 13 and 26 weeks ended July 1, 2018, the Company paid a dividend of \$0.2136 per share of Subordinate and Multiple Voting Shares of which Fairfax and Cara Holdings received \$5.8 million and \$3.1 million, respectively.

Insurance Provider

Some of Recipe's insurance policies are held by a company that is a subsidiary of Fairfax. The transaction is on market terms and conditions. As at July 1, 2018, no payments were outstanding.

The Company's policy is to conduct all transactions and settle all balances with related parties on market terms and conditions.

The Keg

On February 22, 2018 (the "Keg Acquisition Date"), the Company completed the merger with the Keg Restaurants Limited ("The Keg") for approximately \$200.0 million comprised of \$105.0 million in cash and 3,801,284 Cara subordinate voting shares at the exchange amount. In addition, Recipe may be required to pay

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up to an additional \$30.0 million of cash consideration upon the achievement of certain financial milestones within the first three fiscal years following closing. The cash portion of the purchase price was settled by drawing on its existing credit facility.

The Company has elected not to account for the merger as a business combination under IFRS 3 Business Combinations, as the transaction represents a combination of entities under common control of Fairfax. Accordingly, the combination was recorded on a book value basis with the following balances as at February 22, 2018:

	February 22, 2018
Consideration	
Cash paid to vendor	\$ 105,000
Cara subordinated voting shares issued	94,728
Contingent liability	17,000
Total consideration	\$ 216,728
Assets	
Cash	\$ 33,247
Accounts receivable	9,912
Inventories	5,973
Prepaid expenses and other assets	2,085
Total Current Assets	51,217
Long-term receivables	750
Property, plant and equipment	89,629
Investment in The Keg Rights Ltd. Partnership	128,494
Brands and other assets	4,443
Deferred income tax asset	24,668
Total Assets	\$ 299,201
Liabilities	
Accounts payable and accrued liabilities	\$ 31,274
Gift cards liability	79,049
Current portion of long-term debt	4,000
Total current liabilities	\$ 114,323
Other long-term liabilities	5,813
Long-term debt	19,775
Note payable to The Keg Royalties Income Fund	57,000
Deferred gain on sale of Keg Rights	135,614
Total liabilities	\$ 332,525
Equity	\$ (33,324)
Total liabilities and equity	\$ 299,201

A merger reserve equal to total consideration of \$216.7 million has been recorded on the balance sheet. The results from The Keg are included in the statement of earnings from The Keg acquisition date.

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Investment in The Keg Partnership

The Company's equity investment in the Partnership is represented by the investment in KGP. The value of the equity investment in the Partnership is nominal as substantially all of the cash flows from the Partnership are attributable to the Class C and Class A, B and D Partnership units ("Exchangeable Partnership units" or "Exchangeable units").

(in thousands of Canadian dollars)	<u># of units</u>	<u>Fair Value</u>
Class A Partnership units	905,944 \$	15,990
Class B Partnership units	176,700	3,119
Class C Partnership units	2,947,424	52,022
Exchangeable unit investment in the Partnership	4,030,068 \$	71,131
Class C unit investment in the Partnership	5,700,000	57,000
	<u>9,730,068 \$</u>	<u>128,131</u>

Exchangeable Unit Investment in the Partnership

The Exchangeable unit investment in the Partnership is comprised of the Exchangeable Partnership units held by the Company, and measured at fair value through profit or loss. The closing market price of a Fund unit as at July 1, 2018 was \$17.65.

The Class A Partnership units represent The Keg's initial 10% effective ownership of The Keg Royalties Income Fund ("the Fund") at the date of The Keg Initial Public Offering ("The Keg IPO"). The Class B and Class D Partnership units were received by The Keg subsequent to The Keg IPO date in return for adding net sales to the Royalty Pool on an annual basis. The royalty payments from KRL to the Partnership is four percent of system sales for such period reported by the Keg restaurants that are in the Partnership.

Pursuant to the declaration of trust, the holder (other than the Fund or its subsidiaries) of the Exchangeable Partnership units is entitled to vote in all votes of Fund unitholders as if they were holders of the number of Fund units they would receive if the Exchangeable Partnership units were exchanged into Fund units as of the record date of such votes, and will be treated in all respects as a Fund unitholder for the purpose of any such votes.

(a) The Class A units are entitled to a preferential proportionate distribution equal to the distribution on the Class C units, multiplied by the number of Class A units divided by the number of LP Partnership units ("LP units") issued and outstanding. The Keg Holdings Trust ("KHT") holds all of the 8,153,500 LP units issued and outstanding at July 1, 2018. In addition, the Class A units receive a residual distribution proportionately with the Class B units, Class D units, LP units and GP units relative to the aggregate number of each class issued and outstanding (or in the case of the Class B units and Class D units, the number issued and outstanding multiplied by the Class B and Class D current distribution entitlement, respectively). Class A units are exchangeable for Fund units on the basis of one Class A unit for one Fund unit and represent The Keg's initial 10% effective ownership of the Fund prior to the entitlement of Class B and Class D units.

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(b) The Class B units were issued to The Keg in return for adding net sales from new Keg restaurants to the Royalty Pool and are entitled to a preferential proportionate distribution and a residual distribution based on the incremental royalty paid to the Partnership. The distribution entitlements of the Class B units were adjusted annually on January 1 until the January 1, 2008 roll-in when the Class B Termination Date was reached and the last of the Class B units became entitled. Class B units held by the Company are exchangeable for Fund units on the basis of one Class B unit for one Fund unit. Class B units held by the Company receive a distribution entitlement.

(c) The Class D units were issued to the Company in return for adding net sales from new Keg restaurants to the Royalty Pool on an annual basis and are entitled to a preferential proportionate distribution and a residual distribution based on the incremental royalty paid to the Partnership. The distribution entitlements of the Class D units are adjusted annually on January 1. Class D units held by the Company are exchangeable for Fund units on the basis of one Class D unit for one Fund unit and the same distribution entitlement as the Class B units. Class D units are issued subsequent to the Class B Termination Date and are identical to Class B units except that the Trustees of KHT can require the Company to surrender any or all of the issued Class D units for a price that is equal to the one originally used in the formula to calculate the number of units issued.

Distributions on Exchangeable Partnership units are recorded as interest income on Partnership units in the condensed consolidated interim statement of earnings and comprehensive income.

Class C Unit Investment in the Partnership

The Class C unit investment in the Partnership is comprised of 5,700,000 Class C Partnership units held by the Company. The Class C Partnership units were issued to The Keg as one of a series of transactions that occurred in conjunction with The Keg Initial Public Offering (“The Keg IPO”) of the Fund on May 31, 2002.

The Company has the option at any time to transfer its 5,700,000 Class C Partnership units to KHT, a subsidiary of The Keg Royalties Income Fund (“Fund”), in consideration for the assumption by KHT of an amount of the note payable equal to \$10.00 for each Class C unit transferred. If the Company transferred all 5,700,000 Class C Partnership units, the entire \$57.0 million note payable to the Fund would be extinguished (note 18). The Class C units are entitled to preferential monthly distributions equal to \$0.0625 per Class C unit issued and outstanding and these distributions are recorded as interest income on Partnership units in the condensed consolidated interim statement of earnings and comprehensive income.

Deferred Gain on Sale of The Keg Rights

The deferred gain on sale of The Keg Rights relates to the sale by The Keg of its trademarks and other related intellectual property (collectively, the “Keg Rights”) to the Partnership in connection with The Keg IPO. The deferred gain is adjusted to reflect changes in KRL’s ownership interest in the Keg Rights resulting from the entitlement of Exchangeable Partnership units received as consideration for the addition of net new sales to the Royalty Pool on an annual basis.

Annually, on January 1st, the Royalty Pool is adjusted to include the gross sales from new Keg restaurants that have opened on or before October 2nd of the prior year, less gross sales from any Keg restaurants that have permanently closed during the preceding calendar year. In return for adding these net sales to the Royalty Pool, KRL receives the right to indirectly acquire additional Fund units (the “Additional Entitlement”). The Additional Entitlement is determined based on 92.5% of the net royalty revenue added to the Royalty Pool,

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divided by the yield of the Fund units, divided by the weighted average unit price of the Fund units. KRL receives 80% of the estimated Additional Entitlement initially, with the balance received on December 31st of each year when the actual full year performance of the new restaurants is known with certainty.

The gain on the sale of The Keg Rights is deferred and amortized on a straight-line basis over the 99-year term of the Licence and Royalty Agreement ending on May 30, 2101.

Other

As at July 1, 2018, long-term receivables include a non-interest bearing employee demand note in the amount \$0.8 million (December 31, 2017 - \$nil, June 25, 2017 - \$nil).

As at July 1, 2018, the Company has a \$2.5 million royalty fee payable, including GST, to the Fund (December 31, 2017 - \$nil, June 25, 2017 - \$nil) and a \$0.4 million interest payable amount due to the Fund on the Note payable to The Keg Royalties Income Fund (December 31, 2017 - \$nil, June 25, 2017 - \$nil) included in accounts payable and accrued liabilities.

As at July 1, 2018, the Company has \$1.0 million in distributions receivable from the Partnership (December 31, 2017 - \$nil, June 25, 2017 - \$nil) related to its ownership of the Class C and Exchangeable Partnership units. These amounts were received from the Partnership when due, subsequent to the above periods.

The Company performs accounting services for a company owned by a director. For the 13 and 26 weeks ended July 1, 2018, Keg Restaurants Ltd. ("KRL") earned \$0.1 million and \$0.2 million for these services (13 and 26 weeks ended June 25, 2017 - \$nil), which has been recognized by the Company as other income, net of the costs to provide these services.

The Company incurs royalty expense with respect to the licence and royalty agreement between the Company and the Partnership. As a result of the common directors on the board of the Company and on the board of The Keg GP, the general partner of the Partnership, the royalty expense is treated as a related party transaction. The Company incurred royalty expense of \$6.0 million and \$8.5 million for the 13 and 26 weeks ended July 1, 2018 (13 and 26 weeks ended June 25, 2017 - \$nil).

The Company also records investment income on its investment in Exchangeable and Class C units of the Partnership, which is presented as interest income on Partnership units in the condensed consolidated interim statements of earnings and comprehensive income. During the 13 and 26 weeks ended July 1, 2018, the Company recorded investment income of \$2.6 million and \$3.5 million related to these units (13 and 26 weeks ended June 25, 2017 - \$nil).

Investment in Original Joe's joint venture companies

The Company has joint venture arrangements with certain Original Joe's franchises. The Company has an equity investment in these restaurants at varying ownership interests as well as term loans and demand loans related to new restaurant construction, renovation and working capital. As at July 1, 2018 there was a due from related party balance of \$12.8 million (December 31, 2017 - \$12.2 million; June 25, 2017 - \$11.3 million) which consists of term loans and demand loans secured by restaurant assets of the joint venture company which has been recorded at fair value and will be accreted up to the recoverable value over the remaining term of the loans. The term loans bear interest at rates ranging from 7.75% to 9.76% and all mature September 21,

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2018. The term loans are reviewed and renewed on an annual basis. The expected current portion of these loans is \$2.2 million (December 31, 2017 - \$2.2 million; June 25, 2017 - \$2.4 million). The demand loans bear interest at 5% and have no specific terms of repayment. Pooling arrangements between the joint venture companies to share costs and repay the loans exist such that restaurants within a certain restaurant pool of common ownership agree that available cash from restaurants can be used to apply against balances outstanding among the group. Management determines the fair value of these loans based on expected cash flows from the restaurant at a discount rate of 15%. For the 13 and 26 weeks ended July 1, 2018, the Company charged interest in the amount of \$0.2 million and \$0.4 million (13 and 26 weeks ended June 25, 2017 - \$0.5 million and \$0.7 million) on the term loans and demand loans.

The Company charges Original Joe's joint venture franchises a royalty and marketing fee of 5% and 2%, respectively, on net sales. As at July 1, 2018 the accounts receivable balance included \$0.5 million (December 31, 2017 - \$0.4 million; June 25, 2017 - \$0.3 million) due from related parties in relation to these royalty and marketing payments. These transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties in accordance with the franchise agreement.

The Company's investment in joint ventures are increased by the proportionate share of income earned. For the 13 and 26 weeks ended July 1, 2018, a \$1.2 million and \$1.1 million increase (13 and 26 weeks ended June 25, 2017 - \$0.4 million and \$0.3 million increase) to the investment balance was recorded in relation to the Company's proportionate share of income or loss for the period and included in share of income from investment in joint ventures on the condensed consolidated interim statement of earnings.

Investment in Burger's Priest joint venture

On June 1, 2017, the Company completed the investment in a joint venture in New & Old Kings and Priests Restaurants Inc. ("Burger's Priest") for cash consideration of \$14.7 million. Burger's Priest owns and operates 14 fast casual restaurants in Ontario and Alberta. The Company has a 79.4% ownership interest in the joint venture with the remaining 20.6% owned by a third party who has an earn-out agreement that can grow their ownership interest to 50% if certain earnings targets are met. The transaction is considered a joint venture arrangement as both parties have joint control and all relevant activities require the unanimous consent from both parties. The Company has accounted for the investment by using the equity method.

The Company's investment is increased by the proportionate share of income earned. For the 13 and 26 weeks ended July 1, 2018, a \$nil and \$0.1 million increase (13 and 26 weeks ended June 25, 2017 - \$nil) to the investment balance was recorded in relation to the Company's proportionate share of income for the period and included in share of income from investment in joint ventures on the condensed consolidated interim statement of earnings.

Investment in restaurant joint venture

The Company has an investment in a joint venture to operate two restaurants with a third party. As at July 1, 2018, the Company has invested \$4.2 million, recorded in long-term receivables. The loan receivable is unsecured, non-interest bearing and does not have defined repayment terms. The Company and the third party each have a 50% ownership interest in the joint venture. The transaction is considered a joint venture arrangement as both parties have joint control and all relevant activities require the unanimous consent from both parties. The Company has accounted for the investment by using the equity method.

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The Company's investment is increased by the proportionate share of income earned. For the 13 and 26 weeks ended July 1, 2018, a \$0.4 million and \$0.9 million decrease (13 and 26 weeks ended June 25, 2017 - \$nil) to the long term receivable balance was recorded in relation to the Company's proportionate share of income or loss for the period and included in share of income from investment in joint ventures on the condensed consolidated interim statement of earnings.

Investment in Rose Reisman Catering joint venture

In connection with the acquisition of Pickle Barrel on December 1, 2017, the Company has a 50% ownership interest in Rose Reisman Catering. The investment is considered a joint venture arrangement as both parties have joint control and all relevant activities require the unanimous consent from both parties. The Company has accounted for the investment by using the equity method.

The Company's investment is increased by the proportionate share of income earned. For the 13 and 26 weeks ended July 1, 2018, a \$0.1 million decrease and a \$0.1 million increase, respectively (13 and 26 weeks ended June 25, 2017 - \$nil) to the investment balance was recorded in relation to the Company's proportionate share of income or loss for the period and included in share of income from investment in joint ventures on the condensed consolidated interim statement of earnings.

All entities above are related by virtue of being under joint control with, or significant influence by, the Company.

Significant subsidiaries

Subsidiaries are entities controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements. Intercompany balances and transactions are eliminated in preparing the consolidated financial statements.

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27 Segmented information

Recipe divides its operations into the following four business segments: corporate restaurants, franchise restaurants, food processing and distribution and central operations.

The Corporate restaurant segment includes the operations of the company-owned restaurants, the proportionate results from 54 joint venture restaurants from the Original Joe's investment, the Burger's Priest investment, and the 1909 Taverne Moderne joint venture, which generate revenues from the direct sale of prepared food and beverages to consumers.

Franchised restaurants represent the operations of its franchised restaurant network operating under the Company's several brand names from which the Company earns royalties calculated at an agreed upon percentage of franchise restaurant sales. Cara provides financial assistance to certain franchisees and the franchise royalty income reported is net of any assistance being provided.

Food processing and distribution represent sales of St-Hubert and The Keg branded and other private label products produced and shipped from the Company's manufacturing plant and distribution centers to retail grocery customers and to its network of St-Hubert restaurants.

Central operations includes sales from call centre services which earn fees from off-premise phone, mobile and web orders processed for corporate and franchised restaurants; catering sales; and income generated from the lease of buildings and certain equipment to franchisees as well as the collection of new franchise and franchise renewal fees. Central operations also include corporate (non-restaurant) expenses which include head office people and non-people overhead expenses, finance and IT support, occupancy costs, and general and administrative support services offset by vendor purchase allowances. The Company has determined that the allocation of corporate (non-restaurant) revenues and expenses which include finance and IT support, occupancy costs, and general and administrative support services would not reflect how the Company manages the business and has not allocated these revenues and expenses to a specific segment.

The CEO, the Executive Chair of the Board, and the CFO are the chief operating decision makers and they regularly review the operations and performance by segment. The CEO, Executive Chair of the Board, and CFO review operating income as a key measure of performance for each segment and to make decisions about the allocation of resources. The accounting policies of the reportable operating segments are the same as those described in the Company's summary of significant accounting policies. Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

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(in thousands of Canadian dollars)	For the 13 weeks ended		For the 26 weeks ended	
	July 1, 2018	June 25, 2017	July 1, 2018	June 25, 2017
Gross revenue				
Sales	\$ 203,579	\$ 103,447	\$ 349,717	\$ 202,127
Proportionate share of equity accounted joint venture sales	(10,461)	(6,889)	(19,686)	(11,332)
Sales at corporate restaurants	193,118	96,558	330,031	190,795
Franchise revenues	27,126	22,447	51,486	44,629
Proportionate share of equity accounted joint venture royalty revenue	(226)	258	(53)	565
Royalty revenue	26,900	22,705	51,433	45,194
Food processing and distribution	66,135	52,607	127,281	112,235
Central	7,802	6,230	14,728	12,330
Non-allocated revenue	18,353	16,269	35,377	32,366
	<u>\$ 312,308</u>	<u>\$ 194,369</u>	<u>\$ 558,850</u>	<u>\$ 392,920</u>
Operating income				
Corporate	\$ 16,607	\$ 8,049	\$ 22,281	\$ 11,622
Franchise	24,711	19,862	47,079	40,305
Food processing and distribution	(777)	(2,058)	(381)	579
Central	(1,153)	3,336	3,173	8,060
Proportionate share equity accounted joint venture results included in corporate and franchise segment	892	568	1,289	667
Non-allocated costs	(6,071)	(5,831)	(8,445)	(6,599)
	<u>\$ 34,209</u>	<u>\$ 23,926</u>	<u>\$ 64,996</u>	<u>\$ 54,634</u>
Depreciation and amortization				
Corporate	\$ 7,726	\$ 2,378	\$ 15,136	\$ 6,795
Franchise	-	-	-	-
Food processing and distribution	3,270	2,643	5,813	4,707
Central	4,847	7,382	9,489	12,421
	<u>\$ 15,843</u>	<u>\$ 12,403</u>	<u>\$ 30,438</u>	<u>\$ 23,923</u>
Capital expenditures				
Corporate	\$ 5,638	\$ 13,126	\$ 10,558	\$ 25,113
Franchise	-	-	-	-
Food processing and distribution	926	109	1,403	674
Central	4,333	5,200	6,319	5,629
	<u>\$ 10,897</u>	<u>\$ 18,435</u>	<u>\$ 18,280</u>	<u>\$ 31,416</u>

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28 Subsequent Event

On August 9, 2018, the Company's Board of Directors declared a dividend of \$0.1068 per share of subordinate and multiple voting common stock. Payment of the dividend will be made on September 14, 2018 to shareholders of record at the close of business on August 31, 2018.