Management’s Discussion and Analysis
For the nine months ended August 31, 2012

General

Management's Discussion and Analysis of the financial position and results of operations ("MD&A") of MTY Food Group Inc. ("MTY”) is supplementary information and should be read in conjunction with the Company’s consolidated financial statements and accompanying notes and with the most recent annual report, for the fiscal year ended November 30, 2011.

In the MD&A, MTY Food Group Inc., MTY, or the Company, designates, as the case may be, MTY Food Group Inc. and its Subsidiaries, or MTY Food Group Inc., or one of its subsidiaries.

The consolidated financial statements contained in this interim report have not been reviewed by MTY’s external auditors.

The disclosures and values in this MD&A were prepared in accordance with International Financial Reporting Standards (IFRS) and with the current issued and adopted interpretations applied to fiscal years beginning on or after January 1, 2011. Comparative figures as at November 30, 2011 and August 31, 2011 have been restated in accordance with IFRS. Some standards expected to be adopted under IFRS may not be adopted or the application of those standards to certain transactions and/or circumstances may be modified. If so, the disclosures and values as at August 31, 2011, November 30, 2011, and December 1, 2010 may be reviewed.

As a result of the adoption of IFRS a number of areas of financial reporting are impacted by the changeover to IFRS; they are highlighted in the MD&A under the heading “Accounting policies adopted in 2012” and in note 24 of the unaudited interim consolidated financial statements.

This MD&A was prepared as at October 2, 2012. Supplementary information about MTY, including its latest annual and quarterly reports, and press releases, is available on SEDAR’s website at www.sedar.com.

Forward looking statements

This MD&A and, in particular, but without limitation, the sections of this MD&A entitled Outlook, Same-Store Sales, Contingent Liabilities and Subsequent Event, contain forward-looking statements. These forward-looking statements include, but are not limited to, statements relating to certain aspects of the business outlook of the Company during the course of 2012. Forward-looking statements also include any other statements that do not refer to independently verifiable historical facts. A statement we make is forward-looking when it uses what we know and expect today to make a statement about the future. Forward-looking statements may include words such as aim, anticipate, assumption, believe, could, expect, goal, guidance, intend, may, objective, outlook, plan, project, seek, should, strategy, strive, target and will. All such, forward-looking statements are made pursuant to the 'safe harbour' provisions of applicable Canadian securities laws.

Unless otherwise indicated by us, forward-looking statements in this MD&A describe our expectations at October 2, 2012 and, accordingly, are subject to change after such date. Except as may be required by Canadian securities laws, we do not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Forward-looking statements, by their very nature, are subject to inherent risks and uncertainties and are based on several assumptions which give rise to the possibility that actual results or events could differ materially from our expectations expressed in or implied by such forward-looking statements and that our business outlook, objectives, plans and strategic priorities may not be achieved. As a result, we cannot guarantee that any forward-looking statement will materialize and you are cautioned not to place undue reliance on these forward-looking statements. Forward-looking statements are provided in this MD&A for the purpose of giving information about management's current strategic priorities, expectations and plans and allowing investors and others to get a better understanding of our business outlook and operating environment. Readers are cautioned, however, that such information may not be appropriate for other purposes.

Forward-looking statements made in this MD&A are based on a number of assumptions that we believed were reasonable on October 2, 2012. Refer, in particular, to the section of this MD&A entitled Risks and Uncertainties for a description of certain key economic, market and operational assumptions we have used in making forward-looking statements contained in this MD&A. If our assumptions turn out to be inaccurate, our actual results could be materially different from what we expect.

Unless otherwise indicated in this MD&A, the strategic priorities, business outlooks and assumptions described in the previous MD&A remain substantially unchanged.

Important risk factors that could cause actual results or events to differ materially from those expressed in or implied by the above-mentioned forward-looking statements and other forward-looking statements included in this MD&A include, but are not limited to: the intensity of competitive activity, and the resulting impact on our ability to attract customers' disposable income; our ability to secure advantageous locations and renew our existing leases at sustainable rates; the arrival of foreign concepts, our ability to attract new franchisees; changes in customer tastes, demographic trends and in the attractiveness of our concepts, traffic patterns, occupancy cost and occupancy level of malls and office towers; general economic and financial market conditions, the level of consumer confidence and spending, and the demand for, and prices of, our products; our ability to implement our strategies and plans in order to produce the expected benefits; events affecting the ability of third-party suppliers to provide to us essential products and services; labour availability and cost; stock market volatility; operational constraints and the event of the occurrence of epidemics, pandemics and other health risks.

These and other risk factors that could cause actual results or events to differ materially from our expectations expressed in or implied by our forward-looking statements are discussed in this MD&A.

We caution readers that the risks described above are not the only ones that could impact us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also have a material adverse effect on our business, financial condition or results of operations.

Except as otherwise indicated by us, forward-looking statements do not reflect the potential impact of any non-recurring or other special items or of any dispositions, monetizations, mergers, acquisitions, other business combinations or other transactions that may be announced or that may occur after October 2, 2012. The financial impact of these transactions and non-recurring and other special items can be complex and depends on the facts particular to each of them. We therefore cannot describe the expected impact in a meaningful way or in the same way we present known risks affecting our business.

Compliance with International Financial Reporting Standards

Unless otherwise indicated, the financial information presented below, including tabular amounts, is expressed in Canadian dollars and prepared in accordance with International Financial Reporting Standards ("IFRS"). MTY uses income before income taxes, interest on long-term debt, depreciation and amortization ("EBITDA") because this measure enables management to assess the Company's operational performance. The Company also discloses same-store sales, which are defined as comparative sales generated by stores that have been open for at least thirteen months or that have been acquired more than thirteen months ago.

These measures are widely accepted financial indicators but have no standardized definition as prescribed by GAAP. As a result, they may not be comparable to the EBITDA and same store-sales growth presented by other companies.

Highlights of significant events during the quarter ended August 31, 2012

There were no significant events during the quarter.

Core business

MTY franchises and operates quick-service restaurants under the following banners: Tiki-Ming, Sukiyaki, La Crémière, Au Vieux Duluth Express, Carrefour Oriental, Panini Pizza Pasta, Chick ‘n’ Chick, Franx Supreme, Croissant Plus, Villa Madina, Cultures, Thaï Express, Vanellis, Kim Chi, “TCBY”, Yogen Früz, Sushi Shop, Koya Japan, Vie & Nam, Tandori, O’Burger, Tutti Frutti, Taco Time, Country Style, Buns Master, Valentine, Jugo Juice, Mr. Sub and Koryo Korean Barbeque.

As at August 31, 2012, MTY had 2,208 locations in operation, of which 2,187 were franchised or under operator agreements and the remaining 21 locations were operated by MTY.

MTY’s locations can be found in: i) food courts and shopping malls; ii) street front; and, iii) non-traditional format within petroleum retailers, convenience stores, cinemas, amusement parks and in other venues or retailers shared sites. The non-traditional locations are typically smaller in size, require a lower investment and generate lower revenues than the locations found in shopping malls, food courts or street front locations. The street front locations are mostly made up of the Country Style, La Crémière, “TCBY”, Sushi Shop, Taco Time, Tutti Frutti, Valentine and Mr. Sub banners. La Crémière and “TCBY” operate primarily from April to September and the others banners operate year round.

MTY has developed several quick service restaurant concepts: Tiki-Ming (Chinese cuisine), was its first banner, followed by Sukiyaki (a Japanese delight), Franx Supreme (hot dog/hamburger), Panini Pizza Pasta, Chick’n’Chick, Caferama, Carrefour Oriental, Villa Madina, Kim Chi, Vie & Nam, Tandori and O’Burger.

Other banners added through acquisitions include:

- 18 locations from the Fontaine Santé/Veggirama chain in 1999,
- 74 locations from the La Crémière ice cream chain in 2001,
- 20 locations from the Croissant Plus chain in 2002,
- 24 locations from the Cultures chain in 2003,
- 6 locations from the Thaï Express chain in May 2004,
- 103 locations from the Mrs. Vanelli’s chain in June 2004,
- 91 locations of The Country’s Best Yogurt “TCBY” with the undertaking of the Canadian master franchise right in September 2005,
- On April 1, 2006, MTY acquired the exclusive master franchise rights to franchise Yogen Früz™ throughout Canada with its network of 152 existing locations,
- On September 1, 2006, MTY acquired the Sushi Shop banner with its 42 franchise locations and 5 corporate owned locations,
- On October 19, 2006, the Company acquired the Koya Japan banner with its 24 franchise locations and one corporate owned location,
- On September 1, 2007 MTY purchased 15 existing Sushi Shop franchise locations from an investor group,
- On September 15, 2008, MTY acquired the Tutti Frutti banner with its 29 outlets. This banner caters to the breakfast and lunch crowd,

- On October 31, 2008, MTY acquired the Canadian franchising rights of Taco Time. As at the date of acquisition, there were 117 Taco Time restaurants operating in Western Canada,
- On May 1, 2009, the Company acquired the outstanding shares of Country Style Food Services Holdings Inc. with the 480 outlets operated by its subsidiaries,
- On September 16, 2010, the Company acquired the outstanding shares of Groupe Valentine inc. and of its network of 95 stores. The transaction was effective September 1, 2010,
- On August 24, 2011, the Company acquired the assets of Jugo Juice International Inc. with 136 outlets in operation at the date of closing. The transaction was effective August 18, 2011,
- On November 1, 2011, the Company acquired the assets of Mr. Submarine Limited, with 338 stores in operations at the date of closing,
- On November 10, 2011, the Company acquired the assets of Koryo Korean BBQ Franchise Corp. with 20 stores in operations at the effective date of closing. The transaction was effective November 1, 2011.

MTY also has an exclusive area development agreement with Restaurant Au Vieux Duluth to develop and sub-franchise Au Vieux Duluth Express quick-service restaurants in the Provinces of Ontario and Quebec.

Revenues from franchise locations are generated from royalty fees, franchise fees, sales of turn key projects, rent, sign rental, supplier contributions and sales of other goods and services to franchisees. Revenues from corporate owned locations include sales generated from corporate owned locations. Operating expenses related to franchising include salaries, general and administrative costs associated with existing and new franchisees, expenses in the development of new markets, costs of setting up turn key projects, rent, supplies and equipment sold to franchisees. Corporate owned location expenses include the costs incurred to operate corporate owned locations.

MTY generates revenues from the food processing business discussed herein. The plant produces various products that range from ingredients and ready to eat food sold to restaurants or other food processing plants to microwavable meals sold in retail stores. The plant generates most of its revenues selling its products to distributors and retailers.

The Company also generates revenues from its distribution center located on the south shore of Montreal. The distribution center mainly serves our Valentine and Franx Supreme franchisees with a broad range of products required in the day-to-day operations of the restaurants.

Description of recent acquisitions

On July 26, 2012, the Company announced it had reached a binding agreement to acquire most of the assets of Mr. Souvlaki Ltd. for an estimated total consideration of $1.0 million. This transaction was completed subsequent to the end of the Company's third quarter. See Subsequent event section for additional information.

On November 10, 2011, the Company acquired the assets of Koryo Korean BBQ Franchise Corp for an estimated total consideration of $1.8 million. At the effective date of closing, November 1, 2011, the Koryo network was composed of 19 franchised stores and 1 corporate store. Of the purchase price, MTY withheld an amount of $0.35 million in holdbacks.

On November 1, 2011, the Company acquired substantially all of the assets of Mr. Submarine Limited and Mr. Sub Realty Inc. for an estimated total consideration of $23.0 million. At the date of closing, there were 338 Mr. Sub stores in operations, all of which were franchised or subject to an operator agreement. MTY withheld an amount of $2.5 million as holdback, which will become payable in November 2013.

On August 24, 2011, the Company acquired all of the assets of Jugo Juice International Inc., Jugo Juice Canada Inc. and Jugo Juice Western Canada Inc. for an estimated total consideration of $15.45 million. At the effective date of closing, August 18, 2011, 136 Jugo Juice outlets were in operations, 2 of which we corporately owned and 134 were franchised. Of the total consideration, MTY withheld $1.735 million as holdbacks on the transaction.

On December 17, 2010, the Company acquired a 51% interest in a food processing plant. The total transaction value was estimated at approximately $3.5 million including land, building, equipment, inventories, existing workforce and certifications. The newly formed company contracted at $3.5 million bank loan to finance the acquisition.

As part of the transaction, one of the shareholders in the newly formed company brought in existing activities from another operating plant, in exchange for mandatorily redeemable preferred shares. One third of the preferred shares will be redeemed annually, at a value contingent on the performance of the plant. The value of such shares was estimated at $300,000 at the inception of the shareholders' agreement and subsequently revalued at $200,000 following changes in the purchase price allocation.

Summary of quarterly financial information

Quarters ended								
in thousands of $	**November 2010 [1]**	**February 2011**	**May 2011**	**August 2011**	**November 2011**	**February 2012**	**May 2012**	**August 2012**
Revenue	**$19,344**	**$16,761**	**$18,629**	**$19,852**	**$23,116**	**$21,945**	**$23,689**	**$24,239**
Net income and comprehensive income attributable to owners	**$4,483**	**$3,490**	**$3,583**	**$4,388**	**$4,733**	**$4,392**	**$5,283**	**$6,129**
Per share	**$0.23**	**$0.18**	**$0.19**	**$0.23**	**$0.25**	**$0.23**	**$0.28**	**$0.32**
Per diluted share	**$0.23**	**$0.18**	**$0.19**	**$0.23**	**$0.25**	**$0.23**	**$0.28**	**$0.32**

(1) – The selected information that is presented for the quarters ended in November 2010 is reported under previous Canadian GAAP and does not reflect the impact of the adoption of IFRS.

Results of operations for the nine month periods ended August 31

Revenue

During the first three quarters of our 2012 fiscal year, the Company's total revenue increased by 26% to reach $69.9 million. Revenues for the four segments of business are broken down as follows:

	August 31,2012 ($ million)	August 31, 2011 ($ million)	Variation
Franchise operation	50.9	39.8	28%
Corporate stores	9.7	7.5	29%
Distribution	4.2	4.2	0%
Food processing	5.8	4.3	34%
Intercompany transactions	(0.7)	(0.6)	N/A
Total operating revenues	69.9	55.2	26%

As is shown in the table above, revenue from franchise locations progressed by 28%. Several factors contributed to the variation, as listed below:

	$million
Revenues, first nine months of 2011	39.8
Increase in recurring revenue streams	10.5
Decrease in turn-key, sales of material to franchisees and rent revenues	(0.4)
Increase in initial franchise fees	0.5
Other non-material variations	0.5
Revenues, first nine months of 2012	50.9

During the first nine months of 2012, the Company benefitted from the results of its most recent acquisitions, Mr. Sub, Jugo Juice and Koryo, which account for $8.1 million of the increase in recurring streams of revenues. Other factors accounting for the increase in the recurring revenue streams include a favorable same-store-sales growth as well as the good performance of stores opened in the last 12 months.

Revenue from corporate owned locations increased 29%, to $9.7 million during the first nine months of our 2012 fiscal period. The increase is mainly due to the consolidation of certain Special Purpose Entities acquired with Mr. Sub during the fourth quarter of 2011, which generated approximately $3.8 million during the period. This increase was partly offset by the disposal of certain corporate stores during 2012.

The Company also generated food processing revenues of $5.8 million during the nine-month period. The increase of 34% is attributable to the timing of the acquisition in the first quarter of 2011 as well as to the transition period which affected the performance of the plant in the early stages following the transaction.

Cost of sales and other operating expenses

During the first nine months of 2012, operating expenses increased by 20% to $43.9 million, from $36.6 million for the same period in 2011. Operating expenses for the four business segments were incurred as follows:

	August 31, 2012 ($ million)	August 31, 2011 ($ million)	Variation
Franchise operation	25.3	21.7	17%
Corporate stores	9.7	7.4	31%
Distribution	3.9	3.8	3%
Food processing	5.7	4.3	31%
Intercompany transactions	(0.7)	(0.6)	N/A
Total operating expenses	43.9	36.6	20%

Operating expenses related to the franchising operations increased by $3.6 million, mainly as a result the additional expenses created by the operations of Jugo Juice and Mr. Sub.

During the period, expenses for corporate owned locations increased by $2.3 million. The increase is caused by the consolidation of the Special Purposes Entities of Mr Sub, which was partially offset by the divestiture of certain corporate stores during 2012.

The expenses of the food processing plant were up by 31%, for the reasons described in the Revenues section above.

Earnings before interest, taxes, depreciation and amortization (EBITDA)

	Nine months ended August 31, 2012					
(In millions)	Franchise	Corporate	Distribution	Processing	Consolidation	Total
Revenues	$50.86	$9.68	$4.21	$5.78	($0.66)	$69.87
Expenses	$25.31	$9.70	$3.89	$5.69	($0.66)	$43.93
EBITDA(1)	$25.55	($0.01)	$0.32	$0.09	$0.00	$25.95
EBITDA as a % of Revenue	50%	N/A	8%	2%	N/A	37%

	Nine months ended August 31, 2011					
(In millions)	Franchise	Corporate	Distribution	Processing	Consolidation	Total
Revenues	$39.81	$7.49	$4.20	$4.32	($0.57)	$55.24
Expenses	$21.66	$7.39	$3.79	$4.35	($0.57)	$36.61
Restructuring	$0.45	$0.00	$0.00	$0.00	$0.00	$0.45
EBITDA(1)	$17.70	$0.10	$0.41	($0.03)	$0.00	$18.18
EBITDA as a % of Revenue	44%	1%	10%	N/A	N/A	33%

EBITDA (income before income taxes, interest, depreciation and amortization) is not an earnings measure recognized by IFRS and therefore may not be comparable to similar measures presented by other companies.
(1)EBITDA is defined as operating revenues less operating expenses.

Total EBITDA increased by 43%, from $18.2 million to $25.9 million for the nine months ended August 31, 2012.

During the period, the franchising operations generated $25.6 million in EBITDA, a 44% increase over the results of the first nine months of 2011. The increase is mainly attributable to the contribution of the acquisitions of Mr Sub, Jugo Juice and Koryo, the increase in same-store-sales and the performance of stores opened in the last twelve months. The 2011 EBITDA also included a $0.4 million restructuring charge.

EBITDA from franchise operations as a percentage of revenue increased to 50% because of a change in the composition of the revenues that saw a reduced relative weight for revenues generated by the deliveries of turnkeys and materials to franchisees, which typically generate low profit margins.

EBITDA from corporate owned locations declined slightly during the nine-month period, mainly because of the disposition of some profitable stores during in 2012.

The food processing plant generated a $0.1 million EBITDA in the first nine months of 2012, while it had recorded a loss during the same period last year; 2011 results had been affected by transition costs and various transition-related factors that caused EBITDA to be weak for that period.

Net income

For the nine months ended August 31, 2012, the Company's net income increased by 38% over the same period last year. MTY reported a net income and comprehensive income attributable to its owners of $15.8 million or $0.83 per share ($0.83 per diluted share) compared to $11.5 million or $0.60 per share ($0.60 per diluted share) in 2011.

The increase in net income is mostly attributable to the impact of recent acquisitions as well as to strong generic growth in revenues, which more than offset the decline in the non-recurring other income items.

Amortization expense

The amortization of intangible assets was up by $0.6 million in 2012 because of the amortization of the recently acquired franchise rights of Jugo Juice, Mr. Sub and Koryo.

Other income and charges

The gain on disposal of assets, which result from the sale of the assets of corporate stores, was $0.5 million in 2012 compared to a gain of $0.8 million during 2011. The unusual 2011 gain was mainly caused by the sale of one corporate restaurant that generated above-average returns and thus commanded a higher sales price.

During the third quarter, the Company also took an impairment charge of $0.2 million on the assets of three of its corporate stores, each one representing a cash-generating unit ("CGU"). The charge was taken following disappointing results in the first nine months of 2012, which indicated a potential impairment. The assets of all three stores are now carried at their fair value less cost to sell, which was higher than their value in use based on discounted cash flows.

Income taxes

The provision for income taxes for the first nine months of 2012 was 29.8% of the Company's income before taxes. This compares to the average statutory rate of 27.1% applicable to the Company's income for the first nine months of this year. The discrepancy is mainly due to an income tax assessment that resulted in a charge of approximately $0.3 million, as well as to the adjustment of non-deductible reserves during 2012.

Results of operations for the third quarter ended August 31, 2012

Revenue

During the third quarter of our 2012 fiscal year, the Company's total revenue increased by 22% to reach $24.2 million. Revenues for the four segments of business are broken down as follows:

	August 31,2012 ($ million)	August 31, 2011 ($ million)	Variation
Franchise operation	18.8	14.5	29%
Corporate stores	2.7	2.6	3%
Distribution	1.5	1.4	5%
Food processing	1.7	1.5	12%
Intercompany transactions	(0.5)	(0.2)	N/A
Total operating revenues	24.2	19.9	22%

As is shown in the table above, revenue from franchise locations progressed by 29%. Several factors contributed to the variation, as listed below:

	$million
Revenues, third quarter of 2011	14.5
Increase in recurring revenue streams	3.4
Increase in turn-key, sales of material to franchisees and rent revenues	0.2
Increase in initial franchise fees	0.8
Other non-material variations	(0.1)
Revenues, third quarter of 2012	18.8

During the third quarter of 2012, the Company benefitted from the results of its most recent acquisitions, Mr. Sub, Jugo Juice and Koryo, which account for $2.6 million of the increase in recurring streams of revenues. Other factors accounting for the increase in such revenues include a favorable same-store-sales growth as well as the good performance of stores opened in the last 12 months.

Revenue from corporately-owned locations increased 3%, to $2.7 million during the third quarter of our 2012 fiscal period. The increase due to the consolidation of certain Special Purpose Entities acquired with Mr. Sub during fourth quarter of 2011 was mostly offset by the reduction caused by the disposal of certain stores since the beginning of 2012.

The Company generated food processing revenues of $1.7 million during the third quarter of 2012, up 12% compared to the same period last year. The increase is attributable to the volatile environment in which this part of our business is operating.

Cost of sales and other operating expenses
During the third quarter of 2012, operating expenses increased by 12% to $14.3 million, from $12.8 million for the same period in 2011. Operating expenses for the four business segments were incurred as follows:

	August 31, 2012 ($ million)	August 31, 2011 ($ million)	Variation
Franchise operation	9.1	7.7	19%
Corporate stores	2.5	2.5	2%
Distribution	1.4	1.3	3%
Food processing	1.8	1.5	18%
Intercompany transactions	(0.5)	(0.2)	N/A
Total operating expenses	14.3	12.8	12%

Operating expenses related to the franchising operations increased by $1.4 million, mainly as a result the additional expenses created by the operations of Jugo Juice and Mr. Sub, which account for $1.2 million of this increase. The balance of the increase is due to the increase in revenues generated from turn-keys, sales of material to franchisees and rent.

During the period, expenses for corporate owned locations were stable. The increase caused by the consolidation of the Special Purposes Entities of Mr Sub was completely offset by the reduction in the number of corporate stores in the last 12 months.

The expenses of the food processing plant were up by 18%, increasing as a result of the additional revenues the plant generates.

Earnings before interest, taxes, depreciation and amortization (EBITDA)

	Three months ended August 31, 2012					
(In millions)	Franchise	Corporate	Distribution	Processing	Consolidation	Total
Revenues	$18.81	$2.65	$1.50	$1.74	($0.46)	$24.24
Expenses	$9.12	$2.52	$1.36	$1.78	($0.46)	$14.30
EBITDA[(1)]	$9.69	$0.13	$0.14	$(0.03)	$0.00	$9.94
EBITDA as a % of Revenue	52%	5%	9%	N/A	N/A	41%

	Three months ended August 31, 2011					
(In millions)	Franchise	Corporate	Distribution	Processing	Consolidation	Total
Revenues	$14.50	$2.57	$1.42	$1.55	($0.19)	$19.85
Expenses	$7.67	$2.47	$1.31	$1.50	($0.19)	$12.76
Restructuring	$0.05	$0.00	$0.00	$0.00	$0.00	$0.05
EBITDA[(1)]	$6.78	$0.10	$0.11	$0.05	$0.00	$7.04
EBITDA as a % of Revenue	47%	4%	8%	3%	N/A	35%

EBITDA (income before income taxes, interest, depreciation and amortization) is not an earnings measure recognized by IFRS and therefore may not be comparable to similar measures presented by other companies.
[(1)]EBITDA is defined as operating revenues less operating expenses.

EBITDA increased by 41%, from $7.0 million in the third quarter of 2011 to $9.9 million for the three months ended August 31, 2012.

During the period, the franchising operations generated $9.7 million in EBITDA, a 43% increase over the results of the same period last year. The increase is mainly attributable to the contribution of recent acquisitions, the increase in same-store-sales and the performance of stores opened in the last twelve months. The 2011 EBITDA included a $0.1 million restructuring charge.

EBITDA from franchise operations as a percentage of revenue increased to 52%, because of the higher relative weight of revenues generated from recurring revenue streams following recent acquisitions. These revenues typically generate higher profit margins.

The food processing plant generated a slightly negative EBITDA in the third quarter of 2012.

Net income

For the three months ended August 31, 2012, MTY reported a net income and comprehensive income attributable to its owners of $6.1 million or $0.32 per share ($0.32 per diluted share) compared to $4.4 million or $0.23 per share ($0.23 per diluted share) for the same period last year, representing a net income increase of 40%.

Amortization expense
The amortization of intangible assets was up by $0.2 million because of the amortization of the recently acquired franchise rights of Jugo Juice, Mr. Sub and Koryo.

Other income and charges
During the third quarter, the Company took an impairment charge of $0.2 million on the assets of three of its corporate stores (each one representing a cash-generating unit ("CGU"). The charge was taken following disappointing results in the first nine months of 2012, which indicated a potential impairment. The assets of all three stores are now carried at their fair value, which was higher than their value in use based on discounted cash flows.

Income taxes
The provision for income taxes as a percentage of income before taxes decreased slightly during the third quarter of 2012 compared to the same period last year. This was mainly due to reductions in the corporate tax rates in the territories in which the Company has permanent establishments.

Contractual obligations and long-term debt

The obligations pertaining to the long-term debt and the minimum rentals for the leases that are not subleased are as follows:

For the period ending *(In thousands $)*	Long term debt(1)	Net lease commitments	Total contractual obligations
12 months ending August 2013	$1,417	$2,482	$3,899
12 months ending August 2014	$3,838	$2,337	$6,175
12 months ending August 2015	$425	$1,941	$2,366
12 months ending August 2016	$292	$1,723	$2,015
12 months ending August 2017	$2,310	$1,467	$3,777
Balance of commitments	$-	$3,980	$3,980
	$8,282	**$13,930**	**$22,212**

(1) Amounts shown represent the total amount payable at maturity and are therefore undiscounted.

For total commitments, please refer to August 31, 2012 consolidated condensed interim financial statements

Long-term debt includes non-interest bearing holdbacks on acquisitions, shareholder loans contracted by subsidiaries with the minority shareholders, a bank loan used to finance the acquisition of the food processing plant acquired in December 2010 as well as mandatorily redeemable preferred shares issued to a minority shareholder of a subsidiary.

In addition to the above, the Company has entered into supplier agreements for purchases of coffee beans, wheat, sugar and shortening for delivery between September 2012 and December 2012. The total commitment amounts to $0.9 million.

In relation to the items listed above, the Company has entered into contracts to minimize the impact of variations in foreign currencies. The total commitment on these contracts amounts to approximately $1.3 million.

Liquidity and capital resources

As of August 31, 2012, the amount held in cash totalled $30.7 million, an increase of $20.1 million over the cash and temporary investments held at the end of our 2011 fiscal period. The increase is attributable to the strong cash flows generated by our operations during the first nine months 2012.

Cash flows generated by operating activities were $24.0 million during the first nine months of 2012. Excluding the variation in non-cash working capital items, income taxes and interest paid, our operations generated $27.7 million in cash flows, compared to $18.1 million in 2011, which represents an increase of 53% compared to the same period last year.

The main drivers for this increase are the 43% increase in EBITDA discussed above as well as the receipt of material amounts of deferred revenues that will be recognized into income in the coming quarters.

In the short-term, Management will continue to open new locations that will be funded by new franchisees. MTY will continue its efforts to sell some of its existing corporate owned locations and will seek new opportunities to acquire other food service operations. MTY has an available line of credit of $5.0 million that remained unused at August 31, 2012. The facility, when used, bears interest at the bank's annual prime rate plus 1.00%.

Cash flows generated by our operations are typically held in high yield savings account or guaranteed investment certificates until they are required.

Statement of financial position

During the third quarter, the Company has liquidated its remaining investments and has now allocated its cash on hand in high yield savings accounts with various recognized institutions.

Accounts receivable at the end of the third quarter were at $10.7 million, which is comparable to the balance at the end of our 2011 fiscal period. The provision for doubtful accounts has increased by $0.4 million since November 30, 2011, mainly as a result of the unpredictable environment in which some of our franchisees operate that result in uncertain collection of amounts due.

Property, plant and equipment and intangible assets both decreased during the first nine months of the year. The decrease in property, plant and equipment is the result of the dispositions of some corporate stores during the period, as well as of the depreciation and amortization recorded during the period. The decrease in intangible assets, which is due to the amortization recorded during the period, was partially offset by the acquisition of franchise rights valued at $0.5 million.

Accounts payable decreased to $11.9 million from $13.5 million between November 30, 2011 and August 31, 2012. This decrease is in part caused by the settlement of certain obligations resulting from the acquisitions of Jugo Juice and Mr. Sub; it is also related to the seasonal nature of certain activities.

Deferred revenues consist of distribution rights which are earned on a consumption basis and include initial franchise fees to be earned once substantially all of the initial services have been performed. The balance as at August 31, 2012 was $3.2 million, an increase of $1.6 million compared to the balance at year end. The variation is due to increases in franchise fee deposits, unearned construction revenues and distribution rights; franchise fee deposits are dependent on the level of activity and deliveries during a certain period; distribution rights were impacted by material receipts during the first quarter. These amounts will be recognized into revenues as they are earned.

The long-term debt is composed of non-interest bearing holdbacks on acquisitions, of bank loans contracted by a subsidiary to finance an acquisition, of loans payable by subsidiaries to their minority shareholders and of mandatorily redeemable preferred shares payable to a minority shareholder of a subsidiary. Repayments of $1.0 million were made since the beginning of the year on non-interest bearing holdbacks. In addition, the first payment was made on the bank loan of a subsidiary following a period during which only interest payments were required. There were no material issuances since the beginning of the year.

The loans payable by a subsidiary to non-controlling shareholders carry no terms of repayment and will be repaid when this subsidiary generates sufficient cash flow to repay its debt without impairing its operations. One third of the preferred shares will be redeemed annually at a value that is contingent on the performance of a subsidiary. Management expects that the value of the preferred shares at redemption will be approximately $200,000.

Further details on the above statement of financial position items can be found in the notes to the August 31, 2012 condensed interim consolidated financial statements.

Capital stock

No shares were issued during the quarter ended August 31, 2012. As at October 2, 2012 there were 19,120,567 common shares of MTY outstanding.

Location information

MTY's locations can be found in: i) food courts and shopping malls; ii) street front; and iii) non-traditional format within petroleum retailers, convenience stores, cinemas, amusement parks and in other venues or retailers shared sites. The non-traditional locations are typically smaller in size, require lower investment and generate lower revenue than the shopping malls, food courts and street front locations.

	Number of locations nine months ended August 2012	Number of locations nine months ended August 2011
Franchises, beginning of period	**2,233**	1,701
Corporate owned, beginning of period	**30**	26
Acquired during the year	**-**	136
Opened during the period		
Mall	**32**	32
Street	**23**	33
Non-traditional	**31**	25
Closed during the period		
Mall	**(33)**	(8)
Street	**(20)**	(14)
Non-traditional	**(88)**	(38)
Total end of period	**2,208**	1,893
Franchises, end of period	**2,187**	1,863
Corporate owned, end of period	**21**	30
Total end of period	**2,208**	1,893

During the third quarter, 21 non-traditional locations were closed as a result of the loss of a contract with a third party operator. This contributed to the net reduction of 30 outlets during the third quarter of 2012.

During the first nine months of 2012, the Company's network experienced a net reduction of 55 outlets, compared to a net addition of 30 stores for the same period a year ago, excluding those coming from the acquisition of Jugo Juice in August 2011.

The loss of the contract mentioned above combined with another non-traditional store contract cancellation suffered during the first quarter resulted in a total reduction of 49 Country Style non-traditional outlets. During the first three quarters, Country Style accounts for nearly half of the closed outlets, with most of the closed Country Style stores being non-traditional.

At the end of the period, the Company had 21 corporate stores, a net decrease of nine. During the nine-month period, eleven corporate-owned locations were sold, five were added, and three were closed.

As at August 31, 2012, there were two test locations in operation, all of which were excluded from the numbers presented above.

The chart below provides the breakdown of MTY's locations and system sales by type:

Location type	% of location count		% of system sales 9 months ended	
	August 31, 2012	August 31, 2011	**August 31, 2012**	August 31, 2011
Shopping mall & food court	**37%**	40%	**46%**	51%
Street front	**37%**	29%	**44%**	40%
Non-traditional format	**26%**	31%	**10%**	9%

The geographical breakdown of MTY's locations and system sales consists of:

Geographical location	% of location count		% of system sales 9 months ended	
	August 31, 2012	August 31, 2011	**August 31, 2012**	August 31, 2011
Ontario	**46%**	42%	**36%**	32%
Quebec	**28%**	32%	**34%**	41%
Western Canada	**20%**	20%	**24%**	21%
Maritimes	**2%**	2%	**1%**	1%
International	**4%**	4%	**5%**	5%

System wide sales

System wide sales for the first nine months of our 2012 fiscal year grew 36%, reaching $515.1 million during period, compared to $377.8 million for the same period last year.

Approximately 80% of the increase in system wide sales for the year is attributable to the acquisitions of Mr. Sub, Jugo Juice and Koryo. Approximately 5% of the increase comes from the growth in the same-store sales, and the rest is due to new restaurants opened in the last 12 months.

System wide sales include sales for corporate and franchise locations and exclude sales realized by the distribution center or by the food processing plant.

Same-store sales

During the nine months of 2012, same-stores sales improved by 1.79% over the same period last year. For the third quarter, same store sales have declined by 0.56%

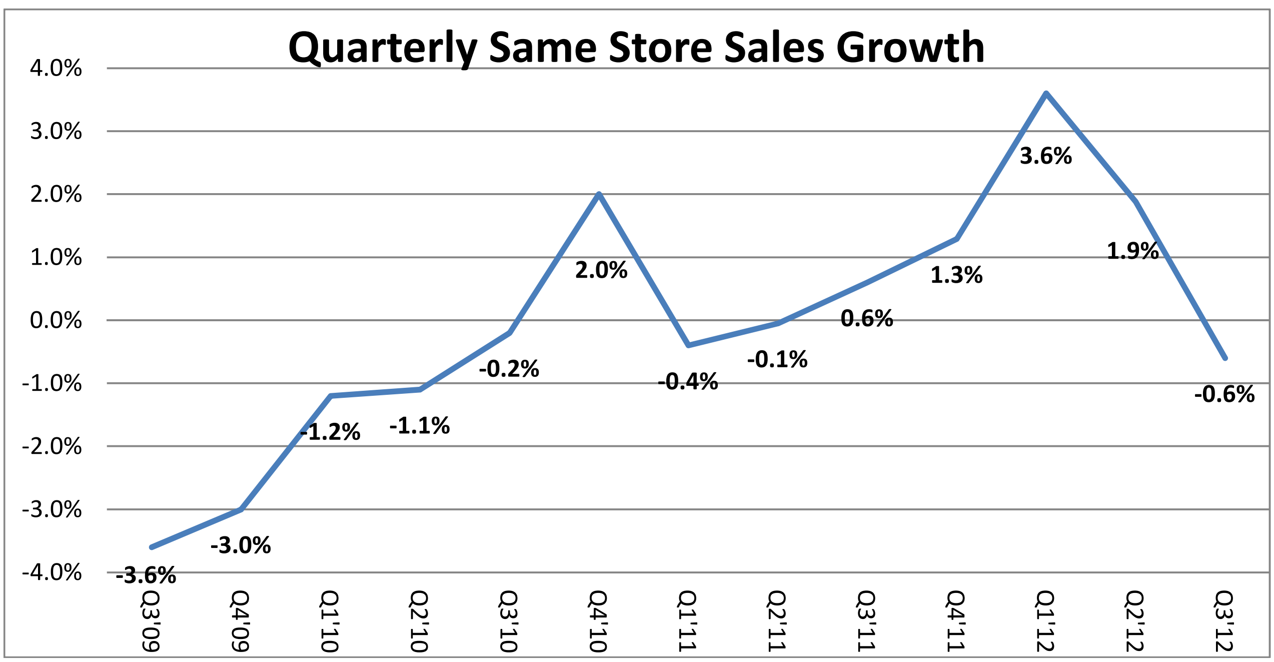
Most of our major concepts experienced growth in same-store sales during the nine-month period. The outlets located in western provinces continue to outperform the other regions, experiencing the strongest same-store sales growth, while those located in Ontario on average suffered a decrease.

Street locations showed stronger growth during the first nine months of 2012, while non-traditional locations have experienced a slight decrease over the same period.

During the third quarter, same store sales performances declined compared to the previous quarters; this was felt across all regions in which our stores operate, and across all types of restaurants and concepts.

As discussed in our previous MD&A, we are noticing volatility on the market that seems to affect some of our brands more than others at various times. During the third quarter, this volatility has resulted in a downward pressure that was felt throughout the network.

The following table shows quarterly information on same-stores sales growth for the last 13 quarters:



Investors relations

On January 19, 2004, MTY appointed, for a 12 month-term, Mr. Jean-Francois Dube of Boxe Comm, as its investor relation's specialist. Mr. Dube is responsible for communicating to existing shareholders, potential investors and members of the brokerage community, for and on behalf of MTY. The Company further extends the contract with Boxe Comm on a monthly basis since May 2011, subject to terms and conditions contained in the Agreement. For the nine-month period ended August 31, 2012, MTY has paid an amount of $36,000 to Boxe Comm.

Stock options

During the period, no options were granted or exercised. As at August 31, 2012 there were no options outstanding.

Seasonality

Results of operations for the interim period are not necessarily indicative of the results of operations for the full year. The Company expects that seasonality will not be a material factor in the quarterly variation of its results. System sales fluctuate seasonally. During January and February sales are historically lower than average due to weather conditions. Sales are historically above average during May to August. This is generally as a result of higher traffic in the street front locations, higher sales from seasonal locations only operating during the summer months and higher sales from shopping centre locations. Sales for shopping malls locations are also higher than average in December during the Christmas shopping period.

Contingent liabilities

The Company is involved in legal claims associated with its current business activities, the outcome of which is not determinable. Management believes that these legal claims will have no significant impact on the financial statements of the Company.

Guarantee

The Company has provided a guarantee in the form of a letter of credit for an amount of $45,000.

Risks and uncertainties

Despite the fact that the Company has various numbers of concepts, diversified in type of locations and geographics across Canada, the performance of the Company is also influenced by changes in demographic trends, traffic patterns, occupancy level of malls and office towers and the type, number, and location of competing restaurants. In addition, factors such as innovation, increased food costs, labour and benefits costs, occupancy costs and the availability of experienced management and hourly employees may adversely affect the Company. Changing consumer preferences and discretionary spending patterns could oblige the Company to modify or discontinue concepts and/or menus and could result in a reduction of revenue and operating income. Even if the Company was able to compete successfully with other restaurant companies with similar concepts, it may be forced to make changes in one or more of its concepts in order to respond to changes in consumer tastes or dining patterns. If the Company changes a concept, it may lose additional customers who do not prefer the new concept and menu, and it may not be able to attract a sufficient new customer base to produce the revenue needed to make the concept profitable. Similarly, the Company may have different or additional competitors for its intended customers as a result of such a concept change and may not be able to successfully compete against such competitors. The Company's success also depends on numerous factors affecting discretionary consumer spending, including economic conditions, disposable consumer income and consumer confidence. Adverse changes in these factors could reduce customer traffic or impose practical limits on pricing, either of which could reduce revenue and operating income.

The growth of MTY is dependant on maintaining the current franchise system which is subject to the renewal of existing leases at sustainable rates, MTY's ability to continue to expand by obtaining acceptable store sites and lease terms, obtaining qualified franchisees, increasing comparable store sales and completing acquisitions. The time, energy and resources involved in the integration of the acquired businesses into the MTY system and culture could also have an impact on MTY's results.

Off-balance sheet arrangement

MTY has no off-balance sheet arrangements

Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation. Details of transactions between the Company and other related parties are disclosed below.

Compensation of key management personnel

The remuneration of key management personnel and directors during the nine-month period was as follows:

(in thousands)	Period ended August 31, 2012	Period ended August 31, 2011
	$	$
Short-term benefits	493	443
Post-employment benefits, share-based payments and other long-term benefits	Nil	Nil
Total remuneration of key management personnel	493	443

Key management personnel is composed of the Company's CEO, COO and CFO. The remuneration of directors and key executives is determined by the Board of directors having regard to the performance of individuals and market trends.

The increase in the remuneration of key management personnel is mainly due to the division in the COO/CFO role into two distinct positions.

Given its widely held share base, the Company does not have an ultimate controlling party; its most important shareholder is its CEO, who controls 26% of the outstanding shares.

The Company also pays employment benefits to individuals related to members of the key management personnel described above. Their total remuneration for the nine-month period was as follows

(in thousands)	Period ended August 31, 2012	Period ended August 31, 2011
	$	$
Short-term benefits	397	348
Post-employment benefits, share-based payments and other long-term benefits	nil	nil
Total remuneration of employees related to key management personnel	397	348

A corporation owned by individuals related to key management personnel has participation in two of the Company's subsidiaries. During the period, dividends of nil (2011- $140) were paid by those subsidiaries to the above-mentioned company, and advances of nil (2011- $78) were repaid.

Critical accounting estimates

In the application of the Company's accounting policies, which are described in note 3 of the consolidated condensed interim financial statements, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgments in applying accounting policies

The following are the critical judgements, apart from those involving estimations, that management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the condensed interim consolidated financial statements.

Identification of cash-generating units

The Company assesses whether there are any indicators of impairment for all non-financial assets at each reporting period date. Doing so first requires the identification of cash-generating units; the determination is done based on management's best estimation of what constitutes the lowest level at which an asset or group of asset has the possibility of generating cash inflows.

Revenue recognition

In making their judgement, management considered the detailed criteria for the recognition of revenue from the sale of goods and for construction contracts set out in IAS 18 Revenue and, in particular, whether the Company had transferred to the buyer the significant risks and rewards of ownership of the goods.

Consolidation of special purpose entities

In determining which entities are required to be consolidated in the fashion described below, the Company must exercise judgment to determine who has *de facto* control of the entities being considered. Such judgment is reassessed yearly to take into account the most recent facts relevant to each entity's situation.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Business combinations

For business combinations, the Company must make assumptions and estimates to determine the purchase price allocation of the business being acquired. To do so, the Company must determine the acquisition-date fair value of the identifiable assets acquired, including such intangible assets as franchise rights and trademarks, and liabilities assumed. Goodwill is measured as the excess of the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquiree over the net recognized amount of the identifiable assets acquired and liabilities assumed, all measured at the acquisition date. These assumptions and estimates have an impact on the asset and liability amounts recorded in the condensed interim consolidated statement of financial position on the acquisition date. In addition, the estimated useful lives of the acquired amortizable assets, the identification of intangible assets and the determination of the indefinite or finite useful lives of intangible assets acquired will have an impact on the Company's future profit or loss.

Impairment of non-financial assets

The recoverable amounts of the Company's assets is generally estimated based on value-in-use calculations as this was determined to be higher than fair value less cost to sell, except for certain corporate store assets for which fair value less cost to sell was higher than their value in use. The fair value less cost to sell of corporate stores is generally determined by estimating the liquidation value of the restaurant equipment.

Other than the value of the assets of certain corporate stores and of one of the company's trademarks, the value in use of cash generating units ("CGUs") tested was higher or equal to the carrying value of the assets. The impairment assessments were established using a 17% discount rate on the corporate store assets and 15% on the trademarks and franchise rights.

During the third quarter, the Company recognized an impairment charge on the capital assets related to three of its CGUs following a decline in their performance. All three CGUs are groups of assets related to corporately-owned stores. The total impairment of $229 represents a write down of the value of the leasehold improvements and equipment to their fair value less cost to sell, which was higher than their value in use.

These calculations use our best estimate of future cash flows, using previous year's cash flows for each CGU to extrapolate a CGU's future performance to the earlier of the termination of the lease (if applicable) or 5 years and a terminal value is calculated beyond this period, assuming no growth to the cash flows of previous periods.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the CGUs to which goodwill has been allocated. The value in use calculation requires management to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. It was determined that goodwill is not impaired as at August 31, 2012 and November 30, 2011.

The Company used a 13% discount rate for its assessment of goodwill. No growth was applied to the cash flows used to estimate the terminal value.

Useful lives of property, plant and equipment

As described at Note 3 of the condensed interim consolidated financial statements, the Company reviews the estimated useful lives of property, plant and equipment at the end of each reporting period. During the current year, management determines that the useful lives of certain items of equipment should be shortened or extended, due to various factors including technology, competition and revised service offerings. During the nine-month period, the Company was not required to adjust the useful lives of any assets based on the factors described above.

Provisions

The Company makes assumptions and estimations based on its current knowledge of future disbursements it will have to make in connection with various events that have occurred in the past and for which the amount to be disbursed and the timing of such disbursement are uncertain at the date of producing its financial statements.

Valuation of financial instruments

The Company uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments.

Management believe that the chosen valuation techniques and assumptions used are appropriate in determining the fair value of financial instruments.

Consolidation of special purpose entities

The Company is required to consolidate a small number of special purpose entities. In doing so, the Company must make assumptions with respect to some information that is either not readily available or that is not available within reporting time frames. As a result, assumptions and estimates are made to establish a value for the current assets, short-term and long-term liabilities and results of operations in general.

Onerous contracts

A provision for onerous contracts is recognized when the unavoidable costs of meeting our obligations under the contract exceed the expected benefits to be received from the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of completing the contract.

Contingencies

The Company is involved in various litigation and disputes as a part of our business that could affect some of our operating segments. Pending litigations represent potential loss to our business.

We accrue potential losses if we believe the loss is probable and can be reasonably estimated, based on information that is available at the time. Any accrual would be charged to earnings and included in accounts payable and accrued liabilities. Any cash settlement would be deducted from cash from operating activities. We estimate the amount of the loss by analyzing potential outcomes and assuming various litigation and settlement strategies.

Accounting policies adopted in 2012

On December 1, 2010, MTY adopted International Financial Reporting Standards for its financial reporting, using December 1, 2010 as its transition date. Accordingly, the consolidated condensed interim financial statements for the first quarter of 2012 and comparative figures have been prepared in accordance with IFRS 1 “First-Time Adoption of International Financial Reporting Standards” and IAS 34 “Interim Financial Reporting” issued by the International Accounting Standards Board (“IASB”).

The accounting policies used to prepare these financial statements and the comparative figures are presented in Note 3 of the consolidated condensed interim financial statements for the third quarter ended August 31, 2012. These accounting policies have been applied retrospectively to December 1, 2010. Reconciliations for the Company’s income and financial position are presented in Note 24 of the condensed interim consolidated financial statements.

The following standards had an impact on the financial information that had previously been presented in accordance with Canadian GAAP:

IFRS 3 “Business Combinations”

IFRS 3 eliminated the concept of negative goodwill and instead introduces “gain on bargain purchase”. Under Canadian GAAP, when the consideration paid for an acquisition was lower than the fair value of the identifiable assets received, the difference was pro-rated over the non-financial assets acquired. Under IFRS 3, a gain needs to be recognized on the statement of comprehensive income. This resulted in the restatement of one of the acquisitions realized during our 2011 fiscal year; as a result, the historical cost of the non-financial assets acquired was increased by $0.1 million, deferred income taxes were restated to reflect the variation in the temporary differences and the depreciation charge on the increased cost of the property, plant and equipment was also restated. The net impact on the net income and comprehensive income was $0.1 million.

IAS 12 “Income Taxes”

Under IFRS, deferred taxes related to intangible assets and goodwill are accounted for differently than they were under Canadian GAAP when intangible assets are acquired through a business combination. Upon initial recognition of the business combination, a long-term deferred tax asset or liability must be recognized when a difference, temporary or permanent, exists between the fair value of an asset and its tax base according to the applicable corporate tax laws. Specifically, the Company had to restate the deferred taxes on its trademarks. Because the Company had elected not to apply IFRS 3 to acquisitions made prior to the transition date, the adjustment to deferred taxes related to this period was applied against retained earnings. For acquisitions subsequent to that date, the adjustment impacted the amount of goodwill recognized on each business combination.

In addition, IAS 12 eliminates the short-term portion of deferred income taxes. Consequently, short-term deferred tax assets are now reported with long term assets. As at December 1, 2010, the Company reclassified an amount of $3.6 million in such fashion.

IAS 16 “Property, Plant and Equipment”

The Company has elected to use the cost method of accounting for its property, plant and equipment (“PP&E”) and will continue to use this method to recognize such assets.

Other than the impact on property, plant and equipment (“PP&E”) of IFRS 3 discussed above, the Company has identified a conversion adjustment resulting from a difference in the consumption patterns of components of PP&E. Under IFRS, components of capitalized assets are required to be isolated and depreciated separately. Previously, components of one given asset were depreciated as a whole. The effect of this change has been to reduce the carrying value of PP&E by $0.04 million at the date of transition, December 1, 2010, reduce the deferred tax liability by $0.01 million and reduce retained earnings by the net of the two previously mentioned amounts. Subsequent depreciation and gains or losses on disposition were also impacted by the change in the depreciation policy.

IAS 18 “Revenue”

Under Canadian GAAP, the Company accounted for its turnkey projects using the completed contract method and as a result recognized revenues, expenses and profits from projects once they were delivered to the franchisees. Under IFRS, the Company is required to use the percentage of completion method, which accelerates the recognition of revenues and expenses on individual projects. Accordingly, accounts receivable, accounts payable and inventories of projects under construction held for resale had to be restated.

As of December 1, 2010, the Company had to increase its retained earnings by $0.10 million for amounts that should have been recognized in the previous fiscal period; as a result, the net income of the subsequent period, in which such profits had been recognized under Canadian GAAP, were reduced by the same amount. The reversal of revenues and expenses recognized in previous fiscal periods on transition date creates a reduction of revenues in the first quarter of 2011 of $1.08 million, a reduction of expenses of $0.94 million and a reduction of the income tax expense of $0.04 million. This change if partly offset by additional revenues and expenses recognized in the first quarter of 2011. The net impact is presented in Note 24 to the condensed interim consolidated financial statements.

IAS 39 “Financial instruments: recognition and measurement”

Under Canadian GAAP, the Company did not discount the non-interest bearing holdbacks on its acquisitions because a specific exemption existed. Under IFRS, such exemption is no longer available; as a result, the Company discounted its non-interest bearing holdbacks and adjusted the consideration paid for its acquisitions accordingly, with the impact of the reduction in the fair value of the holdbacks being allocated to goodwill.

Because of the exemption available under IFRS 1, the Company did not, however, restate the purchase price of the Valentine acquisition; the differences between the carrying values of the holdbacks per Canadian GAAP and IFRS were offset into retained earnings. The impact on retained earnings was $0.1 million.

Future accounting policies

IFRS 9 “Financial Instruments”

IFRS 9 “Financial Instruments” was issued in November 2009 and contains requirements for financial assets. It addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 “Financial Instruments: Recognition and Measurement” for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent they do not clearly represent a return on investment; however, other gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

In October 2010, the IASB amended IFRS 9 “Financial Instruments,” which replaced IFRS 9 “Financial Instruments” and IFRIC 9 “Reassessment of Embedded Derivatives.” This change provides guidance on classification, reclassification and measurement of financial liabilities and on the presentation of gains and losses, through profit or loss, of financial liabilities designated as measured at fair value. The requirements for financial liabilities, added in October 2010, largely replicate the requirements of IAS 39 “Financial Instruments: Recognition and Measurement,” except with respect to changes in fair value attributable to credit risk for liabilities designated as measured at fair value through profit or loss, which would generally be recognized in other comprehensive income.

This new standard applies to fiscal years beginning on or after January 1, 2015. Early application is permitted.

IFRS 10 “Consolidated Financial Statements”

In May 2011, the IASB issued IFRS 10 “Consolidated Financial Statements,” which establishes principles for the preparation and presentation of consolidated financial statements when an entity controls one or more other entities. IFRS 10 provides a single consolidation model that identifies control as being the basis for consolidation. The new standard describes how to apply the principle of control to identify situations when a company controls another company and must therefore present consolidated financial statements. IFRS 10 also provides disclosure requirements for the presentation of consolidated financial statements. IFRS 10 cancels and replaces IAS 27 “Consolidated and Separate Financial Statements” and SIC-12 “Consolidation – Special Purpose Entities.”

This new standard applies to fiscal years beginning on or after January 1, 2013. Early application is permitted.

IFRS 12 “Disclosure of Interests in Other Entities”

In May 2011, the IASB issued IFRS 12 “Disclosure of Interests in Other Entities.” IFRS 12 incorporates, in a single standard, guidance on disclosing interests in subsidiaries, joint arrangements, associates and structured entities. The objective of IFRS 12 is to require the disclosure of information that enables users of financial statements to evaluate the basis of control, any restrictions on consolidated assets and liabilities, exposures to risks arising from interests in non-consolidated structured entities and the share of minority interests in the activities of consolidated entities.

This new standard applies to fiscal years beginning on or after January 1, 2013. Early application is permitted.

IFRS 13 “Fair Value Measurement”

In May 2011, the IASB issued a guide to fair value measurement providing note disclosure requirements. The guide is set out in IFRS 13 “Fair Value Measurement,” and its objective is to provide a single framework for measuring fair value under IFRS. It does not provide additional opportunities to use fair value.

This new standard applies to fiscal years beginning on or after January 1, 2013. Early application is permitted.

IAS 1 “Presentation of Financial Statements”

In June 2011, the IASB amended IAS 1 “Presentation of Financial Statements” requiring entities preparing financial statements in accordance with IFRS to group together items of other comprehensive income (OCI) that potentially may be reclassified to the profit or loss section of the income statement and to separately group items that will not be reclassified to the profit or loss section of the income statement. The amendments also reaffirm existing requirements that profit or loss and OCI be presented as either a single statement or two consecutive statements.

This amended version of this standard applies to fiscal years beginning on or after July 1, 2012. Early application is permitted.

IAS 19 “Employee Benefits”

In June 2011, the IASB amended IAS 19 “Employee Benefits” to improve the accounting for pensions and other post-employment benefits. The amendments make important improvements by:

- Eliminating the option to defer the recognition of gains and losses, known as the “corridor method” or the “deferral and amortization approach”;
- Simplifying the presentation of changes in assets and liabilities arising from defined benefit plans, including requiring re-measurements to be presented in other comprehensive income, thereby separating those changes from changes frequently perceived to be the result of day-to-day operations; and
- Enhancing the disclosure requirements for defined benefit plans, providing better information about the characteristics of defined benefit plans and the risks to which entities are exposed through their participation in those plans.

This amended version of this standard applies to fiscal years beginning on or after January 1, 2013. Early application is permitted.

IFRS 7 “Financial Instruments: Disclosures” and IAS 32 “Financial Instruments: Presentation”

In December 2011, the IASB amended IFRS 7 “Financial Instruments: Disclosures” and IAS 32 “Financial Instruments: Presentation” as part of its offsetting financial assets and financial liabilities project. IFRS 7 was amended to harmonize the disclosure requirements with those of the Financial Accounting Standards Board (FASB), while IAS 32 was amended to clarify certain items and address inconsistencies encountered upon practical application of the standard.

The amended versions of IFRS 7 and IAS 32 apply retrospectively to annual periods beginning on or after January 1, 2013 and on or after January 1, 2014, respectively. Early application is permitted.

The Company is assessing the impact of adopting these new standards on its consolidated financial statements and will determine whether it will opt for early application.

Economic environment risk

The business of the Company is dependent upon numerous aspects of a healthy general economic environment, from strong consumer spending to provide sales revenue, to available credit to finance the franchisees and the Company. In light of recent upheaval in economic, credit and capital markets, the Company's performance and market price may be adversely affected. The Company's current planning assumptions forecast that the quick service restaurant industry will be impacted by the current economic recession in the provinces in which it operates. However, management is of the opinion that the current economic situation will not have a major impact on the Company due to the following reasons: 1) the Company has strong cash flows; 2) quick service restaurants represent an affordable dining out option for consumers in an economic slowdown.

Financial instruments and financial risk exposure

In the normal course of business, the Company uses various financial instruments which by their nature involve risk, including market risk and the credit risk of non-performance by counterparties. These financial instruments are subject to normal credit standards, financial controls, risk management as well as monitoring procedures.

Fair value of recognized financial instruments

Following is a table which sets out the fair values of recognized financial instruments using the valuation methods and assumptions described below:

In thousands of $

	At August 31, 2012		**At November 30, 2011**	
	Carrying amount	**Fair value**	**Carrying amount**	**Fair value**
	$	**$**	**$**	**$**
Financial assets				
Cash	30,705	30,705	5,995	5,995
Temporary investments	-	-	4,632	4,632
Accounts receivable	10,746	10,746	10,496	10,496
Loans receivable	1,075	1,075	1,119	1,119
Prepaid and deposits	401	401	312	312
Financial liabilities				
Accounts payable and accrued liabilities	11,915	11,915	13,540	13,540
Long-term debt	8,101	8,101	9,008	9,008

Determination of fair value

The following methods and assumptions were used to estimate the fair values of each class of financial instruments:

Accounts receivable, deposits, accounts payable and accrued liabilities - The carrying amounts approximate fair values due to the short maturity of these financial instruments.

Cash - The carrying amounts are reflected at fair values, which are determined by quoted prices in active markets for identical securities.

Loans receivable - The loans receivable bear interest at market rates and therefore it is management's opinion that the carrying value approximates the fair value.

Long-term debt - The fair value of long-term debt is determined using the present value of future cash flows under current financing agreements based on the Company's current estimated borrowing rate for a similar debt.

All financial instruments recognized at fair value on the consolidated condensed interim statement of financial position must be measured based on the three fair value hierarchy levels, which are as follows:

Level 1: quote prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company considers that its temporary investments are classified as Level 1 under the fair value hierarchy.

Risk management policies

The Company, through its financial assets and liabilities, is exposed to various risks. The following analysis provides a measurement of risks as at August 31, 2012.

Credit risk

The Company's credit risk is primarily attributable to its trade receivables. The amounts disclosed in the statement of financial position are net of allowances for bad debts, estimated by the Company's management based on prior experience and their assessment of the current economic environment. The Company believes that the credit risk of accounts receivable is limited for the following reasons:

- Other than receivables from international locations, the Company's broad client base is spread mostly across Canada limits the concentration of credit risk.

- The Company accounts for a specific bad debt provision when management considers that the expected recovery is less than the actual account receivable.

The credit risk on cash and temporary investments is limited because the Company invests its excess liquidity in high quality financial instruments.

The credit risk on the loans receivable is similar to that of accounts receivable. There is currently no allowance for doubtful accounts applicable to the loans receivable.

Foreign exchange risk

The Company has entered into a contract to minimize its exposure to fluctuations in foreign currencies, mainly on purchases of coffee. As of August 31, 2012, the total value of such contracts was approximately $1,261,000. Immediate liquidation of the contracts at August 31, 2012 would have resulted in a loss of $19,000.

Other than the above-mentioned contracts, the Company has minimal exposure to the US$ and is subject to fluctuations as a result of exchange rate variations to the extent that transactions are made in the currency. The Company considers this risk to be relatively limited.

As of August 31, 2012, the Company carried US$ cash of US$424,000 and had net accounts receivable of US$482,000. As a result, a 1% change in foreign exchange rates would result in a change in net comprehensive income of $9,000 Canadian dollars.

Interest rate risk

The Company is exposed to interest rate risk with regards temporary investments. Given the very short term nature of the temporary investments, the risk that changes in interest rates will cause material fluctuations in the fair value is considered limited.

The Company's is also exposed to interest rate risk with its operating line of credit and a bank loan contracted by a subsidiary. Both facilities bear interest at a variable rate and as such the interest burden could potentially become more important. The line of credit is not currently used by the Company; as a result, the exposure to interest rate risk in minimal.

A 100 basis points increase in the bank's prime rate would result in additional interest of $35,000 per annum on the outstanding bank loan.

Liquidity risk

The Company actively maintains credit facilities to ensure it has sufficient available funds to meet current and foreseeable financial requirements at a reasonable cost.

The following are the contractual maturities of financial liabilities as at August 31, 2012:

In thousands of $

	Carrying Amount	Contractual Cash Flows	0 to 6 Months	6 to 12 Months	12 to 24 Months
	$	$	$	$	$
Accounts payable and accrued liabilities	11,915	11,915	11,915	-	-
Long-term debt	8,101	8,282	921	496	3,838
Interest on long-term debt	N/A	N/A	77	73	136
	20,016	20,197	12,913	569	3,974

Outlook

It is Management's opinion that the trend in the quick service restaurants industry will continue to grow in response to the demand from busy and on-the-go consumers.

Management will maintain its focus on completing the integration of the latest acquisitions and maximizing the value of those new locations and concepts to our network.

Management also remains committed on offering its customers a wide range of innovative menus and modern store designs. The quick service restaurant industry will remain challenging in the future, and management believes that the focus on the food offering, consistency and store design will give MTY's restaurants a stronger position to face challenges.

For the remainder of 2012, the Company expects to continue to open new locations. We will continue to emphasize the growth of our network while seeking potential acquisitions to further strengthen its market position.

Controls and Procedures

Disclosure controls and procedures

Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in reports filed with the securities regulatory authorities are recorded, processed, summarized and reported in a timely fashion. The disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in such reports is then accumulated and communicated to the Company's management to ensure timely decisions regarding required disclosure.

Based upon the evaluation of the disclosure controls and procedures, subject to the inherent limitations noted above, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective as at August 31, 2012, in providing reasonable assurance that the material information relating to the Company is made known to the Company's management.

Internal controls over financial reporting

The Chief Executive Officer and the Chief Financial Officer are responsible for establishing and maintaining internal control over financial reporting. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP.

The Chief Executive Officer and the Chief Financial Officer, together with Management, after evaluating the effectiveness of the Company's internal control over financial reporting as at August 31, 2012, have concluded that the Company's internal control over financial reporting was effective.

The Chief Executive Officer and the Chief Financial Officer, together with Management, have concluded after having conducted an evaluation and to the best of their knowledge that, as at August 31, 2012, no change in the Company's internal control over financial reporting occurred that could have materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting.

Limitations of Controls and Procedures

The Company's management, including the President and Chief Executive Officer and Chief Financial Officer, believes that any disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any control system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

Limitation on scope of design

The Company's management, with the participation of its President and Chief Executive Officer and Chief Financial Officer, has limited the scope of the design of the Company's disclosure controls and procedures and internal control over financial reporting to exclude controls, policies and procedures and internal control over financial reporting of the recently acquired operations of Mr. Sub (acquired November 1, 2011). Excluding the goodwill created on the acquisition, these operations represent 14% of the Company's assets (5% of current assets, 18% non-current assets); they also represent 10% of current liabilities (0% of long-term liabilities), 10% of the Company's revenues and 19% of the Company's net income and comprehensive income.

The Company's management, with the participation of its President and Chief Executive Officer and Chief Financial Officer, has also limited the scope of the design of the Company's disclosure controls and procedures and internal control over financial reporting to exclude controls, policies and procedures and internal control over financial reporting of certain special purpose entities ("SPEs") on which the Company has the ability to exercise *de facto* control and which have as a result been consolidated in the Company's consolidated financial statements. For the nine-month period ended August 31, 2012, these SPEs represent 0% of the Company's current assets, 0% of its non-current assets, 1% of the Company's current liabilities, 0% of long-term liabilities, 5% of the Company's revenues and 0% of the Company's net earnings.

Subsequent event

On September 25, 2012, the Company completed the acquisition of Mr. Souvlaki Ltd for a consideration of approximately $1.0M, which was paid from the Company's cash on hand. At the date of closing, the Mr. Souvlaki network was composed of 14 franchised stores operating in Ontario and British Columbia.

"*Stanley Ma*"

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Stanley Ma, Chief Executive Officer

"*Eric Lefebvre*"

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Eric Lefebvre, CPA, CA, MBA Chief Financial Officer