



A&W REVENUE ROYALTIES INCOME FUND

INFORMATION CIRCULAR

(Containing information as at March 22, 2021 unless indicated otherwise)

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the trustees (the “Trustees”) of A&W Revenue Royalties Income Fund (the “Fund”) for use at the annual general meeting (the “Meeting”) of holders (the “Unitholders”) of units (the “Units”) of the Fund to be held at the offices of A&W Food Services of Canada Inc., Suite 300, 171 West Esplanade, North Vancouver, British Columbia, at 11:00 a.m. (Pacific Time), on Tuesday, May 4, 2021, or at any adjournments thereof, for the purposes set forth in the accompanying Notice of Meeting.

It is expected that the solicitation of proxies for the Meeting will be primarily by mail, but proxies may be solicited personally, by telephone or by other means of communication by the Trustees or officers of the Fund or by the directors (the “Directors”) or officers of A&W Trade Marks Inc. (the “Company”), the administrator of the Fund, who will not be specifically remunerated therefor. All costs of solicitation of proxies by or on behalf of the Trustees will be borne by the Company.

In this Information Circular references to “Unitholders” include beneficial holders of Units where the context so requires.

APPOINTMENT OF PROXIES

The persons named in the accompanying Form of Proxy are Trustees of the Fund. A Unitholder desiring to appoint some other person, who need not be a Unitholder, to represent that Unitholder at the Meeting has the right to do so, either by inserting the desired person’s name in the blank space provided in the Form of Proxy or by completing another proper Form of Proxy. Beneficial unitholders should carefully follow the instructions on the Voting Instruction Form provided by their intermediary/broker to ensure that a Form of Proxy is validly completed on their behalf.

A Form of Proxy must be in writing and signed by the Unitholder or by the Unitholder’s attorney duly authorized in writing or, if the Unitholder is a body corporate or association, under its seal or by an officer or attorney thereof duly authorized indicating the capacity under which such officer or attorney is signing. If the Form of Proxy is executed by an attorney, evidence of the attorney’s authority must accompany the Form of Proxy. A proxy will not be valid unless the completed Form of Proxy is received by Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not less than 24 hours before the commencement of the Meeting, or any adjournment thereof.

Beneficial Unitholders who hold their Units of the Fund through an intermediary/broker are not entitled, as such, to deliver a Form of Proxy. Regulatory policy requires voting instructions to be requested from Beneficial Unitholders who have been sent materials for the Meeting. Beneficial Unitholders should carefully follow those voting instructions in order to have their Units voted at the Meeting or to appoint themselves or someone else as a proxyholder to attend and vote in person at the Meeting. See “Beneficial Unitholders”.

Attendance in Person

The Amended and Restated Declaration of Trust of the Fund dated May 1, 2018 requires that the Fund hold an "in person" annual general meeting. Accordingly, certain Trustees of the Fund and directors of A&W Trade Marks Inc. will be attending the Meeting in person at the originally announced location for purposes of establishing quorum and voting the valid proxies received. Given the situation resulting from the coronavirus pandemic (“COVID-19”) outbreak, Unitholders are asked to follow the current instructions and recommendations of federal, provincial and local health authorities when considering attending the Meeting. While it is not known what the situation with COVID-19 will be on the date of the Meeting, the Fund will adhere to all government and public health authority recommendations and restrictions in order to support efforts to reduce the impact and spread of COVID-19. *In order to mitigate potential risks to the health and safety of our communities and Unitholders, all Unitholders are encouraged to vote by proxy in advance of the Meeting and not to attend the Meeting in*

person unless and until all social distancing recommendations or restrictions have been lifted. The Fund will follow the guidance and orders of government and public health authorities in that regard, including those restricting the size of public gatherings.

In order to minimize the time spent in an enclosed space, consistent with government and public health authority recommendations, the Meeting will be limited to only the legal requirements for such meetings and guests will not be permitted entrance unless legally required. Rather than attending in person, the Fund encourages Unitholders to access the Meeting via telephone conference call at 604-774-6493, PIN 892 571 185# (Canada) or 1-617-675-4444, PIN 466 126 952 5794# (United States). Unitholders listening to the Meeting via teleconference will not be permitted to vote through the telephone conference call, but will be permitted to ask questions of management. Only duly appointed proxyholders who attend the Meeting in person will be permitted to vote at the Meeting.

REVOCATION OF PROXIES

A Unitholder who has given a Form of Proxy may revoke it by an instrument in writing that is signed and delivered to Computershare Investor Services Inc. in the manner as described above so as to arrive at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the Form of Proxy is to be used, or to the chair of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner provided by law. A revocation of a Form of Proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF PROXIES

The Trustee representatives designated in the enclosed Form of Proxy will vote or withhold from voting the Units in respect of which they are appointed proxy on any ballot that may be called for in accordance with the instructions of the Unitholder as indicated on the Form of Proxy and, if the Unitholder specifies a choice with respect to any matter to be acted upon, the Units will be voted accordingly. Where no choice is specified in the Form of Proxy, such Units will be voted “for” the matters described therein and in this Information Circular.

The enclosed Form of Proxy confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting and with respect to other matters that may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any other business is properly brought before the Meeting, it is the intention of the Trustee representatives designated in the enclosed Form of Proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the Trustees know of no such amendment, variation or other matter which may be presented to the Meeting.

BENEFICIAL UNITHOLDERS

Currently, all issued and outstanding Units are in a book-based system administered by CDS Clearing and Depository Services Inc. (“CDS”). Consequently, the only registered Unitholder is CDS & Co. (the registration name for CDS). Unitholders other than CDS therefore hold Units which are not registered in their own name and are referred to in this Information Circular as “Beneficial Unitholders”.

These meeting materials are being sent to CDS and to Beneficial Unitholders. If you are a Beneficial Unitholder and the Fund or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary/broker holding Units on your behalf. There are two kinds of Beneficial Unitholders: those who have objected to their name being made known to the Fund (called “OBOs” for Objecting Beneficial Owners) and those who have not objected (called “NOBOs” for Non-Objecting Beneficial Owners).

NOBOs can expect to receive a voting instruction form from Broadridge Financial Solutions, Inc. (“Broadridge”). These voting instruction forms are to be completed and returned to Broadridge by mail in the envelope provided. Alternatively, NOBOs can call a toll-free number or access Broadridge’s dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and vote the Units held by them. Broadridge will tabulate the results of the voting instruction forms received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Units represented by voting instruction forms they receive. NOBOs that wish to attend the Meeting and vote in person (or appoint someone else to attend the Meeting and vote on such NOBOs’ behalf) can appoint themselves (or someone else) as a proxyholder by following the applicable instructions on the voting instruction form.

With respect to OBOs, the Fund does not intend to pay for intermediaries/brokers to deliver to OBOs meeting materials for the Meeting. Accordingly, an OBO will not receive meeting materials unless the OBO's intermediary/broker assumes the cost of delivery. Applicable regulatory policy requires intermediaries/brokers to whom meeting materials have been sent to seek voting instructions from OBOs in advance of Unitholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by OBOs in order to ensure that their Units are voted at the Meeting. Often, the Form of Proxy supplied to an OBO by its broker is identical to that provided to registered Unitholders. However, its purpose is limited to instructing the registered Unitholder how to vote on behalf of the OBO. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge. Broadridge typically prepares a special voting instruction form, mails those forms to the OBOs and asks for appropriate instructions respecting the voting of Units to be represented at the Meeting. OBOs are requested to complete and return the voting instruction form to Broadridge by mail in the envelope provided. Alternatively, OBOs can call a toll-free telephone number or access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and vote the Units held by them. Broadridge then tabulates the results of all voting instructions received and provides appropriate instructions respecting the voting of Units to be represented at the Meeting. The voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Units voted. OBOs who receive a form of proxy or voting materials from organizations other than Broadridge should complete and return such form of proxy or voting materials in accordance with the instructions on such materials in order to properly vote their Units at the Meeting. OBOs that wish to attend the Meeting and vote in person (or appoint someone else to attend the Meeting and vote on such OBOs' behalf) can appoint themselves (or someone else) as proxyholder by following the applicable voting instructions.

Beneficial Unitholders are not entitled, as such, to vote at the Meeting in person or to deliver a Form of Proxy. If you are a Beneficial Unitholder and wish to vote in person at the Meeting or to appoint someone else to attend the Meeting and vote on your behalf, please see the voting instructions you received or contact your intermediary/broker well in advance of the Meeting to determine how you can do so.

Beneficial Unitholders should carefully follow the voting instructions they receive, including those on how and when voting instructions are to be provided, in order to have their Units voted at the Meeting.

NOTICE AND ACCESS

The Fund is sending meeting materials for the Meeting to Beneficial Unitholders using the "notice and access" provisions of *National Instrument 54-101 – Communication with Beneficial Owners*. Pursuant to such provisions, the Fund provides Beneficial Unitholders with a notice on how they may access this Information Circular electronically instead of providing a paper copy. As the Fund only has one registered Unitholder (CDS & Co.), the Fund is not sending meeting materials for the Meeting to registered Unitholders using the "notice and access" provisions of *National Instrument 51-102 – Continuous Disclosure Obligations*.

APPROVAL OF RESOLUTIONS

Unless otherwise specified, a simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as Trustee or appointment as the Fund's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation, but will be subject to the Fund's Majority Voting Policy. See "Election of Trustees – Majority Voting Policy".

VOTING UNITS AND PRINCIPAL HOLDERS THEREOF

There are 14,064,673 Units issued and outstanding, each of which entitles the holder to one vote on a ballot. In addition, there are securities (collectively, the “Exchangeable Securities”) of the Company issued and outstanding which are convertible into 4,951,826 limited voting units (“Limited Voting Units”, and together with the Units, the “Trust Units”) of the Fund. Holders of Exchangeable Securities are entitled to one vote on a ballot for each Limited Voting Unit they would receive upon conversion of the Exchangeable Securities, provided that such holders are not entitled in the aggregate to cast:

- (a) more than 40% of the votes cast upon a resolution for the appointment or removal of a Trustee; or
- (b) any votes upon a resolution to amend the declaration of trust (the “Declaration of Trust”) by which the Fund is governed in respect of the limitation upon the voting rights of holders of the Limited Voting Units and the holders of Exchangeable Securities.

On a show of hands, every person present and entitled to vote will be entitled to one vote. Only registered holders of Units and Exchangeable Securities at the close of business on March 22, 2021, the record date established by the Trustees, and validly appointed proxyholders for such persons, are entitled to vote at the Meeting.

A quorum for meetings of Unitholders and holders of Exchangeable Securities consists of two or more individuals present in person either holding personally or representing as proxies not less in aggregate than 5% of the votes attached to the total of the Units of the Fund then outstanding and the Units of the Fund issuable upon the conversion, exercise or exchange of the outstanding Exchangeable Securities, except holders of Exchangeable Securities and Limited Voting Units, as such, are not to be included in a quorum in respect of a resolution to appoint or remove the Trustees of the Fund.

Beneficial Unitholders who hold their Units of the Fund through an intermediary/broker are not entitled, as such, to vote at the Meeting in person. If you are a Beneficial Unitholder and wish to vote in person at the Meeting, please see the voting instructions you received or contact your intermediary/broker well in advance of the Meeting to determine how you can do so. See “Beneficial Unitholders”.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

To the knowledge of the Trustees, no person beneficially owns, controls or directs, directly or indirectly, Units or Exchangeable Securities carrying more than 10% of the voting rights attached to all the issued and outstanding Units or Exchangeable Securities, other than:

<u>Name</u>	<u>Class and Number of Securities</u>	<u>Percentage of Class</u>	<u>Percentage of Trust Units on a Fully Diluted Basis</u>
A&W Food Services of Canada Inc. ⁽¹⁾ (“Food Services”)	Exchangeable Securities convertible into 4,951,826 Limited Voting Units	100%	26.0%

- (1) David Mindell, a Director of the Company and Food Services, and Jefferson Mooney, a director of Food Services, collectively, through their various respective holding companies and pursuant to certain agreements, are indirectly entitled to elect a majority of the directors of Food Services. Accordingly, Mr. Mindell and Mr. Mooney may be said to exercise joint control or direction over the Exchangeable Securities convertible into Limited Voting Units.

FUND STRUCTURE

The Fund is a limited purpose trust established under the laws of the Province of British Columbia and governed by the Declaration of Trust. The Fund, through the Company, has an interest in A&W Trade Marks Limited Partnership (the “Partnership”). The Partnership owns the Canadian trade-mark “A&W” and other trade-marks and associated rights (collectively, the “A&W Marks”), which have been licensed to Food Services for a royalty (the “Royalty”), payable by Food Services to the Partnership, equal to three percent of gross sales reported to Food Services by certain A&W restaurants in Canada. The Fund does not carry on an active business but rather is restricted to holding the securities of the Company. The affairs of the Fund are supervised by the Trustees.

The Partnership is a limited partnership formed under the laws of the Province of British Columbia. The Company is the general partner of the Partnership. The Business of the Partnership consists of exploiting the A&W Marks and collecting the Royalty.

The Company is a corporation continued under the laws of the Province of British Columbia and, as general partner of the Partnership, has the authority to manage the business of the Partnership. The affairs of the Company are supervised by its five member board of directors (the “Board of Directors”).

ELECTION OF TRUSTEES

The number of Trustees to be elected at the Meeting is determined from time to time by resolution of the Trustees, such number being not more than ten and not less than three. The Trustees have fixed the number of Trustees to be elected at the Meeting at three. The term of office of each of the present Trustees expires at the close of the Meeting. All Trustees elected at the Meeting will hold office for a term expiring at the close of the next annual meeting of Unitholders or until their successors are appointed, unless his or her office is earlier vacated in accordance with the Declaration of Trust.

The following table sets out, for each person proposed to be nominated for election as a Trustee, their name, province or state, and country of residence, the period or periods during which they have served as a Trustee, their principal occupation, and the number of Units and Exchangeable Securities they beneficially own, control or direct, directly or indirectly, as at the date hereof:

Name, Province or State, and Country of Residence⁽¹⁾	Period of Service as a Trustee	Principal Occupation and, if not Previously Elected as a Trustee, Occupation During the Past 5 Years⁽¹⁾	Number of Units and Exchangeable Securities⁽²⁾
RICHARD MCKERRACHER ⁽³⁾ British Columbia, Canada	Since May 1, 2012	Corporate Director since 2012	2,000 Units
JOHN R. MCLERNON ⁽³⁾ British Columbia, Canada	Since December 18, 2001	Honorary Chairman, Colliers International (real estate services); President, McLernon Consultants Ltd.; Corporate Director since 2001	3,000 Units
FERN GLOWINSKY ⁽³⁾ Ontario, Canada	N/A	President, Chief Executive Officer and Director of Merrco Payments Inc. since 2018; Former Chief Executive Officer and Director of Cliffside Capital Ltd. from September 2016 to May 2018; Chief Operations Officer of Moneris Solutions Corporation from 2014 to 2016	-

- (1) The information as to province or state and country of residence and principal occupation, not being within the knowledge of the Fund, has been furnished by the respective Trustees individually.
- (2) The information as to the number of Units and Exchangeable Securities beneficially owned, controlled or directed, directly or indirectly, has been furnished by the respective Trustees individually.
- (3) Member of the Audit Committee of the Fund.

The following are brief profiles of the above-named persons nominated for election as Trustees at the Meeting:

Richard McKerracher. Richard McKerracher held key leadership roles with Sauder Industries Limited (now called Metrie Ltd.) and its affiliates from 1989 until his retirement in 2010, including Senior Vice President, Finance and six years as President. In such positions, Mr. McKerracher prepared, analyzed and evaluated financial statements. Mr. McKerracher is a former Director and Chair of the Audit Committee of NuHeat Industries Limited, a private company, a former Director and Chair of the Audit Committee of Pacific Insight Electronics Corp., a public company, and a former director of International Forest Products Limited, a public company. In such positions, Mr. McKerracher supervised individuals engaged in preparing, analyzing and evaluating financial statements. Mr. McKerracher is a Chartered Professional Accountant and a former partner of a predecessor firm of KPMG LLP. He holds a Bachelor of Commerce degree from the University of British Columbia. This experience and education provides Mr. McKerracher with an understanding of accounting principles, an ability to assess the general application of accounting principles in connection with accounting for estimates, accruals and provisions, and an understanding of internal controls and procedures for financial reporting.

John R. McLernon. John McLernon is President of McLernon Consultants Ltd., a private consulting company. He is Honorary Chairman and Co-Founder of the Colliers International, of which he was Chief Executive Officer and Chairman for 25 years. He is also Chairman of Village Farms International Inc., a public company, Chair of City Office REIT, a public company, and on the Advisory Board of Canadian Urban Limited. In such positions, Mr. McLernon supervised individuals engaged in preparing, analyzing and evaluating financial statements. This experience provides Mr. McLernon with an understanding of accounting principles, an ability to assess the general application of accounting principles in connection with accounting for estimates, accruals and provisions, and an understanding of internal controls and procedures for financial reporting.

Fern Glowinsky. Fern Glowinsky is President, Chief Executive Officer and a Director of Merrco Payments Inc., a payment processing provider that develops and delivers technology, financial services and innovative payment solutions tailored to the cannabis industry. Ms. Glowinsky was formerly Chief Executive Officer and a Director of Cliffside Capital, investing in the alternative lending sector. Ms. Glowinsky spent 15 years with Moneris, an RBC and BMO joint venture, in senior executive roles, including Chief Operations Officer. Ms. Glowinsky holds the ICD.D designation and serves on the Baycrest Foundation Board, formerly serving on the Board of Sinai Health Foundation. Ms. Glowinsky is a graduate of the MBA/JD program at the Schulich School of Business and Osgoode Hall Law School, and earned a Bachelor of Arts (Economics) degree from Western University. She began her career practicing law at Torys LLP, having been called to the Bar in Ontario. Ms. Glowinsky's experience and education provide her with an understanding of accounting principles, an ability to assess the general application of accounting principles in connection with accounting for estimates, accruals and provisions, and an understanding of internal controls and procedures for financial reporting.

The Trustees recommend that the Unitholders vote FOR the election of the nominees whose names are set forth above.

Unless such authority is withheld, the Trustee representatives named in the accompanying Form of Proxy intend to vote "for" the election of the nominees whose names are set forth above.

Majority Voting Policy

The Trustees have adopted a policy (the "Majority Voting Policy") providing for majority voting in Trustee elections at any meeting where an "uncontested election" of Trustees is held. An "uncontested election" means an election where the number of nominees for Trustees is equal to the number of Trustees to be elected.

Pursuant to the Majority Voting Policy, the Forms of Proxy circulated in connection with a meeting of Unitholders at which an election of Trustees is conducted will provide Unitholders with the ability to vote in favour of, or to withhold from voting for, each Trustee nominee. If the number of proxy votes withheld for a particular Trustee nominee is greater than the votes in favour of that nominee, the Trustee nominee is required to immediately tender his or her resignation to the Trustees. The Trustees will be expected to accept the resignation by the Trustee, unless the Trustees determine there are exceptional circumstances that would warrant the continued service of such Trustee. For the purposes of the Majority Voting Policy, exceptional circumstances may include: (i) the effect such resignation may have on the Fund's ability to comply with any applicable commercial agreements, governance rules and policies or applicable corporate or securities laws; (ii) the Trustee is a member of an established and active special committee which has a defined term or mandate (such as a strategic review) and accepting the resignation of such Trustee may jeopardize the achievement of the special committee's mandate; (iii) majority voting was used for a purpose inconsistent with the policy objectives of the TSX's majority voting requirement; or (iv) any other factors that the other Trustees consider relevant.

Within 90 days following the applicable meeting of Unitholders, the Trustees are required to decide whether or not to accept the offer of resignation and to promptly publicly disclose their decision, including the reasons for rejecting the resignation offer, if applicable. A resignation will be effective when accepted by the Trustees. If a resignation is accepted, the Trustees may, in accordance with the Declaration of Trust, appoint a new Trustee to fill the vacancy created by the resignation or leave the vacancy open. A Trustee who tenders his or her resignation pursuant to the Majority Voting Policy is not permitted to participate in any deliberations or vote of the Trustees at which his or her resignation is to be considered and shall not be permitted to attend any portion of any meeting of Trustees where such matters are discussed. In the event that any Trustee who received a greater number of proxy votes withheld than votes in favour of such Trustee's election does not tender his or her resignation in accordance with the Majority Voting Policy, he or she will not be re-nominated by the Trustees.

Orders, Bankruptcies and Penalties

To the knowledge of the Trustees, no proposed Trustee is, at the date hereof, or has been, within the ten years prior to the date hereof, a director, chief executive officer or chief financial officer of any company that: (i) was subject to a cease trade order or similar order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the proposed Trustee was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to a cease trade or similar order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed Trustee ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of the Trustees, no proposed Trustee: (i) is, as at the date hereof, or has been, within ten years before the date hereof, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within the ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold assets of the proposed Trustee.

To the knowledge of the Trustees, no proposed Trustee is, at the date hereof, or has been subject to: (i) any penalties imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Unitholder in deciding whether to vote for a proposed Trustee.

DIRECTORS OF THE COMPANY

Pursuant to an administration agreement between the Company and the Fund, the Company arranges for administrative services for the Fund. Also, as general partner of the Partnership, the Company has the ability to manage the business of the Partnership. Under the provisions of an amended and restated governance agreement among the Fund, Food Services, the Company, the Partnership and certain others, the Board of Directors of the Company is required to consist of five individuals. Three Directors are nominated by the Fund and two Directors are nominated by Food Services. Food Services' entitlement to nominate Directors is subject to Food Services and related parties holding, directly or indirectly, at least 10% of the total of the issued and outstanding Voting common shares and Non-voting common shares of the Company or Units. The Fund and Food Services are required, pursuant to the amended and restated governance agreement, to vote their voting common shares of the Company in favour of such nominees.

In the following table, for each person nominated for election as a Director by the Fund and Food Services, is stated their name, province or state, and country of residence, the period or periods during which they have served as a Director, their principal occupation, and the number of Units and Exchangeable Securities they beneficially own, control or direct, directly or indirectly, as at the date hereof:

Name, Province or State and Country of Residence⁽¹⁾	Period of Service as a Director	Principal Occupation and, if not Previously Elected as a Director, Occupation During the Past 5 Years⁽¹⁾	Number of Units and Exchangeable Securities⁽²⁾
RICHARD MCKERRACHER ⁽³⁾⁽⁴⁾ British Columbia, Canada	Since May 1, 2012	Corporate Director since 2012	2,000 Units
JOHN R. MCLERNON ⁽³⁾⁽⁴⁾ British Columbia, Canada	Since December 18, 2001	Honorary Chairman, Colliers International (real estate services); President, McLernon Consultants Ltd.; Corporate Director since 2001	3,000 Units
FERN GLOWINSKY ⁽³⁾⁽⁴⁾ Ontario, Canada	N/A	President, Chief Executive Officer and Director of Merrco Payments Inc. since 2018; Former Chief Executive Officer and Director of Cliffside Capital Ltd. from September 2016 to May 2018; Chief Operations Officer of Moneris Solutions Corporation from 2014 to 2016	-
DAVID A. MINDELL ⁽⁵⁾ British Columbia, Canada	Since February 15, 2002	President, Western Corporate Enterprises Inc. (private investment company)	59,018 Units ⁽⁶⁾
PAUL F.B. HOLLANDS ⁽⁵⁾ BRITISH COLUMBIA, CANADA	Since April 26, 2018	Chairman, A&W Food Services of Canada Inc. (2015 – Present)	8,476 Units ⁽⁶⁾

- (1) The information as to province or state and country of residence and principal occupation, not being within the knowledge of the Fund, has been furnished by the respective Directors individually.
- (2) The information as to the number of Units and Exchangeable Securities beneficially owned, controlled or directed, directly or indirectly, has been furnished by the respective Directors individually.
- (3) Member of the Governance Committee of the Company.
- (4) Nominee of the Fund.
- (5) Nominee of Food Services.
- (6) Directors, officers and/or shareholders of Food Services, which is the beneficial owner of Exchangeable Securities convertible into 4,951,826 Limited Voting Units. Mr. Mindell, along with Mr. Jefferson Mooney, may also be said to exercise joint control or direction over the Exchangeable Securities convertible into Limited Voting Units. See “Voting Units and Principal Holders thereof”.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation of Trustees and Directors

The following table provides a summary of compensation provided to the Trustees of the Fund and the Directors of the Company for the most recently completed financial year:

Name	Fees Earned (\$)⁽²⁾	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Paul F.B. Hollands	nil	nil	nil	nil	nil	nil	nil
Richard McKerracher	87,300 ⁽³⁾	nil	nil	nil	nil	nil	87,300 ⁽³⁾
John R. McLernon	87,300 ⁽³⁾	nil	nil	nil	nil	nil	87,300 ⁽³⁾
David A. Mindell	nil	nil	nil	nil	nil	nil	nil
Hugh R. Smythe ⁽¹⁾	87,300 ⁽³⁾	nil	nil	nil	nil	nil	87,300 ⁽³⁾

- (1) Mr. Smythe’s term of office as a Trustee expired and he resigned as a Director effective May 4, 2021.
- (2) The sums represented in the “Fees Earned” column of this table include all fees earned for services as a Trustee or Director, including, but not limited to, compensation paid for attending meetings held in response to COVID-19.
- (3) Includes fees earned in respect of work completed by the Special Committee (as defined below) and for attendance at meetings of the Special Committee held during the fiscal year ended December 31, 2020.

The annual compensation for each Trustee is \$14,000 plus \$1,100 for each meeting of the Trustees or a committee thereof. The Trustees are also Directors of the Company and, as such, each receives an annual compensation of \$14,000 per year plus \$1,100 for attending each meeting of the Board of Directors or a committee thereof. In August 2020, the Board of Directors formed a special committee (the "Special Committee") comprised of John R. McLernon, Richard McKerracher and Hugh R. Smythe to consider business matters. The Special Committee members each received compensation of \$7,500 per month until November 2020. Additional fees may be paid to the Trustees or Directors from time to time in connection with special matters that arise. Trustees and Directors are also entitled to be reimbursed for reasonable expenses incurred by them in connection with their services as Trustees and Directors. No remuneration is received by the Directors who are directors or officers of Food Services.

Other Compensation

Susan Senecal is the President and Chief Executive Officer of the Fund and the Company and Kelly Blankstein is the Chief Financial Officer of the Fund and the Company. The Fund and its subsidiaries have no other executive officers or persons acting in a similar capacity. Ms. Senecal and Ms. Blankstein are not employees of the Fund or the Company. During the most recently completed financial year, neither Food Services nor any other entity paid Ms. Senecal or Ms. Blankstein any compensation that is attributable to the services they provided the Fund or the Company directly or indirectly.

Compensation Governance

The policies and practices adopted by the Trustees and Directors to determine compensation of the Trustees and Directors is described in Appendix "A".

No compensation consultant or advisor has, at any time since the beginning of the Fund's most recently completed financial year, been retained to assist in determining compensation for any of the Trustees or Directors.

The Fund has never granted to the Trustees, Directors and officers, as applicable, of the Fund, Company and Partnership any Units as compensation.

Financial Instruments

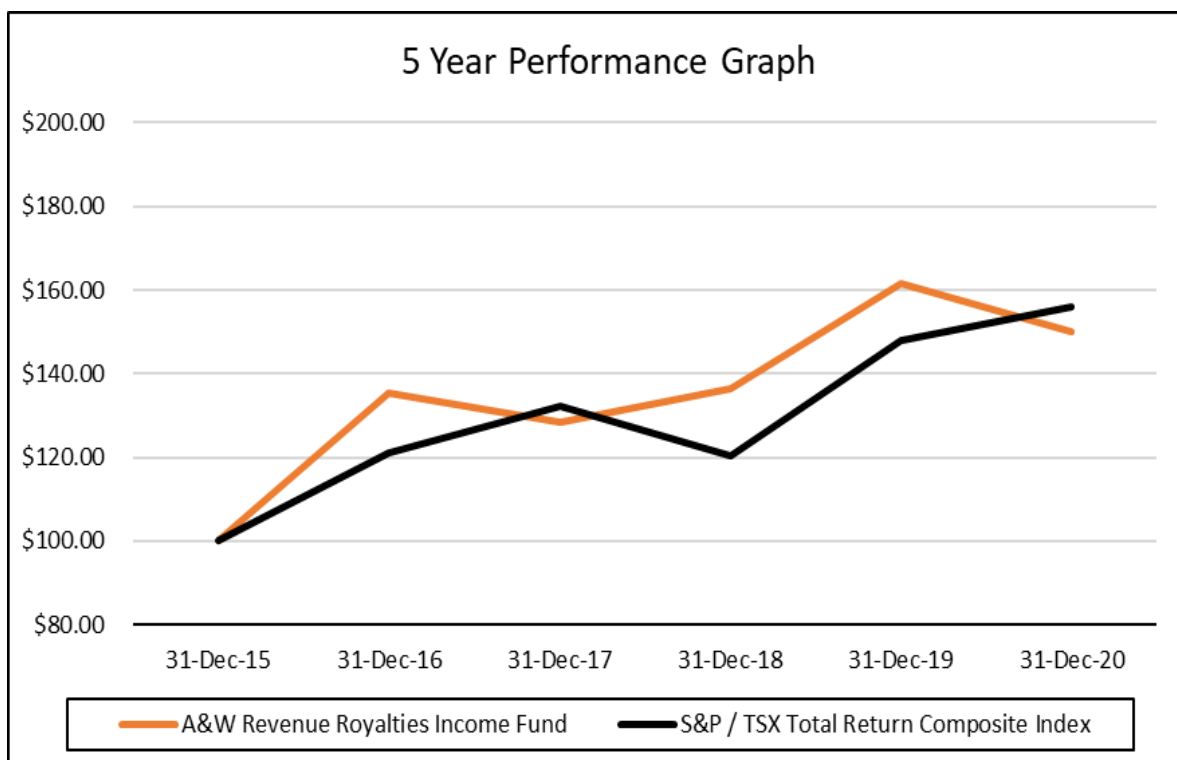
The Fund has implemented a policy that prohibits the Trustees, Directors and officers, as applicable, of the Fund, Company and Partnership from purchasing financial instruments that are designed to hedge or offset a decrease in the market value of Units held, directly or indirectly, by such persons.

Trustees', Directors' and Officers' Liability Insurance

The Company maintains a policy of insurance for the Trustees, Directors and officers, as applicable, of the Fund, Company and Partnership. The aggregate limit of liability applicable to all insured Trustees, Directors and officers under the policy is \$18 million inclusive of defence costs. Under the policy, each entity has reimbursement coverage to the extent that it has indemnified the insured Trustees, Directors and officers in excess of a deductible of \$50,000 for each loss. The aggregate limit of liability will, however, be shared between the insured entity and their respective Trustees, Directors and officers, as applicable, such that the limit of liability will not be exclusive to any one of the entities or their respective Trustees, Directors and officers, as applicable. The annual premium for 2020 was \$57,000, which is paid by the Company. The premiums for the policy are not allocated between the insured Trustees, Directors and officers as separate groups.

Performance Graph

The following chart compares the cumulative total Unitholder return, assuming the reinvestment of distributions, on the Units with the cumulative total return from the S&P/TSX Composite Total Return Index for the period from December 31, 2015 to the most recently completed financial year end. The calculations assume an initial investment of \$100.



Performance Graph Values

	Dec. 31, 2015	Dec. 31, 2016	Dec. 31, 2017	Dec. 31, 2018	Dec. 31, 2019	Dec. 31, 2020
A&W Revenue Royalties Income Fund (Total Return)	\$100.00	\$135.37	\$128.27	\$136.61	\$161.69	\$149.92
S&P/TSX Composite Total Return Index	\$100.00	\$121.08	\$132.09	\$120.36	\$147.89	\$156.17

Actual Values

	Dec. 31, 2015	Dec. 31, 2016	Dec. 31, 2017	Dec. 31, 2018	Dec. 31, 2019	Dec. 31, 2020
A&W Revenue Royalties Income Fund (Total Return)	\$28.80	\$38.99	\$36.94	\$39.34	\$46.57	\$43.18
S&P/TSX Composite Total Return Index	\$40,881.84	\$49,500.53	\$54,002.68	\$49,203.94	\$60,460.25	\$63,846.13

**SECURITIES AUTHORIZED FOR ISSUANCE
UNDER UNIT COMPENSATION PLANS**

There are no compensation plans under which Units of the Fund are authorized for issuance.

**INDEBTEDNESS OF TRUSTEES, DIRECTORS AND
EXECUTIVE OFFICERS**

No individual who is, or at any time during the Fund's most recently completed financial year was, a present or former Trustee, Director, or executive officer or employee, as applicable, of the Fund or any of its subsidiaries, no proposed nominee for election as a Trustee of the Fund, and no associate of any such Trustee, Director, executive officer or proposed Trustee is, or at any time during the Fund's most recently completed financial year was, indebted to (i) the Fund or any of its subsidiaries, or (ii) another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Fund or any of its subsidiaries, other than routine indebtedness.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth below or elsewhere in this Information Circular, no informed person of the Fund, nor any proposed Trustee, nor any associate or affiliate of any informed person or proposed Trustee, has any material interest, direct or indirect, in any transaction since the commencement of the Fund's last financial year or in any proposed transaction which has materially affected or would materially affect the Fund or any of its subsidiaries.

Royalty Pool Adjustments

The number of A&W restaurants for which gross sales is calculated to determine the amount of the Royalty is adjusted annually. The consideration paid by the Partnership for the annual adjustment to the number of A&W restaurants for which the Royalty is paid is in the form of limited partner units of the Partnership (the "LP Units"). Food Services' LP Units may be exchanged, through a share exchange procedure, for Trust Units.

On January 5, 2020, the number of A&W restaurants for which the Royalty is paid to the Partnership was increased by 44 new A&W restaurants less 7 A&W restaurants that permanently closed between November 5, 2018 and November 3, 2019. The amount paid by the Partnership to Food Services for this additional Royalty revenue from the 37 net restaurants added to the Royalty Pool was \$28,881,000, which was paid by the issue by the Partnership to Food Services of LP Units that were subsequently exchanged for securities of the Company, exchangeable for an aggregate of 759,630 Limited Voting Units. Specifically, such consideration was paid by the Partnership through the issuance of 611,858 LP Units to Food Services on January 5, 2019 and the issuance of 147,772 LP Units to Food Services on December 11, 2020.

On January 5, 2021, the number of A&W restaurants for which the Royalty is paid was increased by 34 new A&W restaurants less 11 A&W restaurants that permanently closed between November 4, 2019 and November 1, 2020. The consideration for the estimated net additional Royalty revenue from the 23 net A&W restaurants added to the Royalty Pool was \$13,270,000, representing 80% of the consideration payable for such net additional Royalty Revenue. The Partnership paid Food Services \$13,270,000 by the issuance by the Partnership to Food Services of LP Units that were subsequently exchanged for securities of the Company exchangeable for 465,316 Limited Voting Units. An amount representing 20% of the consideration payable for the net additional Royalty revenue, will be paid by issuance of additional LP units in December 2021. The actual amount of the consideration to be paid, and the number of LP Units to be issued, in December 2021 will be determined based upon the actual annual sales reported by the 34 new A&W restaurants.

APPOINTMENT OF AUDITORS

At the Meeting, the Unitholders will be called upon to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditors of the Fund, to hold office until the next annual general Meeting of the Fund, at a remuneration to be fixed by the Trustees. PricewaterhouseCoopers LLP has acted as the auditors of the Fund since the inception of the Fund on December 18, 2001.

The Trustees recommend that the Unitholders vote FOR the appointment of PricewaterhouseCoopers LLP as auditors of the Fund, at a remuneration to be fixed by the Trustees.

Unless such authority is withheld, the Trustee representatives named in the accompanying Form of Proxy intend to vote "for" the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditors of the Fund, to hold office until the next annual general meeting of the Fund, at a remuneration to be fixed by the Trustees.

MANAGEMENT CONTRACTS

There are no management functions of the Fund or any of its subsidiaries which are to any substantial degree performed by a person other than the Trustees, Directors or executive officers, as applicable, of the Fund or its subsidiaries.

CORPORATE GOVERNANCE

A discussion of the Fund's governance system within the context of *National Instrument 58-101 – Disclosure of Corporate Governance Practices* ("NI 58-101") is attached to this Information Circular as Appendix "A".

Diversity

The Fund and the Company have adopted a written Diversity Policy in order to define the Fund's and the Company's policy with respect to diversity in membership amongst their Trustees, Directors and executive officers, including the representation of women, and to set out the guidelines by which they will endeavour to maintain a diverse group of Trustees, Directors and executive officers.

The Fund and Company value diversity. Susan Senecal is the President and Chief Executive Officer of the Fund, the Company and Food Services and Kelly Blankstein is the Chief Financial Officer of the Fund, the Company and Food Services. The Fund and the Company do not set targets for representation by women amongst its executive officers as they only have two executive officers, both of which (Susan Senecal, President and Chief Executive Officer and Kelly Blankstein, Chief Financial Officer) are women. Women are well represented in the executive positions of Food Services. Specifically, in addition to Ms. Senecal and Ms. Blankstein, three other executive officers of Food Services are women, resulting in five of the eleven executive officers of Food Services (45%) being women. Further, if Fern Glowinsky is elected as a Trustee of the Fund and a Director of the Company, one of the three Trustees (33%) and one of the five Directors (20%), will be a woman. For more information on the Fund and the Company's approach to diversity see Appendix "A" to this Information Circular.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

The Trustees know of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the Trustee representatives named in the Form of Proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

To the knowledge of the Trustees, other than as set forth elsewhere in this Information Circular, no person who has been a trustee or executive officer of the Fund at any time since the beginning of the Fund's last financial year, nor any proposed nominee for election as a trustee of the Fund, nor any associate or affiliate of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of Trustees of the Fund or the appointment of auditors.

ADDITIONAL INFORMATION

Additional information relating to the Fund may be found under its profile on SEDAR at www.sedar.com. Additional financial information is provided in the Fund's audited financial statements and management's discussion and analysis for the Fund's most recently completed financial year. A copy of the Fund's financial statements and management's discussion and analysis is available upon written request to: A&W Trade Marks Inc., Suite 300, 171 West Esplanade, North Vancouver, British Columbia, V7M 3K9, Attention: Chief Financial Officer.

APPROVAL OF CIRCULAR

The undersigned hereby certifies that the contents and the sending of this Information Circular have been approved by the Trustees.

DATED at Vancouver, British Columbia, this 22nd day of March, 2021.

BY ORDER OF THE TRUSTEES



John R. McLernon
Trustee

APPENDIX “A”

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

A&W Revenue Royalties Income Fund (the “Fund”), A&W Trade Marks Inc. (the “Company”) and A&W Trade Marks Limited Partnership (the “Partnership”)

The Fund is governed by three trustees (the “Trustees”). The Company is governed by five directors (the “Board of Directors”) three of whom are nominated by the Fund and two of whom are nominated by A&W Food Services of Canada Inc. (“Food Services”). The Trustees have determined that, in order to effectively oversee the management of the Company and the Partnership and interface with the members of Board of Directors of the Company nominated by Food Services, each of the Trustees should serve as member of the Board of Directors of the Company. The meetings of the Trustees are conducted separately from the meetings of the Board of Directors.

The Trustees serve as the members of the audit committee of the Fund, and approve distributions to Unitholders. The Board of Directors manage and supervise the business of the Company.

The duties of the Trustees and the Board of Directors must be considered within the context of the overall structure of the Fund. The Fund is a limited purpose trust created to hold securities of the Company. The Fund does not conduct any active business and the role of the Trustees is primarily to represent the Fund as a securityholder of the Company. The Company holds securities of the Partnership. Also, as general partner of the Partnership, the Company has the authority to manage the business of the Partnership. The Partnership holds the Canadian trademark “A&W” and all other trade-marks and associated rights (the “A&W Marks”) which it has licensed to Food Services in exchange for a royalty based upon gross sales reported to Food Services by certain A&W restaurants. The Partnership’s business consists of the exploitation of the A&W Marks and collection of the royalty. The Fund, Company and Partnership do not have independent active management over which the Trustees and the Directors, as applicable, have supervisory functions.

However, the results of operations of the Fund, Company and Partnership are entirely dependent on the activities of Food Services and the A&W restaurants franchised and operated by Food Services. Consequently, in addition to their duties in respect of the affairs of the Fund and the Company, the Trustees and independent Directors monitor the activities of Food Services by:

- meeting with senior management of Food Services on a quarterly basis to review Food Services’:
 - sales and marketing strategy;
 - growth strategy;
 - strategic objectives and the attainment of those objectives; and
 - risks to achieving objectives;
- capitalizing on the very good working relationship between the Trustees and independent Directors and senior management of Food Services, which has permitted open discussion;
- receiving and reviewing reports on a regular basis regarding the business of Food Services, and discussing these reports with management of Food Services; and
- having regular meetings between the Chair of the Audit Committee of the Fund and the Chief Financial Officer of Food Services.

Reference to “independent” in this statement of corporate governance practices has the meaning ascribed thereto by *National Instrument 58-101 – Disclosure of Corporate Governance Practices*.

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT

THE FUND AND THE COMPANY'S CORPORATE GOVERNANCE PRACTICES

1. Trustees/Board

- (a) *Disclose the identity of trustees/directors who are independent.* All of the Trustees and the members of the Board of Directors of the Company nominated by the Fund, are independent.
- (b) *Disclose the identity of trustees/directors who are not independent, and describe the basis for that determination.* Of the Directors of the Company, Paul F.B. Hollands, the Chairman of Food Services, and David Mindell, a director of Food Services, by virtue of the business relationship between Food Services and the Company, are not independent.
- (c) *Disclose whether or not a majority of trustees/directors are independent. If a majority of trustees/directors are not independent, describe what the trustees/Board does to facilitate its exercise of independent judgement in carrying out its responsibilities.* There are three Trustees, each of which is independent. Pursuant to a Governance Agreement by which the Company is governed, the Company has five Directors. Three of the five Directors are independent.
- (d) *If a trustee/director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the trustee/director and the other issuer.* John McLernon is a Director of Village Farms International, Inc. and City Office REIT. Fern Glowinsky is a Director of Merrco Payments Inc.
- (e) *Disclose whether or not the independent trustees/directors hold regularly scheduled meetings at which non-independent trustees/directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent trustees/directors do not hold such meetings, describe what the trustees/Board does to facilitate open and candid discussion among its independent trustees/directors.* The Trustees hold meetings separate from the meetings of the Board of Directors. At these meetings the Trustees approve the financial statements of the Fund, distributions to Unitholders and other matters that require the approval of the Trustees. The Board of Directors meets independently of management of Food Services when the Directors consider that separate meetings are appropriate. The Directors of the Company have formed a Governance Committee composed of the independent Directors (being the Trustees of Fund), which meets at least annually independent of the Directors that are not independent (being the nominees of Food Services).
- (f) *Disclose whether or not the chair of the trustees/Board is an independent director. If the trustees/Board has a chair or lead director who is an independent trustee/director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the trustees/Board has neither a chair that is independent nor a lead director that is independent, describe what the trustee/Board does to provide leadership for its independent trustees/directors.* John McLernon is the Chairman of the Fund and Chairman of the Board of Directors of the Company and is unrelated to Food Services. As Chairman of the Fund and the Board of Directors, Mr. McLernon establishes the agenda for meetings of the Trustees and the meetings of the Board of Directors, interfaces with the management of Food Services, conducts meetings of the Trustees and meetings of the Board of Directors, and interfaces with the other Trustees and Directors.

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT

(g) *Disclose the attendance record of each trustee/director for all trustee/Board meetings held since the beginning of the issuer's most recently completed financial year.*

THE FUND AND THE COMPANY'S CORPORATE GOVERNANCE PRACTICES

The information set forth below reflects the attendance of each Director and Trustee at each meeting of the Board or of the Trustees and the committees thereof, as applicable, during the fiscal year ended December 31, 2020.

Name	Trustee / Director	Audit Committee	Governance Committee	Special Committee
<i>Richard McKerracher</i>	8/8	4/4	nil	16/16
<i>John R. McLernon</i>	8/8	4/4	nil	16/16
<i>Hugh R. Smythe ⁽¹⁾</i>	8/8	4/4	nil	16/16
<i>David A. Mindell</i>	4/4	n/a	n/a	n/a
<i>Paul F.B. Hollands</i>	4/4	n/a	n/a	n/a

(1) Mr. Smythe's term of office as a Trustee expired and he resigned as a Director effective May 4, 2021.

2. Trustee/Board Mandate

Disclose the text of the trustees/Board's written mandate. If the trustees/Board does not have a written mandate, describe how the trustees/Board delineates its role and responsibilities.

Terms of Reference for the Trustees and Terms of Reference for the Board of Directors have been adopted. The full text of those Terms of Reference are attached hereto as Appendix "B" and are also available on the Fund's website, www.awincomefund.ca.

3. Position Descriptions

(a) *Disclose whether or not the trustees/Board has developed written position descriptions for the chair and the chair of each trustees/Board committee. If the trustees/Board has not developed written position descriptions for the chair and/or the chair of each trustees/Board committee, briefly describe how the trustees/Board delineates the role and responsibilities of each such position.*

The Trustees and Directors adopted a position description for the chair of the Trustees and the Board of Directors. A copy of the written position description for the chair of the Trustees and the Board of Directors is available on the Fund's website, www.awincomefund.ca.

The Trustees and the Directors have approved mandates for the Audit Committee and Governance Committee, which include position descriptions for the Chairs of each of those Committees. The full text of the Terms of Reference for the Audit Committee and the Governance Committee, including position descriptions for the chairs of those Committees, is available on the Fund's website, www.awincomefund.ca.

(b) *Disclose whether or not the Board and CEO have developed a written position description for the CEO. If the Board and CEO have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the CEO.*

The Trustees and the Directors adopted position descriptions for the CEO of the Fund and the Company. A copy of the written position description for the CEO is available on the Fund's website, www.awincomefund.ca.

4. Orientation and Continuing Education

(a) *Briefly describe what measures the trustees/Board takes to orient new directors regarding*
 (i) *the role of the trustees/Board, its committees and its trustees/directors, and*
 (ii) *the nature and operation of the issuer's business.*

As and when a new nominee is identified, the Governance Committee will (or where appropriate, the Governance Committee will request Food Services to) provide a full program of orientation and education for the nominee including provision of a complete corporate history, copies of past minutes of meetings of the Board of Directors and of the Trustees, as well as information regarding Food Services', the Company's, Partnership's and Fund's businesses.

Trustees/Directors are provided with an orientation to the business of

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT

THE FUND AND THE COMPANY'S CORPORATE GOVERNANCE PRACTICES

Food Services, including visits to A&W restaurants.

- (b) *Briefly describe what measures, if any, the trustees/Board takes to provide continuing education for its directors. If the trustees/Board does not provide continuing education, describe how the trustees/Board ensures that its trustees/directors maintain the skill and knowledge necessary to meet their obligations as trustees/directors.*

There is no formal procedure for continuing education of Trustees/Directors. All Trustees/Directors have extensive experience as trustees and/or directors. The Governance Committee considers that a new nominee will only be selected because he/she possesses the skill and knowledge necessary to meet the obligations of a Trustee/Director.

5. Ethical Business Conduct

- (a) *Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:*

A Code of Business Conduct and Ethics for the Fund and the Company has been adopted. In addition, the Governance Committee has reviewed Food Services' policies on corporate conduct and ethics.

- (i) *disclose how a person or company may obtain a copy of the code;*

The full text of the Code of Business Conduct and Ethics may be viewed on the Fund's website, www.awincomfund.ca, and under the Fund's profile on the SEDAR website, www.sedar.com.

- (ii) *describe how the trustees/Board monitors compliance with its code, or if the trustees/Board does not monitor compliance, explain whether and how the trustees/Board satisfies itself regarding compliance with its code; and*

Annually, the Trustees and Directors are asked to review the Code of Business Conduct and Ethics and confirm their compliance.

- (iii) *provide a cross-reference to any material change report(s) filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a trustee/director or executive officer that constitutes a departure from the code.*

No material change report has been filed by the Fund since the beginning of the Fund's most recently completed financial year that pertains to any conduct of a Trustee/Director or executive officer of the Fund of Company that constitutes a departure from the Code of Business Conduct and Ethics for the Fund.

- (b) *Describe any steps the trustees/Board takes to ensure trustees/directors exercise independent judgement in considering transactions and agreements in respect of which a trustee/director or executive officer has a material interest.*

Directors and executive officers of the Company declare their interest in any contemplated transactions, execute declarations of interest and refrain from voting or executing resolutions on such transactions. Annually, the Directors of the Company who are also Directors of Food Services declare their interest when adjustments to the Licence and Royalty Agreement with Food Services are made to account for A&W restaurants opened and closed during the preceding year.

- (c) *Describe any other steps the trustees/Board takes to encourage and promote a culture of ethical business conduct.*

The Governance Committee has requested that management of Food Services report to the Governance Committee on an annual basis on the steps taken by Food Services to encourage and promote a culture of ethical conduct.

6. Nomination of Directors

- (a) *Describe the process by which the trustees/Board identifies new candidates for trustee/Board nomination.*

The Governance Committee of the Board of Directors is responsible for recommending the nominees for election and re-election as Directors. Each of the Trustees are also Directors. Consequently, the Trustees do not believe a separate nominating committee for Trustees is necessary.

- (b) *Disclose whether or not the trustees/Board has a nominating committee composed entirely of independent trustees/directors. If the trustees/Board does not have a nominating committee composed*

The Governance Committee of the Board of Directors, which is responsible for nominating the nominees for election and re-election as Directors, is composed entirely of independent Directors.

**CORPORATE GOVERNANCE DISCLOSURE
REQUIREMENT**

**THE FUND AND THE COMPANY'S CORPORATE
GOVERNANCE PRACTICES**

entirely of independent trustees/directors, describe what steps the trustees/Board takes to encourage an objective nomination process

- (c) *If the trustees/Board had a nominating committee, describe the responsibilities, powers and operations of the nominating committee.*

The Governance Committee is required to develop, as required, a plan for the composition of the Board of Directors that takes into consideration the current strengths, diversity, skills and experience on the Board of Directors, any planned retirement dates and the strategic direction of the Company. The Governance Committee, in consultation with the chair of the Board of Directors and the chief executive officer of the Company, recommends to the Board of Directors nominees for election and re-election as members of the Board of Directors, considering the following: the competencies and skills that the Board of Directors considers to be necessary for the Board of Directors, as a whole, to possess; the competencies and skills that the Board of Directors considers each existing director to possess; the competencies and skills each new nominee will bring to the Board of Directors; the diversity of the Board of Directors (including the level of representation of women); the time and energy of the proposed nominee to devote to the tasks; and, the understanding by the proposed nominee of the nature of the business and operations of the Company and Food Services.

7. Compensation

- (a) *Describe the process by which the trustee/Board determines the compensation for the issuer's trustees/directors and officers*

The Trustees each receive an annual retainer of \$14,000 per year plus \$1,100 for each Trustee meeting or committee thereof. Directors, other than those persons who are directors or officers of Food Services, each receive an annual retainer of \$14,000 per year plus \$1,100 for attending each meeting of the Board of Directors or a committee thereof. Additional fees may be paid to Trustees or Directors from time to time in connection with special matters that may arise.

The amount and form of Trustee compensation is determined by the Trustees, and is periodically reviewed by the Trustees to ensure that it is appropriate and customary, having regard for such matters as time commitment, responsibility, trends in trustee compensation and the risks of being a Trustee.

The Governance Committee is responsible for reviewing the compensation for Directors and making recommendations to the full Board of Directors regarding such compensation. In carrying out this responsibility, the Governance Committee periodically reviews Director compensation to ensure that it is appropriate and customary, having regard for such matters as time commitment, responsibility, trends in director compensation and the risks of being a Director.

- (b) *Disclose whether or not the trustee/Board has a compensation committee composed entirely of independent directors. If the trustee/Board does not have a compensation committee composed entirely of independent directors, describe what steps the trustee/Board takes to ensure an objective process for determining such compensation*

The Fund does not have any employees. In addition, all of the Trustees are independent. Consequently, the Trustees have determined that a Compensation Committee of the Trustees is not required.

As the Company and Partnership do not have any employees, the Board of Directors has determined that a Compensation Committee is not required. The Directors of the Company have established a Governance Committee, comprised of Richard McKerracher, John McLernon and Fern Glowinsky, all of whom are independent, that is responsible for reviewing the compensation for Directors and making

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT

THE FUND AND THE COMPANY'S CORPORATE GOVERNANCE PRACTICES

- (c) *If the trustee/Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee*

recommendations to the full Board of Directors regarding such compensation.

The Trustees have not established a Compensation Committee. The Board of Directors have not established a Compensation Committee.

8. Other Trustees/Board Committees

If the trustees/Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

The Board of Directors have established a Governance Committee and the Trustees have established an Audit Committee, both of which are composed exclusively of independent Directors and Trustees, respectively. Additional information relating to the Audit Committee is contained in the Fund's Annual Information Form under the section titled "Audit Committee Information". The Annual Information Form is available under the Fund's profile on SEDAR at www.sedar.com.

The Trustees and Governance Committee of the Board of Directors meets annually with legal counsel to review the effectiveness of the governance of the Fund and the Company, and to discuss other matters that affect the activities of the Trustees and Board of Directors, including matters for which additional review may be required.

9. Assessments

Disclose whether or not the trustees/Board, its committees and individual trustees/directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the trustees/Board satisfies itself that the trustees/Board, its committees and its individual trustees/directors are performing effectively.

The Board of Directors have given the Governance Committee the mandate to consider, and if determined appropriate or necessary, establish and administer a process for assessing the effectiveness of the Board of Directors as a whole and committees of the Board of Directors. The Governance Committee also has responsibility to consider, and if determined appropriate or necessary, recommend to the Board of Directors, at the appropriate time, an evaluation process for Directors individually. The Governance Committee considers such matters from time-to-time on an as-needed basis, having regard to the size of the Board of Directors and good communication among Directors, and at this time has determined that a formal evaluation process is not required. Each of the Trustees is also a Director. Consequently, the Trustees do not believe a separate review process for Trustees is necessary.

10. Director Term Limits and Other Mechanisms of Board Renewal

Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted those director term limits or other mechanisms of board renewal, disclose why it has not done so.

The Fund and the Company have not adopted term limits for Trustees and Directors, respectively. The Fund and the Company have not adopted such term limits because the Trustees and the Board of Directors, respectively, believe the imposition of arbitrary term limits may result in an effective Trustee or Director being disqualified and discounts the value of experience and continuity. Since the initial public offering by the Fund in 2002, there have been 3 changes in the membership of the Trustees and independent Directors, and the average term of the existing three Trustees and independent directors is 10 years. The Governance Committee is responsible for assessing the effectiveness of the Board of Directors and board renewal is one of the factors the Governance Committee utilizes in its evaluation. Each of the Trustees is also a Director, so the Trustees do not believe a separate review process is necessary for the Trustees.

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT

THE FUND AND THE COMPANY'S CORPORATE GOVERNANCE PRACTICES

11. Policies Regarding the Representation of Women on the Board

- (a) *Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so.*
- (b) *If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy:*
- (i) *a short summary of its objectives and key provisions,*
 - (ii) *the measures taken to ensure that the policy has been effectively implemented,*
 - (iii) *annual and cumulative progress by the issuer in achieving the objectives of the policy, and*
 - (iv) *whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.*

The Fund and the Company have adopted a written Diversity Policy in order to define the Fund's and the Company's policy with respect to diversity, including the representation of women, and to set out the guidelines by which they will endeavour to maintain a diverse group of Trustees, Directors and executive officers.

The Diversity Policy requires the Governance Committee to consider diversity, including the level of representation of women, as one of the factors in identifying and nominating candidates for election or re-election as Trustees and to the Board of Directors of the Company (collectively, the "Boards"). Other factors that the Governance Committee takes into consideration include, without limitation: the competencies and skills necessary for the Boards, as a whole, to possess; the competencies and skills that the Boards consider each existing Director and Trustee to possess; the competencies and skills each new nominee will bring to the Boards; the time and energy of the proposed nominee to devote to the tasks; and, the understanding by the proposed nominee of the nature of the business and operations of the Company and Food Services. The Diversity Policy requires the Fund to periodically assess the expertise, experience, skills and backgrounds of its Trustees and of the Directors in light of the needs of the Boards, including the extent to which the current composition of the Boards reflects a diverse mix of knowledge, experience, skills and backgrounds, including an appropriate number of women Directors and Trustees. The Diversity Policy, also requires the Company to consider diversity in their executive officer positions, including the level of representation of women, as one of the factors in making executive officer appointments. As the executive officers of the Fund mirror the executive officers of the Company, the Fund does not separately consider the level of representation of women as executive officers of the Fund. Responsibility for overseeing and ensuring the implementation of the Diversity Policy has been delegated to the Governance Committee, who review the Diversity Policy annually and assess its effectiveness and the achievement of its objectives when considering recommendations for appointments for Trustees and Directors.

12. Consideration of the Representation of Women in the Director Identification and Selection Process

Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so.

The Governance Committee considers the diversity of the Boards, including the level of representation of women, as one of the factors in identifying and nominating candidates for election or re-election to the Boards pursuant to its Diversity Policy. Other factors that the Governance Committee takes into consideration include: the competencies and skills necessary for the Boards, as a whole, to possess; the competencies and skills that the Boards consider each existing Director and Trustee to possess; the competencies and skills each new nominee will bring to the Boards; the time and energy of the proposed nominee to devote to the tasks; and, the understanding by the proposed nominee of the nature of the business and operations of the Company and Food Services.

13. Consideration Given to the Representation of Women in Executive Officer Appointments

Ms. Susan Senecal is the Chief Executive Officer and President of the Fund, the Company and Food Services and Ms. Kelly Blankstein is

CORPORATE GOVERNANCE DISCLOSURE REQUIREMENT

THE FUND AND THE COMPANY'S CORPORATE GOVERNANCE PRACTICES

Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.

the Chief Financial Officer of the Fund, the Company and Food Services.

The Company considers diversity in its executive officer positions, including the level of representation of women, as one of the factors in making executive officer appointments. The Company also considers the skills and experience necessary for the position. As the executive officers of the Fund mirror the executive officers of the Company, the Fund does not separately consider the level of representation of women as executive officers of the Fund.

14. Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions

(a) *For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women on the issuer's board or in executive officer positions of the issuer by a specific date.*

(b) *Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so.*

The Fund and the Company have not adopted targets regarding women on the board of Trustees or the Board of Directors, respectively. Diversity, including the level of representation of women, is one of the factors that the Governance Committee considers in identifying and nominating candidates for election or reelection as Trustees and to the Board of Directors. The other factors that the Governance Committee considers are described in part 12 above. The Governance Committee believes all of these factors are relevant to ensure high functioning Trustees and board members and that establishing targets based upon only one of these factors may disqualify desirable Trustee and Director candidates. In addition, given the Fund does not conduct any active business, it maintains an efficient board consisting of three Trustees. Given the limited size of the board of Trustees, the Governance Committee does not consider it appropriate to set a target for representation of women amongst the Trustees.

(c) *Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.*

The Fund and the Company have not adopted a target regarding women in executive officer positions of the Fund and the Company, respectively. The Fund and the Company do not conduct any active business and, as a result, only have two executive officers, both of which (Susan Senecal, President and Chief Executive Officer and Kelly Blankstein, Chief Financial Officer) are women. Consequently, while diversity, including gender diversity, is one of the factors that is considered in making executive officer appointments, the Trustees and the Board of Directors do not believe it appropriate to set a target regarding women in executive officer positions of the Fund and the Company, respectively.

(d) *If the issuer has adopted a target referred to in either (b) or (c), disclose:*

Not applicable.

(i) *the target, and*

(ii) *the annual and cumulative progress of the issuer in achieving the target.*

**CORPORATE GOVERNANCE DISCLOSURE
REQUIREMENT**

**THE FUND AND THE COMPANY'S CORPORATE
GOVERNANCE PRACTICES**

***15. Number of Women on the Board and in
Executive Officer Positions***

- (a) *Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women.*
- (b) *Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.*

If Ms. Glowinsky is elected as a Trustee of the Fund and a Director of the Company, one of the three trustees (33%) and one of the five Directors (20%) will be a woman.

The Fund and Company only have two executive officers, both of which (Susan Senecal, President and Chief Executive Officer and Kelly Blankstein, Chief Financial Officer) are women. As the Fund and the Company do not conduct any active business, the Trustees and Directors believe it is appropriate to report on the representation of women in executive officer positions of Food Services. Five of the eleven executive officers of Food Services (45%) are women.

APPENDIX "B"
TERMS OF REFERENCE

See attached.



**A&W REVENUE ROYALTIES INCOME FUND
(the "Fund")**

I. TERMS OF REFERENCE FOR THE TRUSTEES

1. Purpose

- A. These terms of reference are for the trustees of the Fund.
- B. The primary responsibility of the trustees is to maximize the distribution of all of its available cash to its unitholders and to report to the unitholders in respect of the business operated by entities owned by the Fund.

2. Procedures and Organization

- A. The trustees operate by delegating certain of its authorities, including spending authorizations, to A&W Trade Marks Inc. (the "Corporation") under an Administration Agreement between the Fund and the Corporation.
- B. The trustees retain the responsibility for managing its own affairs including:
 - (a) selecting its Chair;
 - (b) nominating candidates for election as trustees;
 - (c) constituting committees of the trustees; and
 - (d) determining trustee compensation.
- C. Subject to the Declaration of Trust, the trustees may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the trustees.

3. Duties and Responsibilities

A. Monitoring

The trustees have the responsibility:

- (a) for approving distributions to unitholders;
- (b) for approving financing by the Fund;
- (c) for directing management to ensure systems are in place for the implementation and integrity of the internal control and management information systems of the Fund and its subsidiaries; and
- (d) for directing management to ensure appropriate disclosure controls and procedures are in place to enable information to be recorded, processed, summarized and reported within the time periods required by law.

B. Policies and Procedures

The trustees have the responsibility:

- (a) to approve and monitor compliance with all significant policies and procedures by which the Corporation is operated;
- (b) to direct management to implement systems which are designed to ensure that the Corporation operates at all times within applicable laws and regulations, and to the highest ethical and moral standards.

C. Compliance Reporting and Corporate Communications

The trustees have the responsibility:

- (a) to ensure that the financial performance of the Fund is adequately reported to its unitholders and regulators on a timely and regular basis;
- (b) to ensure that the financial results are reported fairly and in accordance with generally accepted accounting principles;
- (c) to ensure that the Fund has appropriate disclosure controls and procedures to provide reasonable assurance that all relevant information is gathered and reported to senior management on a timely basis so that appropriate decisions can be made regarding public disclosure and that enable such information to be recorded, processed, summarized and reported within the time periods required by law;
- (d) to ensure that management regularly evaluates the design of the Fund's internal controls over financial reporting and that those controls provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP;
- (e) to ensure the timely reporting of any developments that are required to be disclosed by applicable law;
- (f) to report annually to its unitholders on the stewardship of the trustees of the Fund for the preceding year (the Annual Report); and
- (f) to assist the Fund to enable it to communicate effectively with its unitholders, stakeholders and the public generally.

II. TERMS OF REFERENCE FOR A TRUSTEE

1. Goals and Objectives

As a trustee of the Fund, each trustee shall:

- A. fulfill the legal requirements and obligations of trustee which includes a comprehensive understanding of fiduciary roles; and
- B. represent the interests of all unitholders in the governance of the Fund ensuring that the best interests of the Fund are paramount.

2. Duties and Responsibilities

A. Trustee Activity

As a trustee, each trustee shall:

- (a) exercise good judgment and act with integrity;
- (b) use his abilities, experience and influence constructively;
- (c) respect confidentiality;
- (d) identify potential conflict areas - real or perceived - and ensure they are appropriately identified and reviewed;
- (e) assist in maximization of the distribution of available cash to unitholders while maintaining unitholders values.

B. Preparation and Attendance

To enhance the effectiveness of trustee and committee meetings, each trustee shall:

- (a) prepare for trustee and committee meetings by reading reports and background materials prepared for each meeting;
- (b) maintain an excellent trustee and committee meeting attendance record¹;
- (c) have acquired adequate information necessary for decision making.

C. Communication

Communication is fundamental to trustee effectiveness and therefore each trustee shall:

- (a) participate fully and frankly in the deliberations and discussions of the trustee;
- (b) encourage free and open discussion of the affairs of the Fund by the trustees; and
- (c) ask probing questions, in an appropriate manner and at proper times.

D. Independence

Recognizing that the cohesiveness of the trustees is an important element in its effectiveness, each trustee shall:

- (a) be a positive force with a demonstrated interest in the success of the Fund;
- (b) speak and act independently.

E. Committee Work

In order to assist Fund committees in being effective and productive, each trustee shall:

- (a) participate on committees and become knowledgeable with the purpose and goals of the committee;
- (b) understand the process of committee work, and the role of management and staff supporting the committee.

¹ The target is 100% attendance. Anything less than 75%, without extenuating circumstances, would create considerable concern for the Board.

F. Business, Corporation and Industry Knowledge

Recognizing that decisions can only be made by well informed trustees, each trustee shall:

- (a) become generally knowledgeable of the Fund's products, and industry;
- (b) develop an understanding of the unique role of the Fund within its various communities;
- (c) maintain an understanding of the regulatory, legislative, business, social and political environments within which the Fund operates;
- (d) be an effective ambassador and representative of the Fund.

III. ADMINISTRATIVE GUIDELINES FOR THE TRUSTEES

1. The trustees of the Fund hold the investments of the Fund and have statutory obligations to report to holders of Units of the Fund by proxy through the President and Chief Executive Officer ("CEO") who is charged with the day-to-day leadership and management of the operations.
2. The Boards of Directors of the Corporation in which the Fund has invested has the responsibility to manage those entities.
3. The trustees believe that they should also serve as directors of the Board of Directors of the Corporation in which the Fund has invested.
4. Terms of reference for the trustees and committees are annually reviewed by the Governance Committee of the Corporation, and any changes are recommended to the trustees for approval.
5. The trustees have concluded that the appropriate number of trustees is three.
6. All trustees stand for election every year.
7. The trustees do not believe that trustees who retire from or otherwise change their current position responsibilities should necessarily retire as trustees. There should, however, be an opportunity for the trustees, through the Governance Committee of the Corporation to review the appropriateness of continued trustee membership.
8. The trustees believe that all trustees should be incumbent and independent.²
9. The trustees will meet at least quarterly to review and approve quarterly and annual financial statements and statutory disclosure documents of the Fund. In addition, the trustees will consider monthly resolutions in order to enable the Fund to make monthly distributions to its unitholders.
10. Materials will be delivered at least three days in advance of meetings for items to be acted upon. Presentations on specific subjects at trustee meetings will only briefly summarize the material sent to trustees so that discussion can be focused on issues relevant to the material.
11. The trustees are responsible, in fact as well as in procedure, for selecting candidates as trustees for membership. The trustees delegate the screening process to the Governance Committee of the Corporation.

² A trustee is independent if he or she has no direct or indirect relationship with the Fund or any of its subsidiaries. A "material relationship" is a relationship which could in the view of the trustees, be reasonably expected to interfere with the exercise of a trustee's independent judgment. The meaning of independence is contained in Multilateral Instrument 52-110 as amended.

12. The Governance Committee of the Corporation will annually assess the effectiveness of the trustees and its committees.
13. The current committees of the trustees are the Audit Committee and Governance Committee. From time to time the trustees may create ad hoc committees to examine specific issues on behalf of the trustees or the Boards. The trustees have adopted charters for the Audit Committee and the Governance Committee.
14. Committee members and Committee Chairs are appointed by the trustees and where possible, consideration is given to having trustees rotate their committee assignments.
15. Committees annually review their terms of reference and/or charters and changes are recommended to the trustees through the Governance Committee.
16. The trustees ensure new trustees are appropriately introduced to the Fund and its industry and that trustees receive the necessary ongoing industry training and development.
17. The trustees meet during each meeting on an "in camera" basis without management present.
18. The trustees and committees may engage separate independent counsel and/or advisors at the expense of the Fund. An individual trustee or director may engage separate independent counsel and/or advisors at the expense of the Fund in appropriate circumstances with the approval of the Chair.
19. Attached to these Administrative Guidelines is the Forward Agenda for the trustees.
20. These Guidelines are reviewed and approved annually by the trustees.

A&W REVENUE ROYALTIES INCOME FUND

Trustees Forward Agenda

Meeting Timing 二月 / 五月 / 七月 / 十月	February	May	July	October
A. Governance				
Annual Meeting		X		
Trustee Performance Review	X			
Trustee Nominating Report	X			
Appoint Committees		X		
Set Record Date for AGM	X			
Review Committee Terms of Reference	X			
Review disclosure controls and				X
B. Financial				
Quarterly Results	X	X	X	X
Year End Results	X			
Audit Committee Report	X	X	X	X
C. Other				
Director/Trustee Consents/Disclosure	X			
Annual Statutory Disclosure Documents	X			

