

BOSTON PIZZA ROYALTIES INCOME FUND

TERMS OF REFERENCE FOR THE CHAIR

I. Introduction

The trustees (the “**Trustees**”) of Boston Pizza Royalties Income Fund (the “**Fund**”) have ultimate accountability for the affairs of the Fund. Critical to meeting this accountability is the relationship between the board of Trustees (the “**Board**”) and Boston Pizza International Inc. (“**BPI**”). The Chair of the Board, as the presiding member of the Board, must play a key role in ensuring that this relationship is effective and efficient and furthers the best interests of the Fund.

II. The Board of Trustees Interface with Management

The Chair must act as the principal interface with the senior management team of BPI, to ensure senior management is aware of concerns of the Trustees and other stakeholders.

III. Managing the Affairs of the Board of Trustees

The Chair must:

- A. act as Chair of all Board meetings;
- B. manage the affairs of the Board and monitor its effectiveness;
- C. guide the Board’s deliberations so that appropriate strategic and policy decisions are made;
- D. ensure that the Board has taken ultimate responsibility for the Fund’s business and affairs and that the Board is alert to its obligations to the Fund, the unitholders of the Fund, other stakeholders and under applicable corporate and securities laws;
- E. provide strong leadership of the Board, assist the Board in reviewing and monitoring the aims, strategy, policy and directions of the Fund and the achievement of its objectives;
- F. ensure that the Board considers the composition of the Board on an annual basis and recommends criteria for new Trustees when applicable;
- G. ensure that the Fund’s strategic direction, including the Fund’s vision/mission/values, is defined and communicated to the Board;
- H. ensure that Board meetings are conducted in an efficient, effective and focused manner; and
- I. work toward building and achieving unanimity whenever possible.

IV. Procedural Matters Involving the Chair

- A. The Chair may call a meeting of the Board at any time in accordance with Article 8 of the amended and restated declaration of trust dated December 7, 2010.
- B. The Chair shall, upon request to do so, signed by any other Trustee and delivered not less than 48 hours before the meeting, call a meeting of the Board.
- C. In a case of an equality of votes on any question arising at a Board meeting, the Chair shall not have a further casting vote.

- D. The Chair will consult with the CFO or General Counsel of BPI in determining an agenda for each Board meeting.