

**FORM 13-502F6  
SUBSIDIARY EXEMPTION NOTICE**

**MANAGEMENT CERTIFICATION**

I, Matthew Grant, an officer of the subsidiary noted below have examined this Form 13-502F6 (the **Form**) being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(s) Matthew Grant February 17, 2017  
 Name: Matthew Grant Date:  
 Title: Assistant Secretary

**Name of Subsidiary:** Restaurant Brands International Limited Partnership

**Name of Parent:** Restaurant Brands International Inc.

**End Date of Subsidiary's Previous Financial Year:** December 31, 2016

The reporting issuer (subsidiary) meets the following criteria set out under subsection 2.4(1) of OSC Rule 13-502 Fees:

- (a) at the end of the subsidiary's previous financial year, a parent of the subsidiary was a reporting issuer;
- (b) the audited financial statements of the parent prepared in accordance with NI 52-107 require the consolidation of the parent and the subsidiary;
- (c) the parent has paid a participation fee under subsection 2.2(1) calculated based on the capitalization of the parent for its previous financial year;
- (d) in the case of a parent that is a Class 1 reporting issuer, the capitalization of the parent for its previous financial year included the capitalization of the subsidiary as required under paragraph 2.8(1)(c);
- (e) in its previous financial year,
  - (i) the net assets and total revenues of the subsidiary represented more than 90% of the consolidated net assets and total revenues of the parent for the parent's previous financial year, or
  - (ii) the subsidiary was entitled to rely on an exemption or waiver from the requirements in subsections 4.1(1), 4.3(1) and 5.1(1) and sections 5.2 and 6.1 of NI 51-102.

If paragraph e(i) above applies, complete the following table:

	<b>Net Assets for previous financial year</b>	<b>Total Revenues for previous financial year</b>	
Reporting Issuer (Subsidiary)	\$ <u>6,786,000,000 (US)</u>	\$ <u>4,145,800,000 (US)</u>	(A)
Reporting Issuer (Parent)	\$ <u>6,785,600,000 (US)</u>	\$ <u>4,145,800,000 (US)</u>	(B)
Percentage (A/B)	<u>100</u> %	<u>100</u> %	