



The Second Cup Ltd.

Unaudited Condensed Interim Financial Statements
For the 13 and 26 weeks ended June 25, 2016 and June 27, 2015

Notice to Reader

The management of The Second Cup Ltd. (“Second Cup” or the “Company”) is responsible for the preparation of the accompanying condensed interim financial statements. The condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards and are considered by management to present fairly the financial position, financial performance and cash flows of Second Cup.

These condensed interim financial statements have not been reviewed by an auditor. These condensed interim financial statements are unaudited and include all adjustments, consisting of normal and recurring items that management considers necessary for a fair presentation of the financial position, financial performance and cash flows.

(Signed)

Alix Box
President and Chief Executive Officer, The Second Cup Ltd.

(Signed)

Barbara Mallon
Chief Financial Officer, The Second Cup Ltd.

July 28, 2016

The Second Cup Ltd.

Condensed Interim Statements of Financial Position (Unaudited, expressed in thousands of Canadian dollars)

	June 25, 2016	December 26, 2015
ASSETS		
Current assets		
Cash and cash equivalents	\$ 1,776	\$ 3,080
Restricted cash (note 12)	1,071	840
Trade and other receivables	2,304	3,434
Notes and leases receivable	135	120
Inventories	241	229
Prepaid expenses and other assets	313	427
Income tax recoverable	105	687
	<u>5,945</u>	<u>8,817</u>
Non-current assets		
Notes and leases receivable	201	268
Property and equipment	4,237	4,761
Intangible assets	32,638	32,639
	<u>37,076</u>	<u>37,678</u>
Total assets	<u>\$ 43,021</u>	<u>\$ 46,485</u>
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	\$ 4,406	\$ 5,360
Provisions	1,329	1,655
Other liabilities	405	534
Gift card liability	2,923	3,554
Deposits from franchisees	901	701
Current portion of long-term debt (note 6)	5,990	-
	<u>15,954</u>	<u>11,804</u>
Non-current liabilities		
Provisions	687	982
Other liabilities	298	314
Long-term debt (note 6)	-	5,977
Deferred income taxes	3,170	3,481
	<u>4,155</u>	<u>10,754</u>
Total liabilities	<u>20,109</u>	<u>22,558</u>
SHAREHOLDERS' EQUITY	<u>22,912</u>	<u>23,927</u>
Total liabilities and shareholders' equity	<u>\$ 43,021</u>	<u>\$ 46,485</u>

Contingencies, commitments and guarantees (note 13).

See accompanying notes to the unaudited condensed interim financial statements.

Approved by the Directors on July 28, 2016

Michael Bregman, Director

Rael Merson, Director

The Second Cup Ltd.

Condensed Interim Statements of Loss and Comprehensive Loss

(Unaudited, expressed in thousands of Canadian dollars, except per share amounts)

	13 weeks ended		26 weeks ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Revenue (note 7)				
Company-owned cafés and product sales	\$ 3,895	\$ 5,634	\$ 7,824	\$ 10,873
Franchise revenue	3,866	3,786	7,371	7,561
	<u>7,761</u>	<u>9,420</u>	<u>15,195</u>	<u>18,434</u>
Operating costs and expenses (note 8)				
Company-owned cafés and cost of product sales	4,052	5,622	8,415	10,845
Franchise	2,191	1,968	4,209	3,905
General and administrative	1,492	1,584	2,873	3,019
Loss (gain) on disposal of assets	154	(88)	158	(88)
Depreciation and amortization	400	341	801	691
	<u>8,289</u>	<u>9,427</u>	<u>16,456</u>	<u>18,372</u>
Income (loss) from operations	<u>(528)</u>	<u>(7)</u>	<u>(1,261)</u>	<u>62</u>
Interest and financing (note 9)	70	71	97	248
Loss before income taxes	<u>(598)</u>	<u>(78)</u>	<u>(1,358)</u>	<u>(186)</u>
Recovery of income taxes	<u>(157)</u>	<u>(6)</u>	<u>(311)</u>	<u>(38)</u>
Net loss and comprehensive loss for the period	<u>\$ (441)</u>	<u>\$ (72)</u>	<u>\$ (1,047)</u>	<u>\$ (148)</u>
Basic and diluted loss per share (note 10)	<u>\$ (0.03)</u>	<u>\$ (0.01)</u>	<u>\$ (0.08)</u>	<u>\$ (0.01)</u>

See accompanying notes to the unaudited condensed interim financial statements.

The Second Cup Ltd.

Condensed Interim Statements of Changes in Shareholders' Equity
(Unaudited, expressed in thousands of Canadian dollars)

	Share Capital	Contributed Surplus	Deficit	Total
Balance - December 27, 2014	\$ 8,652	\$ 61,649	\$ (45,308)	\$ 24,993
Net loss for the period	-	-	(148)	(148)
Stock option plan expense	-	37	-	37
Balance – June 27, 2015	<u>\$ 8,652</u>	<u>\$ 61,686</u>	<u>\$ (45,456)</u>	<u>\$ 24,882</u>
Balance - December 26, 2015	\$ 8,652	\$ 61,736	\$ (46,462)	\$ 23,927
Net loss for the period	-	-	(1,047)	(1,047)
Stock option plan expense	-	32	-	32
Balance – June 25, 2016	<u>\$ 8,652</u>	<u>\$ 61,768</u>	<u>\$ (47,509)</u>	<u>\$ 22,912</u>

See accompanying notes to the unaudited condensed interim financial statements.

The Second Cup Ltd.

Condensed Interim Statements of Cash Flows

(Unaudited, expressed in thousands of Canadian dollars)

	13 weeks ended		26 weeks ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
CASH PROVIDED BY (USED IN)				
Operating activities				
Net loss for the period	\$ (441)	\$ (72)	\$ (1,047)	\$ (148)
Items not involving cash				
Depreciation of property and equipment	304	267	607	540
Amortization of intangible assets	102	73	205	151
Share-based compensation expense	17	22	32	37
Deferred income taxes	(157)	(63)	(311)	(95)
Loss (gain) on disposal of capital related items	154	(88)	158	(88)
Change in fair value of interest rate swap	(18)	(39)	(41)	37
Other	(12)	(34)	(24)	(39)
Changes in non-cash working capital	952	818	(281)	(277)
Cash provided by (used in) operating activities	<u>901</u>	<u>884</u>	<u>(702)</u>	<u>118</u>
Investing activities				
Proceeds from disposal of capital related items	80	228	82	228
Cash payments for capital expenditures	(295)	(463)	(314)	(633)
Cash payments for intangible assets	(150)	(90)	(213)	(414)
Proceeds from repayment of leases receivable	14	17	27	30
Proceeds from repayment of notes receivable	34	2	47	7
Change in restricted cash	(406)	-	(231)	-
Cash used in investing activities	<u>(723)</u>	<u>(306)</u>	<u>(602)</u>	<u>(782)</u>
Cash used in financing activities	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Increase (decrease) in cash and cash equivalents during the period	178	578	(1,304)	(664)
Cash and cash equivalents - Beginning of period	<u>1,598</u>	<u>9,676</u>	<u>3,080</u>	<u>10,918</u>
Cash and cash equivalents - End of period	<u>\$ 1,776</u>	<u>\$ 10,254</u>	<u>\$ 1,776</u>	<u>\$ 10,254</u>

See accompanying notes to the unaudited condensed interim financial statements. Supplemental cash flow information is provided in note 11.

The Second Cup Ltd.

Notes to the Condensed Interim Financial Statements

June 25, 2016 and June 27, 2015

(Unaudited, expressed in thousands of Canadian dollars, except per share amounts)

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1. Liquidity

The Company's credit facility of \$5,990,000 matures on January 1, 2017 and as a result has been classified as a current liability. Based on expected cash flows from operations, the Company will not generate sufficient funds from operations to repay the debt on January 1, 2017 and will need to generate funds from other sources as well as continue to comply with required bank covenants for the existing debt on a quarterly basis.

In recognition of these circumstances, the Company is actively pursuing alternative forms of financing to repay this debt including obtaining financing with other lenders, financing from significant shareholders or a private placement with certain shareholders by year end. Management plans to secure the necessary financing to replace the maturing debt through a combination of the above initiatives, nevertheless, there is no assurance that these initiatives will be successful.

2. Organization and nature of business

The Second Cup Ltd. is a Canadian specialty coffee retailer with 304 cafés operating under the trade name, Second Cup™, in Canada, of which 29 are Company-operated and the balance are operated by franchisees.

Second Cup owns the trademarks, trade names, operating procedures and systems and other intellectual property used in connection with the operation of Second Cup cafés in Canada.

Second Cup was incorporated under the Business Corporations Act (Ontario) in 2011 and is domiciled in Canada. The address of its registered office is 6303 Airport Road, 2nd Floor, Mississauga, Ontario, L4V 1R8. The

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Company hereinafter refers to its head office activities as “Coffee Central”. The Company’s website is www.secondcup.com. The common shares of the Company are listed on the Toronto Stock Exchange under the symbol “SCU”.

3. Summary of significant accounting policies

a. Basis of preparation

These unaudited condensed interim financial statements for the 13 and 26 weeks ended June 25, 2016 and June 27, 2015 have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as applicable to condensed interim financial reports including International Accounting Standard (IAS) 34, Interim Financial Reporting (“IAS 34”), and should be read in conjunction with the Company’s audited annual financial statements for the year ended December 26, 2015, which have been prepared in accordance with IFRS, as issued by the International Accounting Standards Board.

The accounting policies applied in these unaudited condensed interim financial statements are consistent with those of the previous financial year. The accounting policies are based on IFRS issued and outstanding as at July 28, 2016, the date the Board of Directors approved the unaudited condensed interim financial statements.

Second Cup’s fiscal year is such that each quarter will consist of 13 weeks and will end on the Saturday closest to the calendar quarter end. The fiscal year is made up of 52 or 53-week periods ending on the last Saturday of December. Fiscal 2016 is a 53-week period (2015 – 52-week period).

b. Segmented information and reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer. The Company substantially operates and is managed as one reportable segment. Operating revenues are comprised of royalties, the sale of goods from Company-operated cafés, the sale of goods through retail and other ancillary channels, and other service fees.

4. Changes in accounting policies

The accounting policies adopted in the preparation of these unaudited condensed interim consolidated financial statements are consistent with those followed in the preparation of the Company’s audited financial statements for the year ended December 26, 2015. There were no significant accounting policies adopted during the second quarter of 2016.

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Notes to the Condensed Interim Financial Statements

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5. Provisions

Provisions for café leases are estimates for costs to be incurred by the Company as a result of closure of cafés and franchisee failure to make payment of occupancy costs.

An expense of \$200 (June 27, 2015 – recovery of \$227) was recognized in the 26 weeks ended June 25, 2016 and was reflected in the franchise operating costs and expenses line on the unaudited condensed interim statements of loss and comprehensive loss.

6. Term debt

	June 25, 2016	December 26, 2015
Face value of borrowings	\$ 6,000	\$ 6,000
Unamortized transaction costs	<u>(10)</u>	<u>(23)</u>
	<u>\$ 5,990</u>	<u>\$ 5,977</u>

Further to the Company's liquidity discussed in note 1, the credit facility is comprised of a \$6,000 (December 26, 2015 - \$6,000) non-revolving term loan. The loan is collateralized by substantially all the assets of the Company and matures on January 1, 2017.

The Company amended its term loan in 2015, which included repaying \$5,000, eliminating the credit facility of \$2,000, extending the maturity to 2017 and revising certain financial covenants. Pursuant to the terms of the Company's amended term loan, the Company is subject to certain financial and other customary covenants. The Company is required to maintain certain covenants which are based on a trailing four-quarter basis and are defined in the agreements as follows:

- a minimum EBITDA amount for each of the four quarters; and
- a fixed charge coverage ratio

The facility matures on January 1, 2017 and bears interest at the bankers' acceptance ("BA") plus a margin range of 2.25% to 3.25% based on the Company's leverage ratio. As at June 25, 2016, the applicable margin pertaining to the aforementioned range is 3.25% (December 26, 2015 - 3.25%).

The Company has an interest rate swap agreement with a notional value of \$6,000 that expires on September 30, 2016. The swap fixes the interest rate on the Company's non-revolving term credit facility at 2.07% per annum plus the margin noted above, which results in a fixed effective interest rate of 5.32%.

As at June 25, 2016, there was an interest rate swap liability of \$36 recorded in other current liabilities in the Statements of Financial Position (December 26, 2015 - \$77).

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(Unaudited, expressed in thousands of Canadian dollars, except per share amounts)

7. Revenue

	13 weeks ended		26 weeks ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Franchise Revenue				
Royalties	\$ 2,567	\$ 2,605	\$ 5,018	\$ 5,207
Services and other	1,299	1,181	2,353	2,354
	<u>3,866</u>	<u>3,786</u>	<u>7,371</u>	<u>7,561</u>
Company-owned cafés and product sales	3,895	5,634	7,824	10,873
	<u>\$ 7,761</u>	<u>\$ 9,420</u>	<u>\$ 15,195</u>	<u>\$ 18,434</u>

Royalties

Royalty revenue from franchised cafés is based on agreed percentage royalty rates of the franchise location sales. Revenue is recognized on an accrual basis in accordance with the substance of the relevant agreement, provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably.

Services and other

Services and other consist of initial franchise fees, renewal fees, transfer fees earned on the sale of cafés from one franchisee to another, construction administration fees, purchasing coordination fees, and other ancillary fees (such as IT support and training fees).

Company-owned cafés and product sales

Company owned cafés and product sales revenue includes the sale of goods from Company-owned cafés, as well as products sold in grocery stores through wholesale distribution channels and third party licensing agreements.

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(Unaudited, expressed in thousands of Canadian dollars, except per share amounts)

8. Operating costs and expenses

	13 weeks ended		26 weeks ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Company-owned cafés and cost of product sales				
Cost of product sales	\$ 1,570	\$ 2,087	\$ 3,099	\$ 4,104
Labour and related expenses	1,225	1,895	2,649	3,644
Occupancy and other	1,257	1,640	2,667	3,097
Depreciation of property and equipment	105	93	211	207
Loss (gain) on disposal of assets	154	(88)	158	(88)
	<u>4,311</u>	<u>5,627</u>	<u>8,784</u>	<u>10,964</u>
Franchise				
Labour and related expenses	1,155	965	2,242	1,933
Travel and franchisee meetings	152	125	447	624
Business development initiatives	-	453	-	542
Professional fees and other	884	425	1,520	806
	<u>2,191</u>	<u>1,968</u>	<u>4,209</u>	<u>3,905</u>
General and administrative				
Labour and related expenses	577	915	1,000	1,565
Professional fees and other	803	559	1,649	1,233
Occupancy	112	110	224	221
Depreciation and amortization	295	248	590	484
	<u>1,787</u>	<u>1,832</u>	<u>3,463</u>	<u>3,503</u>
	<u>\$ 8,289</u>	<u>\$ 9,427</u>	<u>\$ 16,456</u>	<u>\$ 18,372</u>

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(Unaudited, expressed in thousands of Canadian dollars, except per share amounts)

9. Interest and financing

	13 weeks ended		26 weeks ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Interest expense	\$ 70	\$ 104	\$ 100	\$ 311
Amortization of deferred financing costs	7	5	13	12
Interest income	(7)	(38)	(16)	(75)
	<u>\$ 70</u>	<u>\$ 71</u>	<u>\$ 97</u>	<u>\$ 248</u>

10. Basic and diluted loss per share

Loss per share is based on the weighted average number of shares outstanding during the period. Basic and diluted loss per share is determined as follows:

	13 weeks ended		26 weeks ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Net loss	\$ (441)	\$ (72)	\$ (1,047)	\$ (148)
Weighted average number of shares issued and outstanding	<u>12,830,945</u>	<u>12,830,945</u>	<u>12,830,945</u>	<u>12,830,945</u>
Basic and diluted loss per share	<u>\$ (0.03)</u>	<u>\$ (0.01)</u>	<u>\$ (0.08)</u>	<u>\$ (0.01)</u>

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Notes to the Condensed Interim Financial Statements

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(Unaudited, expressed in thousands of Canadian dollars, except per share amounts)

11. Supplemental cash flow information

	13 weeks ended		26 weeks ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Changes in non-cash working capital (inflow (outflow)):				
Trade and other receivables	\$ 378	\$ 725	\$ 1,130	\$ 1,762
Notes and leases receivable	(25)	(15)	(22)	1
Inventories	(49)	(43)	(12)	(45)
Prepaid expenses and other assets	(20)	82	114	182
Accounts payable and accrued liabilities	52	(138)	(954)	(1,331)
Provisions	(190)	(588)	(600)	(1,039)
Other liabilities	(47)	252	(88)	144
Gift card liability	(101)	(47)	(631)	(707)
Deposits from franchisees	372	(17)	200	149
Income taxes	582	607	582	607
	<u>\$ 952</u>	<u>\$ 818</u>	<u>\$ (281)</u>	<u>\$ (277)</u>

Cash payments for capital expenditures

Purchase of property and equipment	\$ (295)	\$ (463)	\$ (314)	\$ (633)
Purchase of intangible assets	(150)	(90)	(213)	(414)
	<u>\$ (445)</u>	<u>\$ (553)</u>	<u>\$ (527)</u>	<u>\$ (1,047)</u>

Supplementary information

Interest paid	\$ 49	\$ 144	\$ 114	\$ 274
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12. Restricted cash

The Company has established certain accounts that have been classified restricted cash primarily representing a) deposits from franchisees for the cost of constructing a new café or the renovation of an existing café, and b) funds contributed for use in advertising and promotional programs where the Company is acting as an agent on behalf of the co-operative fund.

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Notes to the Condensed Interim Financial Statements

June 25, 2016 and June 27, 2015

(Unaudited, expressed in thousands of Canadian dollars, except per share amounts)

13. Contingencies, commitments and guarantees

The Company has lease commitments for Company-operated cafés and acts as the head tenant on most leases, which it in turn subleases to franchisees. To the extent the Company may be required to make rent payments due to headlease commitments, a provision has been recognized. The Company's lease commitments as at June 25, 2016 are as follows:

	Headlease commitments	Sublease to franchisees	Net
June 24, 2017	\$ 18,667	\$ 15,615	\$ 3,052
June 30, 2018	16,734	13,956	2,778
June 29, 2019	14,890	12,099	2,791
June 27, 2020	12,686	10,059	2,627
June 26, 2021	10,292	7,961	2,331
Thereafter	27,858	21,909	5,949
	<u>\$ 101,127</u>	<u>\$ 81,599</u>	<u>\$ 19,528</u>

The Company believes it will have sufficient resources to meet the net commitment of \$19,528 over the term of the leases.

The Company is involved in litigation and other claims arising in the normal course of business. Judgment must be used to determine whether or not a claim has any merit, the amount of the claim and whether to record a provision, which is dependent on the potential success of the claim. It is believed that no significant losses or expenses will be incurred with such claims. However, there can be no assurance that unforeseen circumstances will not result in significant costs. The outcome of these actions is not determinable at this time, and adjustments, if any, will be recorded in the period of settlement.

Contracts are in place with third party companies to purchase the coffee that is sold in all cafés. In terms of these supply agreements, there is a guaranteed minimum volume of coffee purchases of \$1,598 USD (June 27, 2015 – \$3,307 USD) for the subsequent 12 months. The coffee purchase commitment is comprised of two components: unapplied futures commitment contracts and fixed price physical contracts.

Due to the Company acting as the primary coordinator of café construction costs on behalf of its franchisees and for Company-operated cafés, there is \$198 (June 27, 2015 - \$770) of contractual commitments pertaining to construction costs for new locations and renovations as at the end of the quarter. Construction costs financed for franchise projects are from deposits received from franchisees and for corporate projects from the Company's cash flows.

14. Related parties

Related parties are identified as key management, members of the Board of Directors and shareholders that effectively exercise significant influence over the Company. Such related parties include any entities acting with or on behalf of the aforementioned parties. There were no related party transactions in the reporting period.