Consolidated Financial Statements of

DIVERSIFIED ROYALTY CORP.

Years ended December 31, 2020 and 2019

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INDEPENDENT AUDITORS' REPORT

To the Shareholders of Diversified Royalty Corp.,

Opinion

We have audited the consolidated financial statements of Diversified Royalty Corp. ("the Entity"), which comprise:

- the consolidated statements of financial position as at December 31, 2020 and December 31, 2019;
- the consolidated statements of net income (loss) and other comprehensive income (loss) for the years then ended;
- the consolidated statements of changes in equity for the years then ended;
- the consolidated statements of cash flows for the years then ended;
- and notes to the consolidated financial statements, including a summary of significant accounting policies

(hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Entity as at December 31, 2020 and December 31, 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditors' Responsibilities for the Audit of the Financial Statements***" section of our auditors' report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2020. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our auditors' report.

Assessment of the fair value measurement of the investment in NND LP

Description of the matter

We draw attention to Notes 3(k), 4(b), and 7 to the financial statements. The investment in NND LP is a financial instrument recorded at fair value and has a carrying value of $43,627 thousand. The valuation of NND LP includes an estimate of the discounted cash flows receivable from NND LP and takes into consideration a number of different variables that requires management to exercise judgment. In determining the fair value, the Entity's significant assumption is the discount rate used to discount the contractual cash flows receivable from NND LP.

Why the matter is a key audit matter

We identified the assessment of the fair value measurement of the investment in NND LP as a key audit matter. This matter represented an area of significant risk of material misstatement given the high degree of estimation uncertainty in determining the fair value. As a result, specialized skills and knowledge and significant auditor judgement were required in evaluating the results of our audit procedures due to the sensitivity of the fair value to minor changes in the discount rate.

How the matter was addressed in the audit

The following are the primary procedures we performed to address this key audit matter:

We evaluated the appropriateness of the Entity's projection of Nurse Next Door's operating results by comparing the projected results to historical actual results of Nurse Next Door. We also compared the Entity's historical projection of Nurse Next Door's operating results to actual operating results to assess the Entity's ability to project operating results.

We involved valuation professionals with specialized skills and knowledge, who assisted in evaluating the discount rate assumption used in the fair value measurement of the investment in NND LP. The valuation professionals compared the discount rate assumption against a discount rate range that was independently developed using publicly available reports of industry commentators for comparable entities. The valuation professionals considered features and risks specific to the investment in NND LP.

Assessment of the recoverable amount of intangible assets

Description of the matter

We draw attention to Notes 3(e), 4(b), and 8(f) to the financial statements. The intangible assets are carried at cost and have a carrying value of $300,901 thousand. An impairment loss totaling $25,901 thousand was recorded. The Entity tests intangible assets for impairment annually or when there is any indication that an asset may be impaired. Recoverable amount is the higher of fair value less costs of disposal and value in use. In determining the recoverable amount of each intangible asset, the Entity's significant assumptions include the projected sales underlying the royalty payment and pre-tax discount rate.

Why the matter is a key audit matter

We identified the assessment of the recoverable amount of intangible assets as a key audit matter. This matter represented an area of significant risk of material misstatement given the high degree of estimation uncertainty in determining the recoverable amount. Minor changes in the projected sales underlying the royalty payment and pre-tax discount rates had a significant effect on the recoverable amount. These factors indicated a significant risk of material misstatement. As a result, specialized skills and knowledge and significant auditor judgement were required in evaluating the results of our audit procedures.

How the matter was addressed in the audit

The following are the primary procedures we performed to address this key audit matter:

We evaluated the appropriateness of the Entity's projected sales underlying the royalty payment by comparing the projected sales to historical sales and external industry reports. When performing this assessment, we considered specific conditions and events affecting the sales.

We compared the Entity's historical revenue projections to actual results to assess the Entity's ability to accurately project future revenue.

We involved valuation professionals with specialized skills and knowledge, who assisted in the evaluation of the pre-tax discount rate used in the determination of the recoverable amount. The valuation professionals evaluated the pre-tax discount rate by comparing it against a pre-tax discount rate range that was independently developed using publicly available reports of industry commentators for comparable entities. The valuation professionals considered features and risks specific to the intangible assets.

Other Information

Management is responsible for the other information. Other information comprises the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions as at the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report.

We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRS), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

  The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- Determine, from the matters communicated with those charged with governance, those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our auditors' report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this auditors' report is Michael J. Kennedy, CPA.

KPMG LLP

Chartered Professional Accountants

Vancouver, Canada
March 11, 2021

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

As at December 31, 2020 and 2019

	Note		2020		2019
Assets					
Current assets:					
Cash and cash equivalents		$	9,218	$	2,968
Royalties and management fees receivable	6		4,293		4,392
Related party receivable	7		-		3,766
Amounts receivable			15		17
Prepaid expenses and other	9(a)		342		529
			13,868		11,672
Investment in NND LP	7		43,627		51,807
Intangible assets	8		300,901		281,787
		$	358,396	$	345,266
Liabilities and Shareholders' Equity					
Current liabilities:					
Accounts payable and accrued liabilities		$	1,710	$	1,136
Interest rate swap liabilities	11		1,212		-
Income tax payable	13		755		1,223
			3,677		2,359
Long-term bank loans, net of deferred financing charges	9		98,557		82,473
Convertible debentures	10		54,535		53,194
Promissory note	8(d)		3,108		4,805
Exchangeable Units and other	12		878		1,115
Interest rate swap liabilities	11		1,158		412
Deferred income tax liability	13		6,810		12,213
Shareholders' equity:					
Share capital	14		198,570		163,174
Contributed surplus			39,425		40,293
Equity component of convertible debentures	10		2,938		2,938
Accumulated deficit			(51,260)		(17,710)
			189,673		188,695
		$	358,396	$	345,266

Nature of operations (note 1)
Subsequent event (note 22)

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

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

Years ended December 31, 2020 and 2019

	Note		2020		2019
Royalty income	5	$	30,074	$	30,114
Management fees			422		349
			30,496		30,463
Expenses					
Salaries and benefits			1,493		1,790
Share-based compensation	15		1,326		1,476
General and administration			621		593
Professional fees			475		256
Impairment loss	8		25,901		-
			29,816		4,115
Income from operations			680		26,348
Interest expense on credit facilities			(7,014)		(6,053)
Other finance income (costs), net	17		69		(332)
Fair value adjustment on financial instruments	7, 11, 12		(5,469)		(221)
Income before income taxes			(11,734)		19,742
Income tax (recovery) expense	13		(2,849)		5,698
Net (loss) income and comprehensive (loss) income		$	(8,885)	$	14,044
Weighted average number of shares outstanding					
Basic			118,849,222		108,526,518
Diluted			118,849,222		109,466,076
(Loss) Income per share					
Basic	16	$	(0.07)	$	0.13
Diluted	16	$	(0.07)	$	0.13

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

DIVERSIFIED ROYALTY CORP.
Consolidated Statements of Changes in Equity
(Expressed in thousands of Canadian dollars, except for share amounts)

Years ended December 31, 2020 and 2019

	Note	Common shares	Share capital	Contributed surplus	Equity component of convertible debentures	Accumulated deficit	Total equity
Balance, December 31, 2019		109,501,916	$ 163,174	$ 40,293	$ 2,938	$ (17,710)	$188,695
Common shares issued on public offering	14	10,810,000	33,038	-	-	-	33,038
Common shares issued on DRIP	14	465,780	1,012	-	-	-	1,012
Restricted share units settled		410,061	1,346	(2,194)	-	-	(848)
Share-based compensation		-	-	1,326	-	-	1,326
Dividends declared		-	-	-	-	(24,665)	(24,665)
Comprehensive loss		-	-	-	-	(8,885)	(8,885)
Balance, December 31, 2020		121,187,757	$ 198,570	$ 39,425	$ 2,938	$ (51,260)	$189,673

		Common shares	Share capital	Contributed surplus	Equity component of convertible debentures	Accumulated deficit	Total equity
Balance, December 31, 2018		107,768,300	$ 184,528	$ 25,974	$ 2,938	$ (20,720)	$192,720
Common shares issued on DRIP		1,654,472	4,824	-	-	-	4,824
Restricted share units settled		79,144	222	(350)	-	-	(128)
Share-based compensation		-	-	1,469	-	-	1,469
Stated capital adjustment	14	-	(26,400)	13,200	-	13,200	-
Dividends declared		-	-	-	-	(24,234)	(24,234)
Comprehensive income		-	-	-	-	14,044	14,044
Balance, December 31, 2019		109,501,916	$ 163,174	$ 40,293	$ 2,938	$ (17,710)	$188,695

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

DIVERSIFIED ROYALTY CORP.
Consolidated Statements of Cash Flows
(Expressed in thousands of Canadian dollars)

Years ended December 31, 2020 and 2019

	Note	2020	2019
Cash flows from (used in) operating activities:			
Net (loss) income		$ (8,885)	$ 14,044
Adjustments for:			
Tax (recovery) expense		(2,849)	5,698
Impairment loss		25,901	-
Share-based compensation		1,326	1,476
Fair value adjustments on financial instruments		5,469	221
Interest expense on credit facilities		7,014	6,053
Other finance costs (income), net		(69)	332
Foreign exchange loss		(1)	(8)
Interest paid		(7,047)	(6,108)
Interest received		65	1,225
Taxes paid		(2,447)	-
Distributions received from NND LP		4,588	214
Changes in non-cash operating items:			
Royalties and management fees receivable		99	(427)
Amounts receivable		2	136
Prepaid expenses and other		60	(66)
Accounts payable and accrued liabilities		(1,124)	169
Net cash from operating activities		22,102	22,959
Cash flows from (used in) financing activities:			
Proceeds from issuance of equity		34,592	-
Equity issuance costs		(2,129)	-
Proceeds from issuance of debt		55,700	17,800
Repayment of debt		(39,700)	-
Debt financing costs		(107)	(702)
Related party receivable		3,766	(3,766)
Payment of dividends		(23,653)	(19,410)
Net cash from (used in) financing activities		28,469	(6,078)
Cash flows used in investing activities:			
Investment in NND LP		-	(52,000)
Additions to intangible assets	8	(44,321)	(40,255)
Net cash used in investing activities		(44,321)	(92,255)
Net increase (decrease) in cash and cash equivalents		6,250	(75,374)
Cash and cash equivalents, beginning of year		2,968	78,342
Cash and cash equivalents, end of year		9,218	$ 2,968

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

Diversified Royalty Corp. ("DIV"), formerly BENEV Capital Inc. and prior to that Bennett Environmental Inc., is a company domiciled in Canada and governed by the Business Corporations Act (British Columbia). The consolidated financial statements of DIV as at and for the year ended December 31, 2020 are composed of DIV and its subsidiaries (together referred to as the "Company"). The head office of the Company is located at 902-510 Burrard Street, Vancouver, BC, V6C 3A8. The registered office of the Company is located at the 25th Floor, 700 West Georgia Street, Vancouver, BC V7Y 1B3. The Company's common shares are listed on the Toronto Stock Exchange ("TSX") and traded under the symbol "DIV".

1. Nature of operations:

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

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

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

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

On May 20, 2019, the Company indirectly acquired through MRM Royalties Limited Partnership ("MRM LP") (an entity controlled by the Company), the trademarks and certain other intellectual property rights utilized by Mr. Mikes Restaurants Corporation ("Mr. Mikes") in its restaurant business (the "MRM Rights"). The Company granted Mr. Mikes the licence to use the MRM Rights for a term ending on May 19, 2118 in exchange for a royalty payment initially equal to 4.35% of notional system sales of Mr. Mikes locations in the royalty pool (the "Mr. Mikes Royalty Pool").

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

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

1. Nature of operations (continued):

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

COVID-19

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

DIV's Royalty Partners (including their respective franchisees) have had, and are expected to continue to have, significant interruptions to their respective businesses in the months ahead, including prolonged periods of low system sales on which certain royalties are based and low revenues on which the Royalty Partner rely to pay royalties to DIV (note 5). Certain governments have previously eased some of the restrictions put in place to fight the COVID-19 pandemic. However, due to a growing number of COVID-19 cases in recent months, certain governments have re-imposed certain restrictions and added new restrictions to fight the COVID-19 pandemic. Accordingly, DIV does not know the full extent of the financial impact of such interruptions going forward, the timeline for restoring normal operations for its Royalty Partners (including their respective franchisees) or the potential changes in consumer behaviors as a result of the COVID-19 pandemic. In addition, the rates of recovery for DIV's Royalty Partners will be dependent upon, among other things, the availability and effectiveness of vaccines for the COVID-19 virus, government responses, rates of economic recovery, precautionary measures taken by consumers and the rate at which social restrictions will be lifted. Previously experienced improvement trends by certain of DIV's Royalty Partners may not continue and may regress, and in certain cases have regressed. Certain government support programs which have been helpful to DIV's Royalty Partners, their franchisees and the general population have been terminated or modified, and those remaining government support programs may be terminated or modified at any time. Following the termination of such programs, or the reduction of amounts available under such programs, or other modifications, Royalty Partners and franchisees currently receiving support under those programs may need to find alternative sources of financial support and may make requests for such support from, among other parties, DIV and its Royalty Partners, as applicable. There is also a risk that certain Royalty Partner franchise locations that are currently temporarily closed may not reopen, and those that are open may be required to close again in the future. The ongoing effects of COVID-19 could impact DIV and its Royalty Partners' (as well as their respective franchisees') ability to obtain debt and equity financing, and result in an impairment in the value of the long-lived assets or investments, or decreases in revenue or the profitability of our ongoing operations.

2. Basis of preparation:

(a) Statement of compliance:

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The consolidated financial statements were authorized and approved for issue by the Company's Board of Directors on March 11, 2021.

(b) Basis of measurement:

These financial statements have been prepared on the historical cost basis except for its Investment in NND LP, interest rate swaps, the Exchangeable MRM Units and the Exchangeable ML Units, which are measured at fair value.

(c) Functional and presentation currency:

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

3. Significant accounting policies:

These annual consolidated financial statements have been prepared using the accounting policies described below.

(a) Basis of consolidation:

These consolidated financial statements include the accounts of DIV, SGRS LP, ML LP, AM LP, MRM LP, NND Holdings Limited Partnership ("NNDH LP") and OX LP and the respective general partners. All significant intercompany transactions and balances have been eliminated on consolidation.

(b) Cash and cash equivalents:

Cash and cash equivalents consist of cash on hand, balances on deposit with Canadian chartered banks, and short-term investments with terms of three months or less on the date of acquisition.

(c) Revenue recognition:

The Company has two revenue streams, royalty income and management fee revenue.

- Royalty income: The Company licenses its intellectual property rights to third parties in exchange for royalty payments. The royalty income is recognized based on the usage or sales that have occurred during the period.
- Management fee revenue: The Company provides strategic and other services to certain royalty partners in exchange for a fixed monthly fee. Management fee is recognized as earned over the term of the agreement.

Royalty income and management fees for Mr. Lube, Sutton and Oxford are usually receivable within 21 days after the calendar month. Royalty income and management fees for Mr. Mikes are receivable 21 days after a specified four-week royalty period. Royalty income from the AIR MILES Program is usually receivable within 14 days after the calendar quarter.

(d) Intangible assets:

The intangible assets are recorded at cost, which includes directly attributable acquisition costs, and are adjusted to record the additions to the respective royalty pools. The intangible assets are not amortized as they have an indefinite life, and are assessed for impairment as described in note 3(e).

(e) Impairment of intangible assets:

Intangible assets that are not amortized are subject to an annual impairment test or when events or changes in circumstances indicate that the carrying value may not be recoverable. For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units or "CGUs"). The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use (being the present value of the expected future cash flows of the CGU). In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. An impairment loss is recognized for the amount by which the intangible asset's carrying amount exceeds its recoverable amount.

A previously recognized impairment loss is assessed at each reporting date for any indicators that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the intangible asset's carrying value does not exceed the carrying amount that would have existed had the original impairment loss had been recognized.

(f) Dividends to DIV shareholders:

Dividends to the Company's shareholders are made monthly based upon available cash at the discretion of the Board of Directors. Dividends are recorded when declared and are subject to the Company retaining such reasonable working capital reserves as may be considered appropriate by the Company.

(g) Earnings per share:

The Company presents basic and diluted earnings per share ("EPS") data for its common shares. Basic EPS is calculated by dividing the net income attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted EPS is determined by adjusting the net income attributable to common shareholders and the weighted average number of common shares outstanding, adjusted for dilutive potential common shares, which comprise share options and restricted share units.

3. Significant accounting policies (continued):

(h) Employee benefits:

(i) Share options:

The Company measures the compensation cost of share-based option awards to employees at the grant date using the Black-Scholes option pricing model to determine the fair value of the options. The compensation cost of the options is recognized as share-based compensation expense over the relevant vesting period of the share options. Forfeitures are estimated and are adjusted if actual forfeitures differ from the original estimate unless forfeitures are due to market-based vesting conditions. When the equity-settled share options are exercised, share capital is increased by the sum of the consideration paid and the carrying value of the share options recorded to contributed surplus.

(ii) Restricted share units:

Restricted share units (“RSUs”) are settled, in accordance with the respective RSU agreements, in common shares or cash based on the number of vested restricted share units multiplied by the fair market value of the common shares on the vesting date.

The Company measures the cost of equity-settled RSUs based on the fair value of the underlying shares at the grant date, and is recorded as share-based compensation expense with a corresponding increase in equity over the vesting period.

RSUs that have a net settlement feature for withholding tax obligations are classified in their entirety as equity-settled.

(j) Income tax:

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of the previous year.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities on the consolidated statements of financial position and the amounts attributed to the assets and liabilities for tax purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(k) Financial instruments:

Financial assets are classified and measured based on the business model in which they are held and the characteristics of their cash flows. At initial recognition, all financial assets classified as amortized cost and fair value through other comprehensive income (“FVOCI”) are measured at fair value plus transaction costs that are directly attributable to its acquisition.

3. Significant accounting policies (continued):

(k) Financial instruments (continued):

The Company classifies its financial assets in the following categories:

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

- Debt investments at FVOCI: A debt instrument is classified as FVOCI if it meets both of the following conditions and is not designated as FVTPL: it is held in a business model whose objective is achieved by collecting contractual cash flows and the sale of the financial asset and the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets within this category are subsequently measured at fair value. Interest income, dividend income and foreign exchange gains and losses are recognized in profit or loss. Other gains and losses are recognized in other comprehensive income (“OCI”) and are reclassified to profit or loss on de-recognition.

- Equity investments at FVOCI: On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment’s fair value in OCI. This election is made on an investment-by-investment basis. Financial assets within this category are subsequently measured at fair value. Dividend income and foreign exchange gains and losses are recognized in profit or loss. Other gains and losses are recognized in OCI and are never reclassified to profit or loss.

- Financial assets at fair value through profit and loss (“FVTPL”): Financial assets not classified as amortized cost or FVOCI are measured at FVTPL. This includes all derivative financial instruments. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise. These assets are subsequently measured at fair value, with net gains or losses, including any interest or dividend income, recognized through profit or loss.

Financial liabilities are classified as measured at amortized cost or FVTPL. Once the classification of a financial liability has been determined, reclassification is not permitted.

- Financial liabilities at amortized cost: A financial liability is measured at amortized cost using the effective interest method if it is not designated as FVTPL. Interest expense and foreign exchange gains and losses are recognized in profit or loss.

- Financial liabilities at FVTPL: A financial liability is classified as FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense are recognized in profit or loss. For financial liabilities classified as FVTPL, changes in credit risk will be recognized in other comprehensive income, with the remainder of changes recognized in profit or loss. However, if this requirement creates or enlarges an accounting mismatch in profit or loss, the entire change in fair value will be recognized in profit or loss.

Financial assets and liabilities are offset and the net amount is reported in the consolidated statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

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

3. Significant accounting policies (continued):

(l) Impairment of financial assets:

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

- Significant financial difficulty of the Company's counterparty;
- Delinquencies in interest or principal payments over 30 days; and
- It becomes probable that the borrower will enter into bankruptcy or other financial reorganization.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the asset.

(m) Convertible debentures:

The Company accounts for convertible debentures by allocating the proceeds of the debentures, net of financing costs, between liability and equity based on estimated fair values of the debt and conversion option. The liability component is valued first and the difference between the proceeds of the convertible debentures and the fair value of the liability component is assigned to the equity component. Interest expense is recorded as a charge to earnings and is calculated at an effective rate with the difference between the coupon rate and the effective rate being credited to the debt component of the convertible debentures (accretion expense) such that, at maturity the debt component is equal to the face value of the outstanding convertible debentures.

4. Use of estimates and judgments:

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

(a) Critical judgments:

- Consolidation:

  In applying the criteria outlined in IFRS 10, *Consolidated Financial Statements,* judgment is required in determining whether DIV controls SGRS LP, ML LP, MRM LP, NND LP and OX LP. Making this judgment involves taking into consideration the concepts of power over these entities, exposure and rights to variable returns, and the ability to use power to direct the relevant activities of these entities to generate economic returns.

  Using these criteria, management has determined that DIV ultimately controls SGRS LP, ML LP, MRM LP and OX LP through its majority ownership of the respective general partners.

  Although DIV has 99% ownership over the general partner of NND LP, management has determined that the definition of control pursuant to IFRS 10 is not met as DIV does not have the ability to direct the activities that most significantly affect the returns of NND LP.

4. Use of estimates and judgments (continued):

(a) Critical judgments (continued):

- Control of NND Rights

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

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

- Capitalization of acquisition costs:

  At the time of acquisition, the Company considers whether or not it represents a business combination or an asset acquisition. This requires the Company to make certain judgments as to whether or not the assets acquired include the inputs, processes and outputs necessary to constitute a business. Under a business combination, acquisition-related costs are recognized as an expense. When the acquisition does not represent a business combination, it is accounted as an asset acquisition, where the costs are capitalized to the respective asset. The Company has determined that the transactions related to the SGRS Rights, ML Rights, AM Rights, MRM Rights and Oxford Rights were asset acquisitions and the acquisition-related costs were capitalized to the intangible asset.

- Fair value of exchangeable partnership units in SGRS LP and OX LP ("Exchangeable Partnership Units"):

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

(b) Key estimates and assumptions:

- Intangible assets:

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

  The Company tests intangible assets for impairment annually or when there is any indication that an asset may be impaired. This requires the Company to use a valuation technique, which is dependent on a number of different assumptions that requires management to exercise judgment, to determine if impairment exists. These assumptions include the projected sales underlying the royalty payment, as well as the pre-tax discount rate used to determine the value-in-use. As a result, the estimated cash flows that the intangible assets are expected to generate could differ materially from actual results.

- Valuation of the Investment in NND LP:

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

(Tabular amounts expressed in thousands of Canadian dollars)

5. Royalty income:

		2020		2019
Mr. Lube	$	15,196	$	16,008
AIR MILES		7,026		7,751
Sutton		3,327		3,906
Mr. Mikes		1,839		2,449
Oxford		2,686		-
	$	30,074	$	30,114

(a) Mr. Lube:

Pursuant to the terms of the licence and royalty agreement dated August 19, 2015 (the “Mr. Lube Licence and Royalty Agreement”), the royalty paid by Mr. Lube to ML LP is calculated by multiplying the system sales of locations within the Mr. Lube Royalty Pool by an agreed royalty fee (the “Mr. Lube Royalty Rate”). In addition, ML LP is entitled to receive a make-whole payment in the event that a Mr. Lube location in the ML Royalty Pool is permanently closed during the royalty payment period. The make-whole payment is based on the lost system sales multiplied by the Mr. Lube Royalty Rate. Mr. Lube will also, subject to meeting certain performance criteria, be provided opportunities to increase the Mr. Lube Royalty Rate in four, 0.5% increments (note 8(a)).

In September 2017, Mr. Lube launched a new tire program. In connection with this incremental line of business, on October 20, 2017, ML LP amended its licence and royalty agreement (the “ML LRA Amendment”) with Mr. Lube in respect of this new retail tire program. Mr. Lube is charging a lower royalty fee and waived certain other fees payable by Mr. Lube franchisees on the sale of tires and rims to account for the lower margins on these hard goods. Pursuant to the ML LRA Amendment, ML LP has agreed to charge an effective royalty rate payable on system sales derived from the sale of tires and rims of 2.5% (compared to 6.95% on all other system sales) for the locations currently in the Mr. Lube Royalty Pool. The ML LRA Amendment is effective from September 18, 2017.

Effective May 1, 2019, the Mr. Lube Royalty Pool was adjusted to include the royalties from four new Mr. Lube locations. With the adjustment for these four new locations, the Mr. Lube Royalty Pool had 122 locations effective May 1, 2019 (note 8(a)). There were no adjustments to the Mr. Lube Royalty Pool during the year ended December 31, 2020.

(b) AIR MILES:

The royalty paid by LoyaltyOne Co. to AM LP is equal to 1% of the gross billings from the AIR MILES Program in accordance with the terms of the AIR MILES Licenses.

(c) Sutton:

Pursuant to the terms of the licence and royalty agreement dated June 19, 2015 (the “Sutton Licence and Royalty Agreement”), the royalty paid by Sutton to SGRS LP is calculated by multiplying a determined number of agents in the Sutton Royalty Pool by the Sutton Royalty Rate. Sutton has the ability, subject to meeting certain performance criteria, to increase the amount of the annual royalty payable to the Company by increasing the number of agents in the Sutton Royalty Pool. The number of agents in the Sutton Royalty Pool may be increased annually, and will never be decreased. The Sutton Royalty Rate will automatically increase by 2% each July 1st beginning in 2016. Sutton will also have the ability, subject to meeting certain performance criteria, to increase the Sutton Royalty Rate in 10.0% increments four times during the life of the royalty (note 8(c)).

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

Effective July 1, 2020, the monthly Sutton Royalty Rate increased from $60.887 per agent to $62.105 per agent, representing the 2.0% annual contractual increase in the Sutton Royalty Rate for 2020. Effective July 1, 2019, the monthly Sutton Royalty Rate increased from $59.693 per agent to $60.887 per agent, representing the 2.0% annual contractual increase in the Sutton Royalty Rate for 2019.

(Tabular amounts expressed in thousands of Canadian dollars)

5. Royalty income (continued):

(d) Mr. Mikes:

Pursuant to the term of the licence and royalty agreement between Mr. Mikes and MRM LP dated May 20, 2019 (the "Mr. Mikes Licence and Royalty Agreement"), the royalty paid by Mr. Mikes to MRM LP is calculated by multiplying the notional system sales of restaurants in the Mr. Mikes Royalty Pool by an agreed royalty rate, which is initially set at 4.35%.

On March 18, 2020, in response to the evolving circumstances relating to the COVID-19 pandemic, all Mr. Mikes restaurants were temporarily closed for in-restaurant dining. In early June, certain Mr. Mikes restaurants re-opened for in-restaurant or patio dining at reduced capacity. For the year ended December 31, 2020, DIV collected $1.8 million from Mr. Mikes, which reflects the royalty relief granted to Mr. Mikes in connection with the COVID-19 pandemic. DIV continues to discuss with its lender and Mr. Mikes about whether additional royalty relief is required for subsequent periods.

(e) Oxford:

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

6. Royalties and management fees receivable:

		2020		2019
Mr. Lube	$	1,237	$	1,266
AIR MILES		2,193		2,419
Sutton		362		354
Mr. Mikes		179		343
Nurse Next Door		7		10
Oxford		315		-
	$	4,293	$	4,392

The Company has collected the total royalties and management fees receivable at December 31, 2020 from its royalty partners in January 2021.

7. Investment in NND LP:

On November 15, 2019, DIV subscribed to NND LP Class A units for a cash purchase price of $52.0 million, and Nurse Next Door subscribed to NND LP Class B units for an agreed value of $23.0 million. On November 15, 2019, NND LP licensed the NND Rights to Nurse Next Door for 99 years in exchange for a Gross Royalty equal to the greater of: (i) 6% of gross sales from Nurse Next Door's franchises and corporate stores in Canada and the United States and (ii) $4.8 million per year, which increases at a fixed rate of 2.0% per annum. Subject to certain royalty coverage tests being met, Nurse Next Door is able to sell additional royalties to NND LP commencing in February 1, 2021. In consideration for the incremental royalty, Nurse Next Door will be entitled, subject to TSX approval, to indirectly exchange its NND LP Class B Units for common shares of DIV, or cash at DIV's election.

The Company, through its ownership of NND LP Class A units, is entitled to receive a cash distribution of $4.8 million per year, which grows at a fixed rate of 2.0% per annum (the "DIV Distribution Entitlement"). To the extent the Gross Royalty is greater than the DIV Distribution Entitlement, Nurse Next Door is entitled to receive the excess amount in the form of a cash distribution through its ownership of NND LP Class B units. Under the terms of the governance agreement dated November 15, 2019 between DIV, Nurse Next Door and other parties (the "NND Governance Agreement"), Nurse Next Door has the right at any time after November 15, 2026 to buy back the NND Rights at a price determined in accordance with a formula outlined in the NND Governance Agreement upon any exercise of such right.

(Tabular amounts expressed in thousands of Canadian dollars)

7. Investment in NND LP (continued):

Due to the NND Buy-Out Option, NND LP does not have control (per IFRS 15) over the NND Rights and cannot recognize the NND Rights as an intangible asset on its books. Instead, the transaction is accounted for as a financing arrangement, and the Company's investment in NND LP is a financial instrument measured at fair value. The cash distributions received by the Company from NND LP are recorded as a reduction in its investment in NND LP. For the year ended December 31, 2020, the DIV Distribution Entitlement was $4.8 million. For the period from November 15, 2019 to December 31, 2019, the DIV Distribution Entitlement was $0.6 million.

The valuation of the financial instrument includes an estimate of the discounted cash flow receivable from Nurse Next Door and takes into consideration the likelihood of Nurse Next Door exercising the NND Buy-Out Option and the NND Exchange Mechanism. The NND Buy-Out Option and NND Exchange Mechanism are embedded derivatives with a negligible value at December 31, 2020 and 2019. The contractual cash flows receivable from Nurse Next Door were discounted at a rate of 14.0% (2019 - 11.9%). The total fair value of NND LP was $43.6 million (2019 - $51.8 million) and a fair value decrease of $3.6 million was recorded during the year ended December 31, 2020. A one percentage point increase in the discount rate would decrease the fair value by $3.2 million. A one percentage point decrease in the discount rate would increase the fair value by $3.7 million.

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

8. Intangible assets:

	ML Rights (a)	AIR MILES (b)	SGRS Rights (c)	MRM Rights (d)	Oxford Rights (e)	Total
Balance, December 31, 2018	$ 149,424	$ 53,977	$ 32,273	$ -	$ -	$ 235,674
Additions	2,903	-	-	43,210	-	46,113
Balance, December 31, 2019	$ 152,327	$ 53,977	$ 32,273	$ 43,210	$ -	$ 281,787
Additions	661	-	-	-	44,354	45,015
Impairment	-	-	-	(19,841)	(6,060)	(25,901)
Balance, December 31, 2020	$ 152,988	$ 53,977	$ 32,273	$ 23,369	$ 38,294	$ 300,901

(a) ML Rights:

ML LP licensed the ML Rights back to Mr. Lube for 99 years in exchange for a royalty payment equal to the system sales of the Mr. Lube locations in the Mr. Lube Royalty Pool multiplied by the Mr. Lube Royalty Rate (note 5(a)).

Upon closing the Mr. Lube Acquisition, ML LP issued 100,000,000 Class B, Class C, Class D, Class E, and Class F units to Mr. Lube. These units will become exchangeable into common shares of the Company through the exchange agreement dated August 19, 2015 among Mr. Lube, ML Royalties GP Inc. and the Company (the "Mr. Lube Exchange Agreement") upon the satisfaction of certain performance criteria. The Class B LP units of ML LP become exchangeable into common shares of the Company upon adding Mr. Lube locations to the ML Royalty Pool. The Class C, Class D, Class E, and Class F LP units become exchangeable into common shares of the Company on increases in the ML Royalty Rate of 0.5% increments four times during the life of the royalty, in accordance with the partnership agreement dated August 19, 2015 among Mr. Lube, the Company, and ML Royalties GP Inc.

In addition to the royalty, Mr. Lube will pay the Company a management fee of approximately $0.2 million per year for strategic and other services. The management fee will be increased at a rate of 2.0% per annum over the term of the Mr. Lube Licence and Royalty Agreement.

8. Intangible assets (continued):

(a) ML Rights (continued):

Annually on May 1, the Mr. Lube Royalty Pool may be adjusted, subject to meeting certain criteria, to include gross sales from new Mr. Lube locations less gross sales from Mr. Lube locations that were permanently closed during the preceding calendar year. In return for adding these net sales to the Mr. Lube Royalty Pool, Mr. Lube receives the right to indirectly acquire common shares of the Company through the exchange of Class B LP Units of ML LP (the "ML Additional Entitlement"). The ML Additional Entitlement is determined based on the estimated net tax-adjusted royalty revenue added to the Mr. Lube Royalty Pool (adjusted by a 20% discount for locations that were open for business prior to June 30, 2019, or a 7.5% discount for all other additions), divided by the yield of the Company's shares, divided by the weighted average share price of the Company's shares over the 20 days preceding March 31. Mr. Lube receives 80% of the estimated ML Additional Entitlement initially, with the balance received on May 1 of the subsequent year when the actual full year performance of the new locations is known with certainty. The ML Additional Entitlement is automatically exchanged by Mr. Lube into common shares of DIV, or settled in cash at DIV's option, pursuant to the Mr. Lube Exchange Agreement.

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

The increase of the Mr. Lube royalty rate from 7.45% to 7.95% on non-tire sales on May 1, 2021 represents the second such royalty rate increase. The royalty rate on tire sales remains unchanged at 2.50%. The LP Amendment provides that the consideration payable to Mr. Lube for the Mr. Lube royalty rate increase on May 1, 2021 is to be calculated based on a 7.25x multiple of the incremental annual royalty revenue, which will be paid in cash. The actual amount of the consideration payable for the increase to the Mr. Lube royalty rate has not yet been determined and will be calculated in accordance with the LP Amendment.

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

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

On May 1, 2019, the Mr. Lube Royalty Pool was adjusted to include the royalties from four new Mr. Lube locations. The initial consideration paid to Mr. Lube for the estimated additional royalty revenue was $2.7 million, representing 80% of the total estimated consideration of $3.4 million. In exchange for the addition to the Mr. Lube Royalty Pool, Mr. Lube received the right to exchange Class B LP units of ML LP for common shares of DIV. DIV elected to pay the initial consideration to Mr. Lube in cash.

Based on the actual system sales for the year ended December 31, 2019 of the four new locations added to the Mr. Lube Royalty Pool, Mr. Lube is entitled to exchange 357,716 Class B units of ML LP (the "Exchangeable ML Units") for DIV shares (or cash at DIV's option). On April 28, 2020, Mr. Lube and DIV entered into an agreement to defer the settlement of the Exchangeable ML Units to a subsequent adjustment date being no earlier than May 1, 2021. At December 31, 2020, the remaining consideration payable to Mr. Lube was estimated to be $0.9 million and was recorded as a liability in accounts payable and accrued liabilities. The actual consideration payable on May 1, 2021 is equal to the lower of: (i) $3.1822 per share and (ii) the weighted average share price of the Company's shares over the 20 trading days ending on April 26, 2021, the fifth trading day before May 1, 2021.

8. Intangible assets (continued):

(b) AIR MILES Rights:

In accordance with the terms of the AIR MILES Licenses, AM LP will receive an aggregate royalty, payable quarterly, equal to 1% of gross billings from the AIR MILES Program in Canada in perpetuity.

(c) SGRS Rights:

SGRS LP licensed the SGRS Rights back to Sutton for 99 years in exchange for a royalty payment equal to the Sutton Royalty Pool multiplied by the Sutton Royalty Rate (note 5(c)).

Upon closing the Sutton Acquisition, SGRS LP issued 100,000,000 Class A, Class B, Class C, Class D, and Class E LP units to Sutton. These units will become exchangeable into common shares of the Company through the exchange agreement dated June 19, 2015 among Sutton, SGRS Royalties GP Inc. and the Company upon the satisfaction of certain performance criteria. The Class A LP Units become exchangeable into common shares of the Company on the contribution of additional agents into the Sutton Royalty Pool. The Class B, Class C, Class D, and Class E LP units become exchangeable into common shares of the Company on increases in the Sutton Royalty Rate of 10.0% increments four times during the life of the royalty, in accordance with the partnership agreement dated June 19, 2015 among Sutton, the Company, and SGRS Royalties GP Inc. (the “Sutton Exchange Agreement”).

In addition to the royalty, Sutton will pay the Company a management fee of approximately $0.1 million per year for strategic and other services. The management fee will be increased by 10.0% every five years.

Annually on July 1, the Sutton Royalty Pool may be adjusted, subject to meeting certain performance criteria, to increase the number of agents. In return for increasing the number of agents in the Sutton Royalty Pool, Sutton receives the right to indirectly acquire common shares of the Company through the exchange of Class A LP Units of SGRS LP (the “SGRS Additional Entitlement”). The SGRS Additional Entitlement is determined based on 92.5% of the estimated net tax-adjusted royalty revenue added to the Sutton Royalty Pool, divided by the yield of the Company’s shares, divided by the weighted average share price of the Company’s shares over the 20 days preceding May 31. The SGRS Additional Entitlement is automatically exchanged by Sutton into common shares of DIV, or settled in cash at DIV’s option, pursuant to the Sutton Exchange Agreement.

(d) MRM Rights:

On May 20, 2019, the Company acquired, through MRM LP, the MRM Rights for $43.2 million. The purchase price was satisfied by a cash payment of $37.1 million, the issuance of 1,000,000,000 Class B and Class C units of MRM LP having an agreed value of $1.15 million to Mr. Mikes, and a promissory note of $4.95 million, payable subject to certain conditions being met. The cash payment was financed by cash on hand of $37.1 million, which was subsequently partially refinanced by the issuance of $10.3 million of debt (note 9(b)). In addition, $0.2 million in costs incurred for the acquisition of the MRM Rights were capitalized as part of the purchase.

The promissory note is payable on the date Mr. Mikes has opened five new locations, subject to Mr. Mikes meeting the required royalty coverage test. Once these five locations are open and Mr. Mikes has met the required royalty coverage test, these locations will be added to the Mr. Mikes Royalty Pool. The promissory note was initially recorded at a fair value and is subsequently measured at amortized cost using the effective interest method. During the year ended December 31, 2020, due to a change in the expected timing of the settlement of the promissory note, a $1.7 million gain was recorded in other finance income (note 17).

The Class B and Class C units are exchangeable into common shares of the Company through certain agreements among Mr. Mikes, MRM Royalties GP Inc. and the Company, in each case, upon satisfaction of certain performance criteria and the approval of the TSX. The Class B units become exchangeable into common shares of the Company upon adding eligible Mr. Mikes locations to the MRM Royalty Pool (other than the five locations subject to the promissory note). The Class C units become exchangeable into common shares of the Company upon increases in the MRM Royalty Rate, which may be done in increments of 0.25% six times during the life of the royalty, in accordance with the partnership agreement dated May 20, 2019 among Mr. Mikes, the Company and MRM Royalties GP Inc. On May 20, 2019, the total number of exchangeable Class B and Class C units was 355,032, and represents a retained interest in MRM LP (the “Initial Retained Interest”) of approximately 4.1%. The Initial Retained Interest must be held in perpetuity and cannot be exchanged by Mr. Mikes for common shares of DIV without DIV’s prior written approval and the approval of the TSX.

8. Intangible assets (continued):

(d) MRM Rights:

Annually on April 1, the Mr. Mikes Royalty Pool may be adjusted, subject to meeting certain criteria, to include gross sales from new Mr. Mikes restaurants less gross sales from Mr. Mikes restaurants that were permanently closed during the preceding calendar year. In return for adding these net sales to the Mr. Mikes Royalty Pool, Mr. Mikes receives the right to indirectly acquire common shares of the Company through the exchange of Class B LP units of MRM LP (the "MRM Additional Entitlement"). The MRM Additional Entitlement is determined based on the estimated net-tax-adjusted royalty revenue added to the MRM Royalty Pool (adjusted by a 10% discount for restaurants that were open for business prior to December 31, 2024, or a 7.5% discount for all other locations), divided by the yield of the Company's shares, divided by the weighted average share price of the Company's shares of the 20 trading days ending on the fifth trading day preceding April 1. Mr. Mikes receives 80% of the estimated MRM Additional Entitlement initially, with the balance received on April 1 of the subsequent year when the actual full year performance of the new locations is known with certainty. The MRM Additional Entitlement is exchanged by Mr. Mikes into common shares of DIV, or settled in cash at DIV's option, pursuant to the Mr. Mikes Exchange Agreement.

In addition to the royalty, Mr. Mikes will pay the Company a management fee of approximately $0.04 million per year for strategic and other services. The management fee will be increased at a rate of 2.5% per annum over the term of the Mr. Mikes Licence and Royalty Agreement.

(e) Oxford Rights:

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

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

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

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

(Tabular amounts expressed in thousands of Canadian dollars)

8. Intangible assets (continued):

(e) Oxford Rights:

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

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

(f) Impairment assessment:

The Company tests the carrying value of its intangible assets for impairment annually, or when there is an indication that an asset may be impaired. Impairment exists if the carrying value of the cash-generating unit ("CGU") is greater than its recoverable amount. As at March 31, 2020, due to the impact of COVID-19, the Company performed an impairment assessment on the MRM Rights, ML Rights, SGRS Rights and AIR MILES Rights. In addition, as at June 30, 2020, the Company performed an impairment assessment on the Oxford Rights. There were no impairment indicators identified at September 30, 2020, and no impairment assessment was performed. The Company performed its annual impairment test on its indefinite life intangible assets as at December 31, 2020. The Company has used the value in use method to determine the recoverable amount for all impairment testing performed during the year ended December 31, 2020. The estimates of future cash flows require a number of key assumptions about future business performance. These assumptions and estimates are based on the relevant business' historical experience, economic trends, as well as past and ongoing communications with relevant stakeholders of the Company. The expected future cash flows are based on the projected sales underlying the royalty payment over a five year period, with a terminal growth rate applied on the expected cash flows thereafter to reflect the indefinite life of the intangible assets. However, these forecasted cash flows are based on current and anticipated market conditions, which are inherently uncertain due to the evolving impact of the COVID-19 pandemic. The COVID-19 pandemic and its impact on the economy is constantly changing in an unpredictable manner and presents many variables and contingencies for modeling. In future periods, the effects of the COVID-19 pandemic may have a material impact on the recoverable amount of the Company's CGUs. The following table outlines the pre-tax discount rate and the terminal value growth rate used in calculating the recoverable amount for each CGU tested for impairment as at December 31, 2020.

December 31, 2020	ML Rights	AIR MILES	SGRS Rights	MRM Rights	Oxford Rights
Pre-tax discount rate	10.7%	12.3%	14.7%	12.5%	11.9%
Terminal value growth rate	2.0%	0.5%	2.0%	2.0%	2.0%

During the year ended December 31, 2019, the pre-tax discount rate had a range from 10.7% to 14.7%, and the terminal value growth rate had a range from 0.5% to 2.0%.

Although DIV is entitled to a fixed royalty payment from Mr. Mikes, the estimated future cash flows used to determine the recoverable amount reflect management's best estimates of what the Company can expect to collect from Mr. Mikes in light of the current COVID-19 pandemic, and as a result are subject to estimation uncertainty. Mr. Mikes was generating minimal revenue and advised DIV that they were unable to pay its fixed royalty payments to DIV commencing with the February 24, 2020 to March 22, 2020 period. DIV has provided royalty relief from this period onward and is in discussions with its lenders and Mr. Mikes about whether additional royalty relief is required for subsequent periods. In addition, as in-restaurant dining resumes, a slow recovery and constrained cash flow is likely. It is possible that underperformance to these projections could occur if customer traffic and spending are lower than expected or if restaurants close for in-restaurant dining again.

(Tabular amounts expressed in thousands of Canadian dollars)

8. Intangible assets (continued):

(f) Impairment assessment (continued):

Oxford continues to be negatively impacted by the COVID-19 pandemic, which resulted in reduced capacity for in-centre services and the temporary closure of in-person tutoring at various locations. The royalty currently generated by Oxford is less than the original estimates when the acquisition of the OX Rights were completed in February 2020. In addition, there is significant uncertainty surrounding the timing of the recovery of Oxford's operations to pre-COVID levels.

Based on the assessment performed, the Company recorded an impairment loss of $19.8 million in connection with the MRM Rights and an impairment loss of $6.1 million in connection with the OX Rights. The Company also considers other reasonably possible scenarios where projected sales underlying the royalty payment is less than expected, along with other reasonably possible higher discount rates to determine whether the intangible assets would be impaired under those scenarios. As the carrying value of the SGRS Rights, OX Rights and MRM Rights approximate the estimated recoverable amount, a subsequent change in any key assumption utilized in the estimate of future cash flows may result in an impairment.

9. Borrowings:

(a) Acquisition facility:

On December 5, 2019, the Company entered into a credit agreement with a Canadian chartered bank for a $50.0 million undrawn senior secured credit facility (the "Acquisition Facility"). The Acquisition Facility matures on November 30, 2022 and each draw is interest only for the first six months and then amortizes over 60 months. As at December 31, 2020 and 2019, the Acquisition Facility was undrawn. During the year ended December 31, 2019, financing costs of $0.4 million were recorded within prepaid expenses and other, and are being amortized over the term of the Acquisition Facility using the effective interest rate method.

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

As at December 31, 2020, the Company had the following term loan facilities and operating lines of credit:

Term loan facilities	Interest rate	Maturity date	Face value	Carrying value
ML LP term loan	BA + 1.95%	Jul 31, 2022	$ 41,600	$ 41,491
AM LP term loan	BA + 2.25%	Sep 6, 2022	17,400	17,329
SGRS LP term loan	BA + 2.00%	Jun 30, 2022	6,300	6,275
MRM LP term loan	BA + 1.95%	Jun 24, 2024	10,300	10,203
NNDH LP term loan	BA + 1.90%	Nov 15, 2024	14,500	14,352
OX LP term loan	BA + 1.95%	Apr 27, 2025	9,000	8,907
			$ 99,100	$ 98,557

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

(Tabular amounts expressed in thousands of Canadian dollars)

9. Borrowings (continued):

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

As at December 31, 2019, the Company had the following term loan facilities and operating lines of credit:

Term loan facilities	Interest rate	Maturity date	Face value	Carrying value
ML LP term loan	BA + 1.95%	Jul 31, 2022	$ 41,600	$ 41,424
AM LP term loan	BA + 2.25%	Sep 6, 2022	17,400	17,289
SGRS LP term loan	BA + 2.00%	Jun 30, 2022	6,300	6,260
MRM LP term loan	BA + 1.95%	Jun 24, 2024	10,300	10,178
NNDH LP term loan	BA + 1.90%	Nov 15, 2024	7,500	7,322
			$ 83,100	$ 82,473

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

ML LP has a credit agreement that originally consisted of a non-amortizing $34.6 million term loan and a $1.0 million demand operating facility from a Canadian chartered bank. The ML LP term loan and line of credit are secured by the ML Rights and the royalties payable by Mr. Lube under the Mr. Lube Licence and Royalty Agreement.

AM LP has a credit agreement that consists of a non-amortizing $17.4 million term loan facility and $3.0 million demand operating facility from a Canadian chartered bank. The AM LP term loan and line of credit are secured by the AIR MILES Rights and the royalties payable by LoyaltyOne Co. under the AIR MILES Licenses.

SGRS LP has a credit agreement that consists of a non-amortizing $6.3 million term loan and a $0.5 million demand operating facility from a Canadian chartered bank. The SGRS LP term loan and line of credit are secured by the SGRS Rights and the royalties payable by Sutton under the Sutton Licence and Royalty Agreement.

On June 24, 2019, MRM LP entered into a credit agreement with a Canadian chartered bank that consists of a non-amortizing $10.3 million term loan and a $0.5 million line of credit. The MRM LP term loan and line of credit are secured by the MRM Rights and the royalties payable by Mr. Mikes under the Mr. Mikes Licence and Royalty Agreement.

On November 15, 2019 NNDH LP, a wholly-owned subsidiary of DIV, entered into a credit agreement with a Canadian chartered bank that consists of a non-amortizing $14.5 million term loan, of which $7.5 million was drawn at December 31, 2019. The NNDH LP term loan is secured by the NND Rights and the royalties payable by Nurse Next Door.

On April 27, 2020, OX LP entered into a credit agreement with a Canadian chartered bank that consists of a non-amortizing $9.0 million term loan and a $0.5 million line of credit. The OX LP term loan and line of credit are secured by the OX Rights and the royalties payable by Oxford under the Oxford Licence and Royalty Agreement.

As at December 31, 2020 and 2019, the Company was in compliance with all financial covenants associated with its Acquisition Facility, term loan facilities and operating lines of credit. Prior to December 31, 2020, the Company negotiated a covenant amendment to the MRM LP credit facility, which includes a suspension to its financial covenants for the quarter ended December 31, 2020. If MRM LP did not enter into a covenant amendment for the quarter ended December 31, 2020, MRM LP would have been in breach of its financial covenants. DIV continues to closely monitor the results of its royalty partners and is in regular discussions with its lending partners about the impact of COVID-19 on its business including covenant relief, which may be required in the months ahead dependent on the future results of several of DIV's royalty partners.

(Tabular amounts expressed in thousands of Canadian dollars)

10. Convertible debentures:

On November 7, 2017, the Company issued convertible unsecured subordinated debentures (“Debentures”) for an aggregate principal amount of $57.5 million at a price of $1,000 per Debenture. The Debentures mature on December 31, 2022 and bear interest at an annual rate of 5.25% payable semi-annually in arrears on the last day of December and June in each year. At the holder’s option, the Debentures may be converted into common shares of the Company at any time prior to the earlier of: (i) the last business day immediately preceding December 31, 2022; or (ii) the date specified by the Company for redemption of the Debentures. The conversion price will be $4.55 per common share (the “Conversion Price), subject to adjustment in certain circumstances.

The Debentures are not redeemable prior to January 1, 2021, except upon the satisfaction of certain conditions after a change of control has occurred. On or after January 1, 2021 and prior to December 31, 2021, the Debentures may be redeemed in whole or in part from time to time at DIV’s option, provided that the volume weighted average trading price of the common shares on the TSX during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of the redemption is given is not less than 125% of the Conversion Price. On or after December 31, 2021 and prior to the maturity date, DIV may, at its option, redeem the Debentures, in whole or in part, from time to time at par plus accrued and unpaid interest. On redemption or at maturity, the Company will repay the indebtedness of the Debentures by paying an amount equal to the principal amount of the outstanding Debentures, together with accrued and unpaid interest thereon.

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

On initial recognition, the Company valued the liability component at $53.2 million and the equity component at $4.3 million. In addition, the Company incurred transaction costs of $2.8 million, of which $2.6 million was allocated to the liability component and $0.2 million was allocated to the equity component. The net amount recognized as the equity component of the Debentures was $2.9 million, after deferred taxes of $1.2 million and transaction costs of $0.2 million.

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

	2020	2019
Principal amount	$ 57,500	$ 57,500
Equity component of debentures	(4,312)	(4,312)
Unamortized deferred financing fees	(1,105)	(1,608)
Accretion on liability component of debentures	2,452	1,614
	$ 54,535	$ 53,194

(Tabular amounts expressed in thousands of Canadian dollars)

11. Interest rate swaps:

The Company has interest rate swap agreements that entitle the Company to receive interest at floating rates and effectively pay interest at fixed rates for a portion of its term loan facilities.

The interest rate swaps are re-measured at fair value at the end of each reporting period with fair values calculated as the present value of contractual cash flows based on quoted forward curves and discount rates incorporating the applicable yield curve. The following table summarizes the interest rate swap agreements the Company has entered into as of December 31, 2020:

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

12. Exchangeable MRM Units:

Mr. Mikes is entitled to receive distributions from MRM LP on the Initial Retained Interest on a pro rata basis with the limited partnership units of MRM LP held by DIV. The Exchangeable MRM Units are recorded as a liability and measured at fair value. The distributions issued by MRM LP to Mr. Mikes are recorded as an expense on the Company's income statement. During the year ended December 31, 2020, MRM LP issued distributions of $0.03 million to Mr. Mikes (2019 - $0.06 million).

The fair value of the Exchangeable MRM Units is determined at the end of each period by multiplying the number of Exchangeable MRM Units held by Mr. Mikes at the end of the period by the closing price of DIV shares on the last business day of the period. As at December 31, 2020, the Exchangeable MRM Units were valued at $0.8 million based on the DIV closing share price of $2.38 at period end (2019 - $3.14), multiplied by the total number of Exchangeable MRM Units of 355,032.

(Tabular amounts expressed in thousands of Canadian dollars)

13. Income taxes:

		2020		2019
Deferred income tax (recovery) expense	$	(4,828)	$	4,475
Current income tax expense		1,979		1,223
	$	(2,849)	$	5,698

Income tax expense as reported differs from the amount that would be computed by applying the combined Federal and Provincial statutory income tax rates to the income before income taxes. The reason for the difference is as follows:

		2020		2019
(Loss) income before income taxes	$	(11,734)	$	19,742
Combined Canadian federal and provincial rates		27%		27%
Expected tax expense		(3,168)		5,330
Increased by:				
Permanent and other non-deductible differences		319		368
	$	(2,849)	$	5,698

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

		2020		2019
Intangible assets	$	244	$	263
Other		142		71
Financing and share issuance costs		223		(228)
Convertible debentures		(502)		(728)
Intangible assets		(6,917)		(11,591)
Net deferred tax liability	$	(6,810)	$	(12,213)

The deferred tax liability as at December 31, 2020 is largely associated with the temporary differences on the Company's intangible assets, which have an undepreciated capital cost allowance of approximately $211.5 million (2019 - $181.0 million). In addition, pursuant to NND LP's limited partnership agreement dated November 15, 2019, its undepreciated capital cost allowance of approximately $49.0 million at December 31, 2020 (2019 - $51.5 million) is allocated to the Company for tax purposes.

(Tabular amounts expressed in thousands of Canadian dollars)

14. Share capital:

As at December 31, 2020, the authorized share capital of the Company consists of an unlimited number of common shares.

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

The Company has a dividend reinvestment plan ("DRIP") that allows eligible holders of the Company's common shares to reinvest some or all cash dividends paid in respect of their common shares in additional common shares of the Company. At the Company's election, these additional common shares may be issued from treasury or purchased on the open market. If the Company elects to issue common shares from treasury, the common shares will be purchased under the DRIP at a 3% discount to the volume weighted average of the closing price for the common shares on the TSX for the five trading days immediately preceding the relevant dividend payment date. The Company may, from time to time, change or eliminate the discount applicable to common shares issued from treasury. The Company temporarily suspended the DRIP, starting with the dividend payable to shareholders in respect of the month of April 2020. Effective with the January 2021 monthly dividend, the Board approved the reinstatement of the DRIP.

On June 11, 2019, the Company held an Annual and Special Meeting where shareholders approved a special resolution to reduce the stated capital to $160.0 million. This approval resulted in a reduction of share capital of $26.4 million, and a combined increase of contributed surplus and retained earnings of $26.4 million.

15. Share-based compensation:

(a) Restricted share units:

The Company has a long-term incentive plan (the "Plan") available to both employees and non-employees as a form of retention and incentive compensation. The maximum number of common shares issued under the Plan is 10% of the issued and outstanding common shares of the Company at the time of the grant.

Under the Plan, the Company can issue RSUs whereby each RSU is equal in value to one common share of the Company and is entitled to dividends that would arise thereon if it was an issued and outstanding common share. The notional dividends are recorded as additional issuance of RSUs during the life of the RSU. Currently, all the outstanding RSUs will be settled in common shares, unless the RSU holder elects to settle a portion of the RSUs in cash to pay the applicable withholding taxes.

The number of RSUs outstanding is as follows:

	2020		2019	
	Number of RSUs	Weighted average grant-date fair value	Number of RSUs	Weighted average grant-date fair value
Balance, beginning of year	941,762	$ 3.31	921,521	$ 3.30
Granted	265,645	1.67	78,175	3.12
Dividends earned	105,504	1.95	69,267	3.02
Settled	(813,529)	3.25	(127,201)	2.98
Balance, end of year	499,382	$ 2.24	941,762	$ 3.31
Unvested	480,781	$ 2.21	902,105	$ 3.32
Vested	18,601	$ 3.02	39,657	$ 3.01

As at December 31, 2020, approximately 63% of the unvested RSUs will vest in 2021, 16% will vest in 2022, and the remainder in 2023.

(Tabular amounts expressed in thousands of Canadian dollars)

15. Share-based compensation (continued):

(b) Share options:

The following table summarizes the changes in the Company's share options during the years ended December 31, 2020 and 2019:

	2020		2019	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Balance, beginning and end of year	2,300,000	$ 3.26	2,300,000	$ 3.26

The following table summarizes information relating to outstanding and exercisable options as at December 31, 2020:

	Options outstanding			Options exercisable	
Exercise prices	Number of options	Weighted average remaining life (years)	Weighted average exercise price per share	Number exercisable	Weighted average exercise price per share
$ 3.22 - $ 3.53	2,300,000	1.79	$ 3.26	2,300,000	$ 3.26
	2,300,000	1.79	$ 3.26	2,300,000	$ 3.26

16. Income per share:

	2020	2019
(Loss) Income for the year	$ (8,885)	$ 14,044
Weighted average number of shares outstanding – basic	118,849,222	108,526,518
Dilutive adjustment for share options	-	-
Dilutive adjustment for RSUs	-	939,558
Weighted average number of shares outstanding – diluted	118,849,222	109,466,076
Net (loss) income per common share:		
Basic	$ (0.07)	$ 0.13
Diluted	$ (0.07)	$ 0.13

17. Other finance (costs) income, net:

	2020	2019
Finance income	$ 65	$ 1,225
Foreign exchange loss	(1)	(8)
Distributions paid on Exchangeable MRM Units	(33)	(55)
Amortization of deferred financing charges	(822)	(617)
Accretion expense and other	860	(877)
	$ 69	$ (332)

(Tabular amounts expressed in thousands of Canadian dollars)

18. Financial instruments:

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

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

The carrying value of current financial assets and liabilities approximate their fair value due to their short-term nature. The carrying value of the long-term bank loans approximates their fair value as these facilities bear interest at floating market interest rates. The fair value of the convertible debentures of $57.1 million is measured using Level 1 inputs. The fair value of the Exchangeable MRM Units, Exchangeable ML Units and the interest rate swap liabilities are measured using Level 2 inputs. The fair value of the investment in NND LP is measured using Level 3 inputs (note 7).

The following table presents the carrying amounts of each category of financial assets and liabilities:

	2020	2019
Assets carried at amortized cost:		
Cash and cash equivalents	$ 9,218	$ 2,968
Royalties and management fees receivable	4,293	4,392
Amounts receivable	15	17
Related party receivable	-	3,766
	$ 13,526	$ 11,143
Assets carried at fair value:		
Investment in NND LP	$ 43,627	$ 51,807
Liabilities carried at amortized cost:		
Accounts payable and accrued liabilities	$ 1,710	$ 1,136
Long-term bank loans	98,557	82,473
Convertible debentures	54,535	53,194
Promissory note	3,108	4,805
	$ 157,910	$ 141,608
Liabilities carried at fair value:		
Interest rate swap liabilities	$ 2,370	$ 412
Exchangeable MRM Units	878	1,115
	$ 3,248	$ 1,527

(Tabular amounts expressed in thousands of Canadian dollars)

19. Financial risk management:

The Company has exposure to the following risks from its use of financial instruments: credit risk, market risk, liquidity risk, currency risk and interest rate risk. This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Board of Directors has responsibility for the oversight of the Company's risk management framework. The Board of Directors has mandated the Audit Committee to review how management monitors compliance of the Company's risk management policies and procedures and review the adequacy of the risk management policies and procedures.

(a) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk is associated with the Company's cash and cash equivalents, royalties and management fees receivable, amounts receivable and investment in NND LP.

Credit risk on the Company's cash and cash equivalents are mitigated by holding these amounts with a Canadian chartered bank of high creditworthiness. Credit risk on the royalties and management fees receivable and the investment in NND LP is monitored through regular review of the operating and financing activities of the Company's Royalty Partners. The carrying amount of financial assets represents the maximum credit exposure.

The maximum exposure to credit risk at December 31, 2020 and 2019 were as follows:

	2020	2019
Cash and cash equivalents	$ 9,218	$ 2,968
Royalties and management fees receivable	4,293	4,392
Amounts receivable	15	17
Related party receivable	-	3,766
Investment in NND LP	43,627	51,807
	$ 57,153	$ 62,950

The aging of royalties and management fees receivable, as well as amounts receivable at December 31, 2020 and 2019 were as follows:

	2020	2019
Current	$ 4,293	$ 4,392
Over 30 days	-	-
	$ 4,293	$ 4,392

19. Financial risk management (continued):

(b) Liquidity risk:

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

As at December 31, 2020, the Company had a cash and cash equivalents balance of $9.2 million (2019 - $3.0 million) and positive working capital of $10.2 million (2019 - $9.3 million). Management expects to refinance the non-amortizing loans as they become due, and has sufficient cash resources to settle other contractual liabilities as they become payable.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements.

	Carrying amount	Contractual cash flow	2021	2022	2023	2024	Thereafter
Accounts payable and accrued liabilities	$ 1,710	$ 1,710	$ 1,710	$ -	$ -	$ -	$ -
Promissory note	3,108	4,952	-	-	-	-	4,952
Long-term bank loans[(1)]	98,557	107,580	3,736	67,970	1,130	25,659	9,085
Convertible debentures	54,535	63,538	3,019	60,519	-	-	-
Total contractual obligations	$157,910	$ 177,780	$ 8,465	$128,489	$ 1,130	$25,659	$ 14,037

(1) Includes the impact of interest rate swap agreements.

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

(c) Currency risk:

Currency risk is the risk that the fair value or future cash flows will fluctuate due to changes in foreign exchange rates. The Company's exposure to foreign currency risk at the reporting date is described below:

Expressed in thousands of U.S. dollars	2020	2019
Cash and cash equivalents	$ 95	$ 122
Net exposure in thousands of U.S. dollars	$ 95	$ 122

A 10% strengthening (weakening) of the Canadian dollar against the U.S. dollar would have increased (decreased) equity and comprehensive income and loss by a nominal amount as at December 31, 2020 and 2019.

(Tabular amounts expressed in thousands of Canadian dollars)

19. Financial risk management (continued):

(d) Interest rate risk:

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

The Company has long-term bank loans that are subject to floating interest rates. As at December 31, 2020, the interest rate related to long-term bank loans is mitigated by interest rate swap arrangements on $78.9 million of $99.1 million of the Company's term loan facilities. As at December 31, 2019, interest rate risk is mitigated by interest rate swap arrangements that fix the interest rates on $59.9 million of $83.1 million of the Company's term loan facilities. Based on the balance outstanding on December 31, 2020, a one percentage point increase (decrease) in the interest rate would increase (decrease) interest expense by $0.2 million. Based on the balance outstanding on December 31, 2019, a one percentage point increase (decrease) in the interest rate would increase (decrease) interest expense by a nominal amount.

The investment in NND LP is a financial asset measured at fair value, which will fluctuate because of changes in interest rates. As at December 31, 2020, the investment in NND LP was valued at $43.6 million and a fair value loss of $3.6 million was recorded during the year ended December 31, 2020. As at December 31, 2019, the investment in NND LP was valued at $51.8 million and a nominal fair value increase was recorded during the year ended December 31, 2019.

(e) Capital management:

The Company's objective is to maintain a strong capital base to maintain investor, creditor and market confidence and to develop the business.

Management defines capital as the Company's total shareholders' equity, Acquisition Facility, long-term bank loans and convertible debentures. The Board of Directors does not establish quantitative return on capital criteria for management. The Board of Directors reviews the capital structure on a quarterly basis.

In order to maintain or adjust the capital structure, the Company may issue new shares, warrants, or debt, draw on its operating line of credit, purchase shares for cancellation pursuant to normal course issuer bids, temporarily suspend the DRIP, reduce the monthly dividend or reduce debt.

20. Related party transactions:

In addition to information disclosed elsewhere in these consolidated financial statements, the Company had the following related party transactions during the years ended December 31, 2020 and 2019:

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

		2020		2019
Short-term benefits	$	1,269	$	1,545
Share-based compensation		1,326		1,476
	$	2,595	$	3,021

The Company's President and CEO and one of the Company's directors are co-founders and managing partners of Maxam Capital Corp ("Maxam"). The Company has a services agreement with Maxam whereby Maxam provides rent and administrative services to the Company. During the year ended December 31, 2020, the Company paid Maxam approximately $0.1 million (2019 - $0.1 million).

The above transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

(Tabular amounts expressed in thousands of Canadian dollars)

21. Supplemental cash flow information:

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

	Promissory note (note 8(d))	Acquisition facility (note 9(a))	Long-term debt (note 9(b))	Debentures (note 10)	Total
Balance, December 31, 2018	$ -	$ -	$ 64,856	$ 51,940	$ 116,796
Changes from financing cash flows:					
Proceeds from issuance of debt	-	-	17,800	-	17,800
Debt financing costs	-	(384)	(318)	-	(702)
Liability-related other changes:					
Debt issued on purchase of intangible asset, net of discount	4,710	-	-	-	4,710
Amortization of deferred financing charges	-	10	135	472	617
Accretion expense	95	-	-	782	877
Balance, December 31, 2019	$ 4,805	$ (374)	$ 82,473	$ 53,194	$ 140,098
Changes from financing cash flows:					
Proceeds from issuance of debt	-	39,700	16,000	-	55,700
Repayment of debt	-	(39,700)	-	-	(39,700)
Debt financing costs	-	-	(107)	-	(107)
Liability-related other changes:					
Amortization of deferred financing charges	-	127	191	504	822
Accretion expense and other	(1,697)	-	-	837	(860)
Balance, December 31, 2020	$ 3,108	$ (247)	$ 98,557	$ 54,535	$ 155,953

22. Subsequent event:

In December 2020, DIV signed a ten-year lease agreement for its head office and obtained possession in January 2021. The lease will be treated as a finance lease under IFRS 16, Leases ("IFRS 16"). Under IFRS 16, DIV will 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.