

PIZZA PIZZA ROYALTY INCOME FUND MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis is a discussion of the results of operations and financial condition of the Pizza Pizza Royalty Income Fund (the "Fund") for the quarter ended March 31, 2007. The consolidated financial statements of the Fund are prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). The MD&A has been prepared as of May 2, 2007.

A copy of this report and additional information about the Fund is available at www.sedar.com or www.pizzapizzaroyaltyincomefund.com.

OVERVIEW AND BUSINESS OF THE FUND

The Fund is a limited purpose, open-ended trust established under the laws of Ontario to indirectly, through the Pizza Pizza Royalty Limited Partnership (the "Partnership"), acquire the trademarks and trade names used by Pizza Pizza in its restaurants. The trademarks were licensed to Pizza Pizza Limited ("Pizza Pizza") in 2005 for 99 years, for which Pizza Pizza pays the Fund a royalty equal to 6% of the system sales of its Pizza Pizza restaurants in the Royalty Pool. There are 531 restaurants in the Royalty Pool for the year 2007.

A key attribute of the Fund is that it is based on top-line, system sales of the Royalty Pool restaurants and not on the profitability of either Pizza Pizza or the restaurants in the Royalty Pool. The success of the Fund depends primarily on the ability of Pizza Pizza to maintain and increase system sales of the Royalty Pool and to meet its royalty obligations.

Increases in system sales are derived from both the development of new Pizza Pizza restaurants and same store sales growth ("SSSG"). The key metric for yield growth of the Fund is SSSG which is dependent on maintaining operational excellence within each Pizza Pizza restaurant, general market conditions, pricing, and marketing programs undertaken by Pizza Pizza. One of Pizza Pizza's competitive strengths in increasing SSSG is that over 95% of its restaurants are new or renovated and have been expanded to accommodate customer seating. The seating in the larger restaurants, as compared to the prior smaller store model, offers Franchisees the ability to concentrate on increasing "walk-in" sales, thereby potentially increasing same store sales.

From inception, the Fund adopted the guideline of Canadian Institute of Chartered Accountants referred to as "AcG-15", Consolidation of Variable Interest Entities. As a result, the Fund's subsidiary, the Partnership which owns the PPL Rights, is accounted for on the equity basis. Pizza Pizza, the operating company that pays the 6% royalty to the Partnership, consolidates the Partnership based on this same guideline.

Annually, on January 1 (the "Adjustment Date"), an adjustment is made to the Royalty Pool to include the forecasted system sales from new Pizza Pizza restaurants opened on or before December 31 of the prior year, less system sales from any Pizza Pizza restaurants that have been permanently closed during the year. The change in the amount of the Royalty due to the Partnership as a result of changes in the system sales of the Royalty Pool will affect Pizza Pizza's retained interest through an adjustment to the rate at which the Class B Partnership units may ultimately be exchanged for units of the Fund. On the Adjustment Date, the adjustment to the Class B Exchange Multiplier (as defined in the License and Royalty Agreement) involves first calculating the "Determined Amount", which is defined as 92.5% of the royalty revenue added to the Royalty Pool, divided by the prevailing yield of the Fund units. The Determined Amount is multiplied by 80%, then divided by the current market price of the units, and then further divided by the number of Class B Partnership units outstanding. This fraction is added to the Class B Exchange Multiplier from the preceding year, which was "one" on the closing of the initial public offering. On the following Adjustment Date, a second adjustment to the Class B Exchange Multiplier will be made in the same manner once the system sales for new restaurants are known with certainty. The adjustment for new restaurants rolled into the Royalty Pool is designed to be accretive for current unitholders.

If, during a year, a restaurant is closed, the sales of the restaurant from the closing date would no longer be included in the calculation of the royalty payable to the Partnership by Pizza Pizza. To compensate for this, in certain circumstances, the License and Royalty Agreement and the Limited Partnership Agreement provide that an amount (the Make-Whole Payment) reflecting the reduction in the royalty resulting from the restaurant

PIZZA PIZZA ROYALTY INCOME FUND
Management's Discussion & Analysis

closure will be paid by Pizza Pizza to the Partnership for the balance of the year in which the restaurant was closed, commencing from the closing date. The Make-Whole Payment will be the sales of the closed restaurant for the first 52-week period in which it was included in the Royalty Pool multiplied by the royalty rate, payable as to one-twelfth per month.

Pizza Pizza has an effective 23% interest in the Fund as of March 31, 2007 and has agreed to maintain at least a 20% interest until June 30, 2007. Distributions on the 20% interest will be subordinated during the hold period pursuant to the terms of the Subordination Agreement.

Pizza Pizza's 23% interest in the earnings of the Partnership arises from its ownership of Class B and Class C Partnership units. Subject to the Subordination Agreement, each Class B Unit can be exchanged indirectly for that number of units equal to the Class B Exchange Multiplier (as defined in the License and Royalty Agreement) applicable at the date of the exchange. Class C Units can be exchanged by requiring the Fund to purchase those Class C Units in consideration of the assumption by the Fund of an amount of the indebtedness under the PPL Loan equal to \$10.00 per Class C Unit transferred.

PIZZA PIZZA ROYALTY INCOME FUND
Management's Discussion & Analysis

FINANCIAL HIGHLIGHTS

The following tables set out selected financial information and other data of the Fund and should be read in conjunction with the attached unaudited consolidated financial statements of the Fund. Readers should note that the 2007 results are not directly comparable to the 2006 results due to the fact that there are 531 restaurants in the Royalty Pool for 2007 compared to 501 restaurants in the Royalty Pool for the 2006.

Equity earned by the Fund through its interest in the Partnership and interest income from the Pizza Pizza Limited Loan have been derived as shown in the table below:

Pizza Pizza Royalty Limited Partnership
Analysis of Distributable Cash

	3 months ended March 31, 2007	3 months ended March 31, 2006
(in thousands of dollars, except number of restaurants, days in the period, and per unit amounts)		
Restaurants in Royalty Pool	531	501
Days in the Period	90	90
Same store sales growth	5.5%	5%
System sales reported by restaurants in the Royalty Pool	\$ 89,518	\$ 82,484
Royalty - 6% of system sales	\$ 5,371	\$ 4,949
Partnership expenses ⁽¹⁾	(338)	(439)
Partnership earnings for the period before under-noted Pizza Pizza's interest ⁽²⁾	5,033 (1,509)	4,510 (1,275)
Equity income related to Pizza Pizza royalties earned by Fund	\$ 3,524	3,235
Interest income ⁽³⁾	450	450
Net earnings	\$ 3,974	\$ 3,685
Earnings per Fund unit	\$ 0.221	\$ 0.205
Distributions declared	\$ 3,931	\$ 3,717
Distributions per Fund unit	\$ 0.219	\$ 0.207
Payout ratio	99%	101%
	March 31, 2007	March 31, 2006
Total assets	\$ 177,529	\$ 169,721
Total liabilities	\$ 1,310	\$ 1,248

(1) The Fund, indirectly through the Partnership, incurs administrative expenses and interest expense on the \$20 million outstanding bank loan. Interest expense on the bank loan for the current quarter was \$262 (2006 - \$274).

(2) Represents the interest of Pizza Pizza in the earnings of the Partnership from Class B and Class C Partnership units. The Class B units are exchangeable into Fund units based on value of the Class B Exchange Multiplier at the time of exchange as defined in the Licence and Royalty Agreement.

(3) The Fund indirectly earns interest income on the \$30 million loan to Pizza Pizza, with interest income accruing at 6% per annum, payable monthly.

PIZZA PIZZA ROYALTY INCOME FUND
Management's Discussion & Analysis

	Q1 2007 (unaudited)	Q4 2006 (unaudited)	Q3 2006 (unaudited)	Q2 2006 (unaudited)
(in thousands of dollars, except number of restaurants, days in the Period and per unit amounts)				
Restaurants in Royalty Pool	531	501	501	501
Days in the Period	90	92	92	91
Same store sales growth	5.5%	5%	4%	4%
System sales reported by restaurants in Royalty Pool	\$ 89,518	\$ 93,866	\$ 90,773	\$ 86,015
Royalty - 6% of system sales	\$ 5,371	\$ 5,632	\$ 5,446	\$ 5,161
Partnership expenses ⁽¹⁾	(338)	(426)	(390)	(455)
Partnership earnings for the period before under-noted	5,033	5,206	5,056	4,706
Pizza Pizza's interest ⁽²⁾	(1,509)	(1,414)	(1,385)	(1,314)
Equity income related to Pizza Pizza royalties earned by Fund ⁽³⁾	3,524	3,792	3,671	3,392
Interest income ⁽⁴⁾	450	450	450	450
Net earnings ⁽³⁾	\$ 3,974	\$ 4,242	\$ 4,121	\$ 3,842
Earnings per Fund unit⁽³⁾	\$ 0.221	\$ 0.237	\$ 0.229	\$ 0.214
Distributions declared	\$ 3,931	\$ 3,822	\$ 3,824	\$ 3,744
Distributions per Fund unit	\$ 0.219	\$ 0.213	\$ 0.213	\$ 0.209
Payout ratio	99%	90%	93%	97%

	Q1 2006 (unaudited)	Q4 2005 (unaudited)	For the Period from July 6, to September 30, 2005 (unaudited)
(in thousands of dollars, except number of restaurants, days in the Period and per unit amounts)			
Restaurants in Royalty Pool	501	500	500
Days in the Period	90	92	87
Same store sales growth	5%	6%	6%
System sales reported by restaurants in the Royalty Pool	\$ 82,484	\$ 89,651	\$ 83,582
Royalty - 6% of system sales	\$ 4,949	\$ 5,379	\$ 5,015
Partnership expenses ⁽¹⁾	(439)	(418)	(363)
Partnership earnings for the period before under-noted ⁽³⁾	4,510	4,961	4,652
Pizza Pizza's interest ⁽²⁾	(1,275)	(1,352)	(1,275)
Equity income related to Pizza Pizza royalties earned by Fund ⁽³⁾	3,235	3,608	3,377
Interest income ⁽⁴⁾	450	450	430
Net earnings ⁽³⁾	\$ 3,685	\$ 4,058	\$ 3,807
Earnings per Fund unit⁽³⁾	\$ 0.205	\$ 0.226	\$ 0.212
Distributions declared	\$ 3,717	\$ 3,643	\$ 3,398
Distributions per Fund unit	\$ 0.207	\$ 0.203	\$ 0.189
Payout ratio	101%	90%	89%

PIZZA PIZZA ROYALTY INCOME FUND

Management's Discussion & Analysis

- (1) The Fund, indirectly through the Partnership, incurs administrative expenses and interest expense on the \$20 million outstanding bank loan. Interest expense on the bank loan for the current quarter was \$262 (2006 - \$274).
- (2) Represents the interest of Pizza Pizza in the earnings of the Partnership from Class B and Class C Partnership units. The Class B units are exchangeable into Fund units based on value of the Class B Exchange Multiplier at the time of exchange as defined in the Licence and Royalty Agreement.
- (3) For December 31, 2005, earnings shown exclude structuring costs of \$9.5 million related to indirectly receiving proceeds from the Fund's initial public offering. The structuring costs were paid from the initial public offering proceeds and were expensed during 2005 since they were determined to be a cost without a future benefit.
- (4) The Fund indirectly earns interest income on the \$30 million loan to Pizza Pizza, with interest income accruing at 6% per annum, payable monthly.

Restaurants Added to the Royalty Pool

In January 2007, adjustments to royalty payments and Pizza Pizza's Class B Exchange Multiplier were made based on the actual performance of the net, one restaurant added to the Royalty Pool on January 1, 2006. As a result of the adjustments, the new Class B Exchange Multiplier is 1.02345 and Pizza Pizza's exchangeable units increase by 30,113 to 4,593,233 Fund units, effective January 1, 2006, which equates to 20.37% of the fully diluted units of the Fund.

On January 1, 2007, 30 net, new restaurants were added to the Royalty Pool as a result of 35 new restaurants opening from September 2, 2005 to December 31, 2006 and five closings during 2006. The additional system sales from the 30 net, new restaurants are estimated at \$15.4 million annually. The total number of restaurants in the Royalty Pool has increased to 531. The yield of the Fund units was determined to be 10.56% calculated using \$7.94 as a weighted average unit price. Weighted average unit price is calculated based on the market price of the units traded on the TSX during the period of 20 consecutive days ending on the fifth trading day before January 1, 2007. As a result of the contribution of the additional net sales to the Royalty Pool, Pizza Pizza's Class B Exchange Multiplier increased fractionally by 80% of the total adjustment or 0.18174; the new Class B Multiplier is 1.20519. This adjustment will also increase the entitlement of the holders of the Class B Units to distributions of cash and allocations of income from the Partnership. The second adjustment to the Class B Exchange Multiplier will be adjusted to be effective January 1, 2007, once the actual performance of the new restaurants is determined in early 2008.

In lieu of converting the new entitlements into Fund units, Pizza Pizza has increased the Class B Exchange Multiplier. As a result, Pizza Pizza now holds Class B Partnership units exchangeable into 5,408,915 Fund units which equates to 23% of the fully diluted units of the Fund as of January 1, 2007. Pizza Pizza has agreed to maintain at least a 20% ownership in the Fund until June 30, 2007, with distributions on the 20% interest to be subordinated pursuant to the terms of a subordinated agreement. The Fund reported an increase in its investment in the Partnership and a contributed surplus of \$5.4 million to reflect the increase in value as a result of the vend-in of the new royalty stream.

PIZZA PIZZA ROYALTY INCOME FUND

Management's Discussion & Analysis

ROYALTY POOL SALES

System sales from the 531 restaurants in the Royalty Pool for the three months ended March 31, 2007 were \$89.5 million. For the prior year comparative quarter, system sales for the 501 restaurants in the Royalty Pool were \$82.5 million.

Pizza Pizza's system sales for the quarter ended March 31 have generally been the softest quarter and the December 31 quarter system sales have been the strongest due to seasonality of the business.

Same Store Sales Growth, the key driver of yield growth for unitholders of the Fund, increased by 5.5% for the quarter as compared to 5% for the comparable quarter in 2006. Sales benefited from increased traffic at the restaurants coupled with an increase in the average check. System sales were also impacted by the addition of new restaurants added since January 1, 2006.

OPERATING RESULTS

The operations of the Fund and Partnership are separately analyzed in the following information to provide a better appreciation of the financial condition and results of the Fund and should be read in conjunction with the Fund's consolidated financial statements and accompanying notes.

Partnership Operations

The Partnership, which is 77% owned by the Fund at March 31, 2007, earns a 6% royalty income on the Royalty Pool system sales of the Pizza Pizza restaurants. The Fund earns equity income from its investment in the Partnership. The Fund's equity income from the Partnership is calculated as the royalty income less the Partnership's operating expenses less earnings attributable to Pizza Pizza.

The following provides information on the Partnership performance for the quarter ended March 31, 2007.

Revenues

Royalty Income earned by the Partnership was \$5.4 million for the quarter ended March 31, 2007. The 6% royalty is earned on the Royalty Pool of 531 Pizza Pizza restaurants reporting \$89.5 million in system sales for the quarter ended March 31, 2007.

Royalty Income earned by the Partnership for the prior year comparative quarter was \$4.9 million, and the 501 Pizza Pizza restaurants in the Royalty Pool reported system sales of \$82.5 million.

The increase quarter over quarter is due to the additional 30 restaurants in the Royalty Pool and quarter-over-quarter same store sales growth.

Expenses

The Partnership's operating expenses include administrative expenses, amortization of deferred financing fees and interest paid on a \$20 million bank term loan. [See "Liquidity and Capital Resources-Term Loan".]

Operating expenses for the quarter were \$338,000, including \$262,000 of interest expense on its \$20 million credit facility, \$63,000 of administrative expenses, and \$13,000 in amortization of deferred financing fees. Operating expenses for the prior year comparative quarter were \$439,000 including \$274,000 of interest expense on its \$20 million credit facility, \$152,000 of administrative expenses, and \$13,000 in amortization of deferred financing fees.

PIZZA PIZZA ROYALTY INCOME FUND

Management's Discussion & Analysis

The decrease in interest expense is the result of a decrease in the interest rate on the \$20 million bank term loan which took effect on April 1, 2006. The fixed interest rate on the loan was reduced to 5.3% from 5.55%; thus resulting in a \$12,000 decrease in the interest expense. Administrative expenses decreased by approximately \$90,000 from the comparative period in the prior year. As compared to the first quarter of 2006, the director fees decreased by \$40,000 and legal fees incurred were \$50,000 less.

Net earnings

The Partnership had net earnings for the quarter of \$5.0 million ended March 31, 2007, which were allocated to the Fund and Pizza Pizza based on their respective interest in the Partnership, as compared to \$4.5 million earned in the prior year comparative quarter. The increase of \$500,000 is the result of increased royalty income coupled with the decrease in operating expenses.

Selected Partnership balance sheet items

	(in thousands of dollars)	
	<u>March 31, 2007</u>	<u>December 31, 2006</u>
Current Assets	\$ 2,695	\$ 2,909
Total Assets	240,834	234,333
Current Liabilities	\$ 1,357	\$ 1,443
Loan Payable	20,000	20,000
Total Liabilities & Equity	240,834	234,333

Fund Operations

Equity income is earned by the Fund through limited partnership holdings of LP units representing its effective 77% interest in the Partnership. Interest income is earned on a \$30 million loan to Pizza Pizza Limited (the "PPL Loan") and is calculated at 6% per annum, payable monthly.

Equity income in the Partnership

Equity Income earned for the quarter ended March 31, 2007 by the Fund from its investment in the Partnership was \$3.5 million based on its 77% share of the Partnership. The equity income earned for the comparative quarter by the Fund from its investment in the Partnership was \$3.2 million based on its 79.7% share of the Partnership at that time. The increase in equity income is the result of greater royalty revenue earned by the Partnership from the Royalty Pool.

The decrease in ownership in the Partnership to 77% from 79.7% in the prior period is a result of Pizza Pizza vending in restaurants on January 1, 2007 and thereby increasing its Partnership interest to 23% from 20.3% in the prior year. (See "Restaurants Added to the Royalty Pool").

Interest Income

The interest income for the quarter ended March 31, 2007 and March 31, 2006 was \$450,000, earned on the \$30 million loan from the Fund to Pizza Pizza, with interest paid monthly at 6% per annum.

Net earnings

Net earnings for the quarter were \$4.0 million or \$0.221 per unit, as compared to \$0.205 per unit for the comparable quarter in 2006 which equates to a 7.8% increase.

PIZZA PIZZA ROYALTY INCOME FUND
Management's Discussion & Analysis

Distributions

The Fund declared distributions of \$3.9 million or \$0.219 per unit for the quarter, equating to a 99% payout ratio; for the 2006 comparable quarter the fund declared distributions of \$3.7 million or \$0.207 per unit for a payout ratio of 101%. As of March 31, 2007, working capital of the Partnership was \$1.3 million, accumulated as a reserve to cover seasonality and any unusual administrative expenditures.

During the quarter, the Fund increased its monthly distribution by 2.8% from 7.1¢ to 7.3¢. Distributions declared for 2007 are as follows:

<u>Period</u>	<u>Payment Date</u>	<u>Amount/unit</u>
January 1-31, 2007	February 15, 2007	7.3¢
February 1-28, 2007	March 15, 2007	7.3¢
March 1-31, 2007	April 13, 2007	7.3¢
Total		21.9¢

Distributions for the year were funded entirely by cash flow from operations. No debt was incurred at any point during the year to fund distributions.



LIQUIDITY & CAPITAL RESOURCES

The Fund's distribution policy is to distribute all available cash in order to maximize returns to Unitholders, after allowing for reasonable reserves held at the Partnership level. In light of seasonal variations that are inherent to the restaurant industry, the Fund's policy is to make equal distribution payments to Unitholders on a monthly basis in order to smooth out these fluctuations. Any further increase in distributions will be implemented in such a manner so that the continuity of uniform monthly distributions is maintained. It is expected that future distributions will continue to be funded entirely by cash flow from operations.

PIZZA PIZZA ROYALTY INCOME FUND

Management's Discussion & Analysis

As of March 31, 2007, working capital of the Partnership was \$1.3 million (December 31, 2006 - \$1.5 million), accumulated as a reserve to cover seasonality and any unusual administrative expenditures.

Term Loan and Operating Loan

The Partnership has a \$20 million non-revolving, three-year term loan facility, which was arranged during the initial public offering to partially finance the purchase of the PPL Rights from Pizza Pizza. As security for repayment of the facility, Pizza Pizza Limited granted to the Partnership a continuing, general security interest, subject to certain exceptions, in all present and acquired property of Pizza Pizza which may not be assigned without the prior consent of Pizza Pizza. The facility bears interest at Prime plus 0.50% to 0.75% or the Bankers Acceptance rate plus 1.75% to 2.00%, depending on the level of funded debt to EBITDA, defined as annualized earnings before interest, taxes, depreciation and amortization. During 2005, the interest rate on the facility was fixed with an interest rate swap through January 6, 2010 at 3.55% plus 1.75% to 2% credit spread dependent upon the Fund's annualized EBITDA (calculated as set forth in the credit facility documentation). In the initial four quarters of operations, the interest rate swap was fixed at 3.55% plus 2%. During that year, the Fund achieved an annualized EBITDA in excess of \$20 million resulting in the credit spread being reduced to 1.75% and became effective April 1, 2006, reducing the effective fixed interest rate on the loan to 5.3%.

The Bank has also granted an extendable 364 day, committed, revolving operating facility for up to \$1 million; no funds have been drawn on this facility.

CONTROLS AND PROCEDURES

Internal controls and procedures are designed to provide reasonable assurance that relevant information is gathered and reported to senior management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of Pizza Pizza GP Inc., managing general partner of the Partnership and administrator of the Fund, on a timely basis so that the appropriate decisions can be made regarding public disclosure.

There have been no changes in internal control over financial reporting during the quarter ended March 31, 2007 that have materially affected, or are reasonably likely to materially affect, the Fund's internal control over financial reporting.

As of December 31, 2006, an evaluation of the design of the Fund's internal controls and procedures, as defined in Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* issued by the Canadian Securities Administrators, was carried out under the supervision of and with the participation of management, including the CEO and the CFO. Based on the evaluation, the CEO and the CFO concluded that the design of these controls and procedures are effective.

CRITICAL ACCOUNTING ISSUES

The Fund's only critical accounting estimate is the valuation of its investment in the Partnership. As the Partnership's only significant assets are intangible assets consisting of the PPL Rights, the valuation of the Fund's investment is based primarily upon the valuation of intangible assets in the Partnership. The PPL Rights are not amortized as they have an indefinite life. The Pizza Pizza GP, Inc., as the general partner of the Partnership and administrator of the Fund, reviews the carrying values of the intangible assets in the Partnership and the Fund's investment at least annually, taking into consideration any events or circumstances which may have impaired the carrying values of these items. If permanent declines in the carrying amounts are determined, these items are written down to their estimated net recoverable amount. Pizza Pizza GP, Inc. believes that there have been no declines in either the carrying value of the intangible assets in the Partnership or in the carrying value of the Fund's investment in the Partnership as of March 31, 2007.

PIZZA PIZZA ROYALTY INCOME FUND

Management's Discussion & Analysis

CHANGES IN ACCOUNTING POLICIES, INCLUDING INITIAL ADOPTION

Financial Instruments, Hedges and Comprehensive Income

Commencing January 1, 2007, the Fund has adopted three new Canadian Institute of Chartered Accountants ("CICA") accounting standards: (i) *Financial Instruments – Recognition and Measurements*, (ii) *Hedges* and (iii) *Comprehensive Income*, as they affect the accounting of the Partnership.

As allowed under the transitional provisions for the implementation of new accounting standards, prior periods have not been restated. As a result, the Fund has recorded its share of the Partnership's increase of \$298 to opening fiscal 2007 Accumulated Other Comprehensive Income and Investment in Pizza Pizza Royalty Limited Partnership, for the cumulative prior period effect arising on adoption of the new accounting standards. This transition impact arose from recognizing in other comprehensive income, the value of the deferred gains and losses on transition date relating to the interest rate swap, designated as a cash flow hedge by the Partnership.

i) Financial Instruments

The new standards require all financial assets and financial liabilities to be carried at fair value in the Consolidated Balance Sheet, except the following which are carried at amortized cost unless designated as held for trading upon initial recognition: loans and receivables, securities designated as held-to-maturity and non-trading financial liabilities. The method used by the Fund is unchanged as a result of implementing these new accounting standards.

The Fund has decided to elect its accounts receivable from Pizza Pizza Limited, receivable from Pizza Pizza Royalty Limited Partnership and loan receivable from Pizza Pizza Limited as a loan and receivable.

The Fund has decided to elect its distributions payable to Fund unitholders as a financial liability not held for trading.

ii) Hedges

The criteria specifying when a derivative instrument may be accounted for as a hedge has not changed substantially. There are three main types of hedges: (i) fair value hedges, (ii) cash flow hedges and (iii) net investment hedges.

The Partnership's interest rate swap qualifies as a cash flow hedge and thus is being accounted for under this Handbook Section; thus the Fund has reflected the change in the investment in Partnership for the equity share of comprehensive earnings.

iii) Comprehensive Income

A new Statement of Comprehensive Income now forms part of the Fund's consolidated financial statements and displays current period net income and other comprehensive income.

Accumulated other comprehensive income (loss) is a separate component of shareholders' equity. The Consolidated Statement of Accumulated Other Comprehensive Income reflects changes in accumulated other comprehensive income, comprised of changes in unrealized gains and losses on available-for-sale assets as well as changes in the fair value of derivatives designated as cash flow hedges, to the extent they are effective.

PIZZA PIZZA ROYALTY INCOME FUND

Management's Discussion & Analysis

The above result in various adjustments to the opening financial statements as follows:

	Increase (Decrease)	
Investment in Pizza Pizza Royalty Limited Partnership	\$	298
Accumulated other comprehensive income – beginning		298

Accounting Changes

Effective January 1, 2007, the Fund has adopted the new recommendations of the CICA Handbook Section 1506, Accounting Changes. Under these new recommendations, voluntary changes in accounting policy are permitted only when they result in the financial statements providing reliable and more relevant information, requires changes in accounting policy to be applied retrospectively unless doing so is impracticable, requires prior period errors to be corrected retrospectively and requires enhanced disclosures about the effects of changes in accounting policies, estimates and errors on the financial statements. These recommendations also require the disclosure of new primary sources of generally accepted accounting principles that have been issued but not yet effective.

The impact that the adoption of this section will have on the Fund's financial statements will depend on the nature of future accounting changes and the required additional disclosure on Recent Accounting Pronouncements is disclosed in note 10.

Cash Flow Statements

Effective January 1, 2007, the Fund has adopted the new recommendations of the CICA Handbook Section 1540, Cash Flow Statements, which has been amended to include disclosure of the extent to which cash distributions are non-discretionary. These requirements apply to all cash distributions on financial instruments classified as equity that are determined in accordance with a contractual agreement or relevant constating document. The Fund does not expect the adoption of this standard to have a material impact on disclosure in its financial statements.

RECENT ACCOUNTING PRONOUNCEMENTS

Recent accounting pronouncements issued and not yet effective:

Capital Disclosures

CICA Handbook Section 1535, Capital Disclosures, requires disclosure of an entity's objectives, policies and processes for managing capital, quantitative data about what the entity regards as capital and whether the entity has complied with any capital requirements and, if it has not complied, the consequences of such non-compliance. This standard is effective for the Fund for interim and annual financial statements beginning on January 1, 2008. The Fund has not yet determined the impact that the adoption of this change on the disclosure in its financial statements.

Financial Instruments Disclosures

CICA Handbook Section 3862, Financial Instruments – Disclosures, increases the disclosures currently required that will enable users to evaluate the significance of financial instruments for an entity's financial position and performance, including disclosures about fair value. In addition, disclosure is required of qualitative and quantitative information about exposure to risks arising from financial instruments, including specified minimum disclosures about liquidity risk and market risk. The quantitative disclosures must also include a

PIZZA PIZZA ROYALTY INCOME FUND

Management's Discussion & Analysis

sensitivity analysis for each type of market risk to which an entity is exposed, showing how net income and other comprehensive income would have been affected by reasonably possible changes in the relevant risk variable. This standard is effective for the Fund for interim and annual financial statements beginning on January 1, 2008. The Fund has not yet determined the impact that the adoption of this change on the disclosure in its financial statements.

Financial Instruments Presentation

CICA Handbook Section 3863, Financial Instruments – Presentation, replaces the existing requirements on presentation of financial instruments which have been carried forward unchanged to this new section. This standard is effective for the Fund for interim and annual financial statements beginning on January 1, 2008. The Fund does not expect the adoption of this standard to have a material impact on presentation in its financial statements.

International Financial Reporting Standards

The CICA plans to converge Canadian GAAP with International Financial Reporting Standards (“IFRS”) over a transition period expected to end in 2011. The impact of the transition to IFRS on the Fund's financial statements is not yet determinable.

OUTLOOK

Pizza Pizza management has advised the Trustees that in 2007 it expects to grow the number of restaurants in its network by 3% and to continue researching potential expansion opportunities outside its, predominantly, Ontario market, with any potential expansion coming either through organic growth or acquisitions. Pizza Pizza expects to continue franchising its remaining Company restaurants.

Same Store Sales Growth, the key driver of yield growth for Unitholders, was 5.5% for the quarter ended March 31, 2007 compared with the same period in 2006. With the continued increase in same store sales, the Fund increased its January 2007 distribution by 2.8%, from \$0.071 to \$0.073 per unit.

With over 95% of traditional restaurants now expanded or relocated, Pizza Pizza offers expanded seating capacity, thereby targeting additional day-parts and allowing for additional product offerings to enable restaurants to continue increasing same store sales.

RISKS & UNCERTAINTIES

The Fund continues to recognize certain risks and uncertainties associated with the ordinary course of business, including those associated with the business and operations of Pizza Pizza, upon which the Fund relies solely for its income.

The Restaurant Industry

The performance of the Fund is directly dependent upon the royalty and interest payments received from Pizza Pizza. The amount of royalty received from Pizza Pizza is dependent on various external factors that may affect the limited service sector of the restaurant industry. The restaurant industry, generally, is intensely competitive with respect to price, service, location and food quality. Competitors include national and regional chains, as well as independently owned restaurants. If Pizza Pizza and Pizza Pizza franchisees are unable to successfully compete in the limited service sector, System Sales may be adversely affected, the amount of royalty reduced and the ability of Pizza Pizza to pay the royalty or interest on the PPL Loan may be impaired. Changes in demographic trends, traffic patterns, and the type, number, and location of competing restaurants also affect the restaurant industry. In addition, factors such as government regulations, smoking bylaws, inflation, publicity from any food borne illnesses, increased food, labour and benefits costs, and the availability of experienced management and hourly employees may adversely affect the restaurant industry in general and

PIZZA PIZZA ROYALTY INCOME FUND

Management's Discussion & Analysis

therefore, potentially, Pizza Pizza System Sales. Pizza Pizza's success also depends on numerous factors affecting discretionary spending, including economic conditions, disposable consumer income and consumer confidence. Adverse changes in these factors could reduce guest traffic or impose practical limits on pricing, either of which could reduce sales and operating income, which could adversely affect revenue, the royalty and the ability of Pizza Pizza to pay the royalty to the Fund or interest on the PPL Loan.

Proposed Tax Changes

On October 31, 2006, the Minister of Finance (Canada) announced proposals to significantly change the income tax treatment of most publicly traded trusts and partnerships (other than certain real estate investment trusts) and the distributions and allocations, as the case may be, from these entities to their investors. The proposals were released in draft legislative form on December 21, 2006.

Under the proposals, certain income earned by these entities will be taxed in a manner similar to income earned by a corporation and distributions or allocations of such income made by these entities to investors will be taxed in a manner similar to dividends from taxable Canadian corporations. The deemed dividend will be eligible for the new enhanced dividend tax credit if paid or allocated to a resident of Canada. These proposals will be effective commencing in the 2011 taxation year for trusts and partnerships that were publicly traded prior to November 1, 2006, such as the Fund. However, the deferral until 2011 may be rescinded where the affected entity does not comply with the Department of Finance's "normal growth" guidelines.

For illustrative purposes, the consequence for an individual Unitholder, holding units outside a tax-deferred plan who received a \$1 distribution would be as follows, assuming that 25% of the distribution was a non-taxable return of capital:

	2006 Tax Measures	Proposed 2011 Tax Measures
Distributable amount before tax	\$1.00	\$1.00
Tax paid by the Fund ⁽¹⁾	\$0.00	\$0.24
Distribution after the Fund's tax	\$1.00	\$0.76
Tax paid by the unitholder	\$0.35 ⁽²⁾	\$0.11 ⁽³⁾
Net amount ⁽⁴⁾	\$0.65	\$0.65

Notes:

- (1) 31.5% on the taxable portion (75% of the \$1.00 distribution)
- (2) Assuming a 46.41% combined tax rate currently in effect in Ontario on 75% of the distribution treated as income
- (3) Assuming a 22.38% tax rate on the deemed dividend income, and assuming that Ontario adopts the reduction in the tax rate on dividends proposed by the Federal government

The foregoing presentation is based on the Fund's understanding of the proposals announced to date by the federal government, which are subject to change prior to the implementation of final legislation and related rules and interpretations by the Department of Finance. The tax consequences of these proposals to a Unitholder that is tax-exempt, holds units in a tax-deferred plan or is a non-resident of Canada would differ from the presentation set forth above. Unitholders are encouraged to consult their own tax advisors concerning the application of these proposals to their investment in units, with reference to their particular circumstances.

The Fund is currently considering these proposals and the guidelines and the possible impact they will have on the Fund and its investors. These measures do not have a force of law and could be modified or not adopted. These proposals are not expected to have an immediate impact on the Fund's tax treatment or distribution policy or the tax treatment of distributions to investors. Until the final legislation implementing the proposed changes is introduced, the exact impact of the changes to the Fund is unknown.

PIZZA PIZZA ROYALTY INCOME FUND

Management's Discussion & Analysis

Litigation

In the first quarter of 2007, Pizza Pizza Royalty Income Fund received an update from Pizza Pizza regarding a potential claim disclosed in the Fund's 2005 initial public offering prospectus and Pizza Pizza's subsequent financial statement filings.

The claim, which does not name the Fund or its subsidiaries, was formally served on Pizza Pizza and certain of its associates by Lawrence Austin, a former consultant to Pizza Pizza. In the claim, Mr. Austin asserts a right to \$45 million in damages and other amounts, including entitlements to a portion of the proceeds of the Fund's IPO that were directly or indirectly received by PPL and its associates.

Pizza Pizza has advised the Fund that it believes the demand to be without merit and it will vigorously defend the claim. The Fund notes that Michael Overs, the Chairman and CEO of Pizza Pizza, has agreed in an indemnity agreement to indemnify Pizza Pizza and the Fund against any liabilities they may incur in this matter.

Other

For a more detailed list of risks and uncertainties please refer to the Fund's Annual Information Form which is available at www.sedar.com and www.pizzapizzaroyaltyincomefund.com.

FORWARD LOOKING STATEMENTS

Certain statements in this report may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. When used in this report, such statements include such words as "may", "will", "expect", "believe", "plan", and other similar terminology. These statements reflect management's current expectations regarding future events and operating performance and speak only as of the date of this report. These forward-looking statements involve a number of risks and uncertainties. The following are some factors that could cause actual results to differ materially from those expressed in or underlying such forward-looking statements: competition; changes in demographic trends; changing consumer preferences and discretionary spending patterns; changes in national and local business and economic conditions; legislation and governmental regulation; accounting policies and practices; and the results of operations and financial condition of Pizza Pizza. The foregoing list of factors is not exhaustive.

ADDITIONAL INFORMATION

Additional information about the Fund including the Fund's most recent Annual Information Form is available on SEDAR at www.sedar.com or at the Fund's website www.pizzapizzaroyaltyincomefund.com.

PIZZA PIZZA ROYALTY INCOME FUND
Management's Discussion & Analysis

UNITHOLDER INFORMATION

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Stock Exchange Listing:
Toronto Stock Exchange: PZA.UN

Trustees of the Fund:

Arnie Cader⁽¹⁾
Richard McCoy
Terence Reid⁽¹⁾
Ron Rogers⁽¹⁾
Elizabeth Wright
(1) Denotes Audit Committee member

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Directors and Officers of the Pizza Pizza GP, Inc., the General Partner of
the Pizza Pizza Royalty Limited Partnership:

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Curt Feltner⁽¹⁾
Richard McCoy
Michael Overs⁽¹⁾
Terence Reid
Ronald Rogers
Daniel Vukovich⁽¹⁾
Elizabeth Wright
(1) Denotes members of Pizza Pizza Limited management team.