

**SEVENTH AMENDMENT TO AMENDED AND RESTATED
LICENCE AND ROYALTY AGREEMENT**

THIS SEVENTH AMENDMENT TO AMENDED AND RESTATED LICENCE AND ROYALTY AGREEMENT (the “**Seventh Amendment**”) dated December 19, 2016 is made between **A&W TRADE MARKS LIMITED PARTNERSHIP** (the “**Partnership**”), and **A & W FOOD SERVICES OF CANADA INC.** (“**Food Services**”) and amends the Amended And Restated Licence and Royalty Agreement between the Partnership and Food Services dated December 22, 2010, as amended and supplemented from time to time (the “**Current Agreement**”).

RECITALS

WHEREAS, words and phrases used in this Amending Agreement and defined in the Current Agreement have the meanings respectively provided for in the Current Agreement and references to Sections and subsections without reference to this Amending Agreement are references to Sections and subsections of the Current Agreement;

AND WHEREAS, each of the Partnership and Food Services wish to amend and modify certain definitions set forth in the Current Agreement as herein set forth;

NOW THEREFORE, in consideration of the foregoing Recitals, the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

AMENDMENT

1. The Current Agreement is hereby amended, with effect as and from the date hereof, by:
 - (a) deleting the definition of “Reporting Period” in Section 1.1(1) in its entirety and replacing it with the following:

“Reporting Period” means commencing on the first day of the 45th week of each fiscal year of Food Services and ending at the end of the 44th week of the immediately following fiscal year of Food Services; and
 - (b) deleting the definition of “Fiscal Year” in Section 1.1(1) in its entirety.
2. The parties hereto agree that the Current Agreement is in full force and effect, unamended and unmodified, save as amended by this Amending Agreement, and that the Current Agreement and this Amending Agreement will be read together and will be called the “Agreement”.

[Remainder of Page Intentionally Left Blank.]

IN WITNESS WHEREOF this Seventh Amendment is executed as of the day and year first above written.

A&W TRADE MARKS INC.

By: “Donald T. Leslie”
Name: Donald T. Leslie
Title: Chief Financial Officer

A & W FOOD SERVICES OF CANADA INC.

By: “Donald T. Leslie”
Name: Donald T. Leslie
Title: Chief Financial Officer