



**PRO REAL ESTATE INVESTMENT TRUST**

**THIRD QUARTER REPORT  
THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2014**

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**NOVEMBER 19, 2014**

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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## A message from the CEO

### To Our Unitholders

I am pleased to comment on our financial and operating results for the third quarter and nine-months ended September 30, 2014.

Three objectives drive our growth strategy at the REIT: 1) Provide unitholders with stable and growing cash distributions from investments in real estate properties in Canada, on a tax-efficient basis; 2) Expand the asset base of the REIT and enhance the value of the REIT's assets to maximize long-term Unit value; and 3) Increase the REIT's net operating income and AFFO per unit, through internal growth strategies and accretive acquisitions.

The PROREIT team is committed to progress on these objectives, and our recent results have been gratifying. In addition to managing the nine properties in our portfolio, we also announced the acquisition and financing of 14 new properties. These substantially accretive acquisitions, which were completed subsequent to the end of the quarter, more than double our assets, cash flows and gross leasable area ("GLA"), and further diversify our property and tenant profiles to the benefit of all Unitholders.

### Financial and Operating Results

For the quarter ended September 30, 2014 PROREIT recorded property revenue of \$1.877 million and net operating income ("NOI") of \$1.209 million. The REIT generated adjusted funds from operations ("AFFO") of \$575 thousand or \$0.0542 of AFFO per basic unit. During the quarter, the REIT declared distributions of \$0.0525 per trust unit of the REIT (the "Units") and Class B limited partnership unit of PRO REIT Limited Partnership (the "Class B LP Units"), a subsidiary of the REIT. On a basic per unit basis, the AFFO payout ratio was 96.8% on 10,613,597 weighted average number of units outstanding. Net comprehensive income for the third quarter was \$9 thousand.

For the nine months ended September 30, 2014, the REIT recorded property revenue of \$5.760 million and NOI of \$3.569 million. The REIT generated AFFO of \$1.752 million or \$0.1665 of AFFO per basic unit. For the nine months, the REIT declared distributions of \$0.1575 per Unit and Class B LP Unit. On a basic per unit basis, the AFFO payout ratio was 94.6% on 10,520,429 weighted average number of units outstanding. Net comprehensive income for the nine months was \$1.089 million.

At September 30, 2014 our portfolio consisted of 9 buildings with 396,737 square feet of gross leasable area in three operating segments: Retail, Office and Commercial Mixed Use

### Accretive Acquisitions and Financing

On September 8, 2014 we were pleased to announce our intention to acquire 14 accretive commercial properties for \$65.6 million, along with a related equity offering to finance the acquisitions. We also announced a new strategic relationship with the Lotus Crux group.

The equity offering closed successfully on September 30, 2014, raising aggregate gross proceeds of \$26.4 million (including a \$5 million private placement to Lotus Crux), plus a subsequent \$4.3 million in Class B LP Units to certain property vendors in partial consideration for the sale of their properties. In total, the financing raised \$30.7 million in total new equity to the REIT. The offered units, which were priced at \$2.30 per unit, consisted of one Unit of PROREIT and one-half of one warrant to acquire one Unit at an exercise price of \$2.65 per Unit for a period of thirty months following the closing of the offering.

### Stable, Diverse Portfolio

On October 20, 2014, subsequent to the end of the quarter, we announced the completion of our \$65.6 million acquisition program.

Our total portfolio now consists of three office properties representing 125,407 square feet of GLA, 12 retail properties representing 432,995 square feet of GLA, five industrial properties representing 261,161 square feet of GLA and three commercial mixed use properties representing 224,532 square feet of GLA. The properties are mostly situated in prime locations within their respective markets along major traffic arteries benefiting from high visibility and easy access. The quality and diversity of the portfolio will enable the REIT to attract new tenants and retain existing tenants, providing a strong base on which to generate stable and growing cash flows, in line with our objectives.

### Outlook

Our focus at PROREIT includes the delivery of growth through acquisitions, by expanding deeper into existing geographical markets where the REIT has a presence, and expanding into adjacent markets. This strategy will capitalize on the REIT's existing market knowledge and help achieve economies of scale.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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I would like to take this opportunity to welcome Shenoor Jadavji, Co-President of Lotus Crux REIT LP, to our Board of Trustees. Her track record and knowledge of Western Canadian markets in particular will strengthen our growth opportunities going forward, complementing our own strengths in those markets and across the country.

We are very pleased with the progress we have made at PROREIT over the past few months. Our recent acquisitions and the market support we have received to finance them represent a strong affirmation that we are achieving our growth strategies and objectives, to the benefit of all Unitholders.

*(signed) James Beckerleg*

James Beckerleg

President and Chief Executive Officer

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### PART I

#### FINANCIAL AND OPERATIONAL HIGHLIGHTS

September 30  
2014

Operational data	
Number of properties	9
Gross leasable area ("GLA") (square feet)	396,737
Occupancy rate	89.5 %
Weighted average lease term to maturity (years)	6.8

	3 Months Ended September 30 2014	9 Months Ended September 30 2014
<i>(CAD \$ thousands except per unit amounts and unless otherwise stated)</i>		
Financial data		
Property revenue	\$ 1,877	\$ 5,760
Net operating income (NOI) <sup>(1)</sup>	\$ 1,209	\$ 3,569
Total assets	\$ 96,016	\$ 96,016
Debt to gross book value <sup>(1)</sup>	44.15%	44.15 %
Funds from Operations (FFO) <sup>(1)</sup>	\$ 408	\$ 1,296
Basic FFO per unit <sup>(1) (2)</sup>	\$ 0.0385	\$ 0.1232
Diluted FFO per unit <sup>(1) (2)</sup>	\$ 0.0374	\$ 0.1200
Adjusted Funds from Operations (AFFO) <sup>(1) (2)</sup>	\$ 575	\$ 1,752
Basic AFFO per unit <sup>(1) (2)</sup>	\$ 0.0542	\$ 0.1665
Diluted AFFO per unit <sup>(1) (2)</sup>	\$ 0.0527	\$ 0.1662
AFFO payout ratio – Basic <sup>(1) (2)</sup>	96.8%	94.6%
AFFO payout ratio – Diluted <sup>(1) (2)</sup>	99.6%	97.1%

<sup>(1)</sup> Non-IFRS financial measure. See "Non-IFRS Financial Measures" for definition.

<sup>(2)</sup> All per unit calculations include the proration of 11,459,000 incremental Units of the \$26.4 million gross equity proceeds that was completed on September 30, 2014 (see "Summary of Significant Events" section).

#### MANAGEMENT'S DISCUSSION AND ANALYSIS

This management discussion and analysis ("MD&A") sets out PRO Real Estate Investment Trust's (the "REIT") operating strategies, risk profile considerations, business outlook and analysis of its financial performance and condition for the three and nine month periods ended September 30, 2014. This MD&A is based on financial statements prepared in accordance with International accounting standards ("IAS") 34: Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB"). This MD&A should be read in conjunction with the REIT's condensed consolidated interim financial statements and accompanying notes for the nine month period ended September 30, 2014, together with the audited consolidated financial statement and accompanying notes and MD&A for the thirteen month period ended December 31, 2013.

The REIT's reporting currency is the Canadian dollar. All amounts except share, unit, per unit amounts and as otherwise stated, have been rounded to the nearest CAD thousands. This MD&A is current as of November 19, 2014.

Information about the REIT can be found in the REIT's filings with securities regulatory authorities, including the REIT's annual information form for the thirteen month period ended December 31, 2013, which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### FORWARD-LOOKING STATEMENTS

Certain information in this MD&A contains or incorporates comments that constitute forward-looking statements within the meaning of applicable securities legislation. Statements other than statements of historical fact contained in this MD&A may be forward-looking statements. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "outlook", "objective",

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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“may”, “will”, “expect”, “intent”, “estimate”, “anticipate”, “believe”, “should”, “plan”, “continue”, or similar expressions suggesting future outcomes or events. They include, but are not limited to, statements with respect to expectations, projections or other characterizations of future events or circumstances, and the REIT’s objectives, goals, strategies, beliefs, intentions, plans, estimates, projections and outlook, including statements relating to the plans and objectives of the REIT or the management or board of trustees, or estimates or predictions of actions of customers, suppliers, competitors or regulatory authorities; and statements regarding future economic performance of the REIT. The REIT has based these forward-looking statements on its current expectations about future events. Some specific forward-looking statements in this MD&A include, but are not limited to, statements with respect to (i) the intention of the REIT to pay stable distributions; (ii) the ability of the REIT to execute its growth strategies; (iii) the forecasted financial results of the REIT; (iv) the expected tax treatment of the REIT’s distributions to the unitholders; (v) the ability of the REIT to qualify as a “real estate investment trust”; and (vi) the access of the REIT to the debt markets.

Forward-looking statements do not take into account the effect of transactions or other items announced or occurring after the date of this MD&A. For example, they do not include the effect of acquisitions, dispositions, other business transactions, asset write-downs or other changes announced or occurring after the forward-looking statements are made.

Although the REIT believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that these expectations will prove to have been correct, and since forward-looking statements inherently involve risks and uncertainties, undue reliance should not be placed on such statements. The estimates and assumptions, which may prove to be incorrect, include, but are not limited to, the various assumptions set forth in this MD&A as well as the following (i) the REIT will receive financing on favourable terms; (ii) the future level of indebtedness of the REIT and its future growth potential will remain consistent with the REIT’s current expectations; (iii) there will be no changes to tax laws adversely affecting the REIT’s financing capacity or operations; (iv) the workforce of the REIT will remain stable and consistent with the REIT’s current expectations; (v) the impact of the current economic climate and the current global financial conditions on the REIT’s operations, including its financing capacity, and asset value, will remain consistent with the REIT’s current expectations; (vi) there will be no material changes to government and environmental regulations adversely affecting the REIT’s operations; (vii) the performance of the REIT’s investments in Canada will proceed on a basis consistent with the REIT’s current expectations; (viii) conditions in the real estate market, including competition for acquisitions, will be consistent with the current climate; and (ix) capital markets will provide the REIT with readily available access to equity and/or debt.

Certain material risk factors or assumptions are applied in forward-looking statements, and actual results may materially differ from these expressed or implied in such forward-looking statements. The forward-looking statements are subject to inherent uncertainties and risks, including but not limited to, the factors discussed under “Risks and Uncertainties” in this MD&A and those discussed in the REIT’s materials filed with the Canadian securities regulatory authorities from time to time, including those discussed under “Risk Factors” in the REIT’s latest annual information form, available on SEDAR at [www.sedar.com](http://www.sedar.com). Consequently, actual results and events may vary significantly from those included in, contemplated or implied by such statements.

The reader is further cautioned that the preparation of the financial forecast included in the short form prospectus of the REIT dated November 19, 2013 and referred to in this MD&A required management to make certain assumptions, judgements and estimates that affect the forecast of financial results, including assets, incomes, liabilities and expenses. These estimates may change, having either a negative or positive effect on actual results as further information becomes available, and as the economic environment changes.

The forward-looking statements contained in this MD&A are expressly qualified in their entirety by this cautionary statement. All forward-looking statements in this MD&A are made as of the date of this MD&A. The REIT, except as required by applicable securities laws, does not undertake to update any such forward-looking statements whether as a result of new information, future events or otherwise. For more information on the risk factors that could cause the REIT’s actual results to differ from current expectation, please see “Risks and Uncertainties” in this MD&A.

### NON-IFRS FINANCIAL MEASURES

Net operating income (“NOI”), funds from operations (“FFO”), adjusted funds from operations (“AFFO”), and gross book value (“Gross Book Value”) are performance measures that are often used by real estate investment trusts. The REIT believes that NOI and FFO are important measures of operating performance, while AFFO is an important measure of economic performance and is indicative of the REIT’s ability to pay distributions. NOI, FFO, AFFO and Gross Book Value are not measures recognized under IFRS and do not have standardized meanings prescribed by IFRS. These terms are reconciled to the condensed consolidated interim financial statements of the REIT for the three and nine month periods ended September 30, 2014 in Part IV of this MD&A.

“NOI” is defined as revenues from investment properties less property operating expenses such as taxes, utilities, property level general administrative costs, advertising, repairs and maintenance. NOI does not include charges for interest and other amortization.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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"FFO" is defined as net income of the REIT calculated in accordance with IFRS, excluding: (i) fair value adjustments on investment properties; (ii) gains (or losses) from sales of investment properties; (iii) fair value adjustments and other effects of redeemable units classified as liabilities; (iv) acquisition costs expensed as a result of the purchase of a property being accounted for as a business combination; and (v) deferred income tax expense, plus depreciation and amortization and certain other non-cash adjustments, after adjustments for equity accounted entities, joint ventures and non-controlling interests calculated to reflect FFO on the same basis as consolidated properties.

"AFFO" is defined as FFO of the REIT, subject to certain adjustments, including: (i) amortization of fair value mark-to-market adjustments on mortgages acquired, amortization of deferred financing costs, amortization of tenant incentives and leasing costs, straight-line adjustments to rent and compensation expense related to unit-based incentive plans; and (ii) deducting a reserve for normalized maintenance capital expenditures and normalized leasing costs, as determined by the REIT. Other adjustments may be made to AFFO as determined by the Trustees in their discretion.

"Gross Book Value" is defined in the Declaration of Trust (as defined herein) and is a measure of the REIT's asset base and financial position.

Management believes that the AFFO of the REIT is a useful performance measure that may assist prospective investors in assessing an investment in trust units of the REIT ("Units"). In particular, management considers AFFO to be a meaningful measure of cash flow performance because it more clearly measures normalized and stabilized cash flow, as opposed to cash flow from operating activities calculated in accordance with IFRS, which reflects seasonal fluctuations in working capital and other items. The REIT intends to analyze its cash distributions against AFFO to assess the stability of its cash distributions to unitholders.

NOI, FFO and AFFO should not be construed as alternatives to net income or cash flow from operating activities determined in accordance with IFRS. Management's method of calculating NOI, FFO and AFFO may differ from other issuers' methods of calculating NOI, FFO and AFFO, and accordingly, may not be comparable to the NOI, FFO or AFFO reported by other issuers.

## PART II

### REIT OVERVIEW

The REIT is an unincorporated open ended real estate investment trust established pursuant to a declaration of trust dated February 7, 2013 and amended on March 11, 2013 (the "Declaration of Trust") and was established under the laws of the Province of Ontario.

A predecessor trust established under the laws of the Province of Quebec on November 14, 2012 incorporated PRO REIT GP Inc. ("PRGP") on November 14, 2012, and together with PRGP formed PRO REIT Limited Partnership ("PRLP") on November 14, 2012 and then transferred its ownership in PRGP and PRLP to the REIT. The REIT invests primarily in commercial properties.

Taggart Capital Corporation, now known as PRO REIT Management Inc. (the "Company"), was formed as a capital pool company on March 26, 2010 and completed its initial public offering on October 26, 2011. The common shares of the Company were listed on the TSX Venture Exchange (the "TSXV") on October 31, 2011. It completed its Qualifying Transaction on January 29, 2013 which involved three components:

- (i) the purchase of a 10,574 square foot two-storey commercial retail property located at 135 Main Street in Moncton, New Brunswick;
- (ii) the introduction of a new management team through the resignation of the then current directors and officers of the Company and the replacement thereof by a new management team and board; and
- (iii) the completion of two separate private placements for aggregate gross proceeds of approximately \$6,583 (the "Private Placements"). The Private Placements were comprised of two separate transactions completed through (i) the issuance of 21,108,566 common shares at a price per share of \$0.30, and (ii) the issuance of 1,587,302 common shares at a price per share of \$0.1575.

Prior to the completion of an arrangement of the Company made pursuant to a plan of arrangement under the Business Corporations Act (Ontario) (the "Arrangement"), approved by the Company's shareholders on March 8, 2013 and the TSXV on March 11, 2013, there were 28,569,368 common shares of the Company issued and outstanding. On April 25, 2013, the Company changed its name to PRO REIT Management Inc. Pursuant to the Arrangement, the Company's shareholders either transferred their common shares to PRLP in consideration for Units, and/or in the case of electing shareholders, for Class B limited partnership units ("Class B LP Units") of PRLP and related voting and exchange rights. In addition, outstanding share options to purchase common shares in the Company were exchanged for Unit options having identical terms, subject to the adjustment of the number of units based on the exchange ratio of one Unit for every ten common shares held. The REIT is now the continuing public entity with its Units listed on the TSXV, under the symbol PRV.UN. The principal, registered and head office of the REIT is located at 2000 Peel Street, Suite 758, Montréal, Québec, H3A 2W5.

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Pursuant to the Arrangement on March 8, 2013, 23,532,066 common shares of the Company were exchanged for Units on a basis of one Unit for every ten common shares of the Company (2,353,206 Units at a value of \$5,842). The remaining 5,037,302 common shares were exchanged for Class B LP Units in PRLP on the basis of one Class B LP Unit for every ten common shares of the Company (503,730 Class B LP Units at a value of \$524).

In March 2013, 24,235 Units were issued for a total cash consideration of \$48 upon exercise of options granted to an agent in 2011 in relation to a private placement.

### OBJECTIVES AND STRATEGIES

#### Objectives

The objectives of the REIT are to: (i) provide unitholders with stable and growing cash distributions from investments in real estate properties in Canada, on a tax efficient basis; (ii) expand the asset base of the REIT and enhance the value of the REIT's assets to maximize long-term Unit value; and (iii) increase the REIT's net operating income and AFFO per Unit, through internal growth strategies and accretive acquisitions.

#### Strategy

To meet its objectives, the REIT has implemented the following key strategic elements:

##### Stable cash distributions

- **High-quality commercial real estate.** The REIT's portfolio is diversified by property type and geography across Quebec, New Brunswick, Nova Scotia and Alberta. The majority of the properties are situated in prime locations within their respective markets, along major traffic arteries benefitting from high visibility and access. Management believes the quality and diversity of the portfolio will enable the REIT to attract new tenants and retain existing tenants.
- **Geographical focus on stable Eastern Canadian markets, with increasing exposure to growing Western Canadian Markets.** The REIT targets property acquisitions in primary and secondary markets across Canada, with a particular focus on Quebec, Atlantic Canada, and Ontario in the East, and, selectively Alberta and British Columbia in the West. Management believes that its strategy of focusing on stable markets in Eastern Canada and selective expansion in high growth markets in Western Canada will enable the REIT to assemble a portfolio underpinned by strong and consistently stable economic fundamentals, with exposure to organic growth opportunities.
- **High-quality tenants with long term leases.** The REIT has a diversified tenant profile reflecting an attractive mix of government, national, regional and local tenants as well as a diversified mix of tenants by industry. The REIT's portfolio lease maturities are well staggered into the future. Management of the REIT believes it fostered strong relationships with its tenants, which management expects to be an important factor in the REIT's ability to attract tenants to new properties or replace leases as vacancies arise in the REIT's properties.

##### Enhance Value

- **Experienced management team and Board with a proven track record of value creation.** In aggregate, the REIT's executive officers and Trustees have over 100 years of operating, acquisitions, and financing experience in the Canadian real estate industry. They have extensive relationships with a broad network of real estate industry owners and service professionals across Canada, and expect to leverage these relationships to source accretive high-quality acquisitions. Given the management team's experience in the Quebec, Atlantic Canada, Ontario and Western Canadian markets, it possesses a unique and valuable set of skills and relationships that can be leveraged to the benefit of the REIT.
- **Alignment of interests through an efficient management structure, strong corporate governance and significant retained interest.** The REIT is externally managed by an experienced team of real estate professionals utilizing an efficient management structure. Management believes that its interests are aligned with that of unitholders given their low cost and simple management structure relative to industry peers, its pre-determined internalization strategy, and an adherence to strong corporate governance practices, including a Board comprised of a majority of independent Trustees, all of whom have experience in the Canadian commercial real estate and capital markets.



- **Strategic relationship with Lotus Crux enhances geographical expertise in Western Canada, and provides a pipeline for future acquisitions and investment opportunities.** The REIT is a party to a strategic investment agreement with Lotus Crux Acquisition LP ("Lotus Crux"), which management of the REIT believes will provide the REIT with enhanced coverage of major Canadian markets, especially in Western Canada, as well as access to Lotus Crux' network of relationships with real estate market participants in these markets, resulting in access to a pipeline of potential acquisition and investment opportunities not otherwise available to the REIT.

#### Expand the Asset Base

- **Internal Growth Strategies**

The REIT's internal growth strategy includes the following:

- Nurturing existing tenant relationships, ensuring tenant retention and accommodating tenant growth.
- Increasing rental income and minimizing operating expenses through operating improvements and preventative maintenance programs.
- Pursuing expansion and redevelopment opportunities within the REIT's portfolio.

- **External Growth Strategies**

The REIT's external growth strategy includes the following:

- Acquiring stable investments properties that are accretive to the REIT.
- Acquiring a broad range of commercial properties within its target markets to maximize diversification within its portfolio.
- Pursuing selective development and expansion opportunities within the REIT's portfolio.
- Strategic relation with Lotus Crux allowing access to a unique pipeline of potential future acquisitions and investments.

#### SUMMARY OF SIGNIFICANT EVENTS

On September 8, 2014, the REIT announced \$65.6 million of accretive property acquisitions, the filing of a preliminary prospectus for a proposed equity offering (the "Offering"), the entering into of agreements to issue additional equity on a private placement basis and a new strategic relationship.

**Property acquisitions** – The REIT announced its intention to acquire a total of 14 commercial properties from eight separate and unrelated vendors. The aggregate purchase price (excluding closing costs and transaction costs) was anticipated to be approximately \$65.6 million.

**The Offering** – A preliminary prospectus was filed for a proposed offering of units (the "Offered Units") each comprised of a Unit and a fraction of a warrant to acquire a Unit (collectively, the "Warrants"). It was anticipated that \$20.0 million of the Offered Units would be offered at a price of \$2.30 per Offered Units and that each Offered Units would consist of one Unit and one half of one Warrant. Each whole Warrant would entitle the holder thereof to acquire one Unit at an exercise price of \$2.65 per Warrant for a period of 30 months following the closing of the Offering, subject to customary adjustments.

**Concurrent Private Placement and Strategic Relationship with Lotus Crux** – A party related to Lotus Crux, Lotus Crux REIT LP, agreed to subscribe, on a private placement basis, concurrently with the closing of the Offering (the "Concurrent Private Placement"), for approximately \$5.0 million of Offered Units at the price that the Offered Units were offered to the public pursuant the Offering (the "Placement Units"). Lotus Crux REIT LP is a partnership controlled by Lotus Pacific Investments Inc. ("LPI") and Crux Capital Corporation ("Crux"). In connection with the Offering and Concurrent Private Placement, the REIT would enter into a strategic investment agreement with Lotus Crux. The principals of Lotus Crux, Shenoor Jadavji and Peter Aghar, have purchased and managed in excess of \$7 billion of commercial real estate assets. LPI and Crux, in aggregate, currently own or manage over \$400 million of commercial real estate across Central and Western Canada as well as the United States. The Trustees of the REIT announced that upon closing of the Offering and Concurrent Private Placement, Shenoor Jadavji would join its board of Trustees as an additional Trustee.

**Issuance of Equity to Certain Vendors** – Vendors of certain properties that the REIT intended to acquire had agreed to accept approximately \$4.25 million of Class B LP Units ("Offered Class B LP Units") as partial consideration for the sale of such properties. The Offered Class B LP Units would be issued upon the closing of the acquisition of the applicable properties at the same price as the Offered Units, and each Offered Class B LP Unit would be accompanied by a fraction of a warrant to acquire Class B LP Units equal to the fraction of a Warrant accompanying each Offered Unit.

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On September 19, 2014, the REIT announced a cash distribution of \$0.0175 per Unit for the month of September 2014. The distribution was paid on October 15, 2014 to unitholders of record as at September 30, 2014 which included the unitholders from the Offering and Concurrent Private Placement completed on September 30, 2014. The units issued under the Offering and Concurrent Private Placement were issued to partially finance the acquisition of 14 properties which closed in October 2014. As such the incremental NOI from these properties is absent for the three and nine months ended September 30, 2014 (see "Subsequent Events" section).

On September 25, 2014, the REIT announced its intent to issue a total of approximately \$29.3 million of new equity (or up to \$32.3 million if an over-allotment option was exercised), comprised of \$20.0 million of Offered Units to be issued pursuant to the Offering, \$5.0 million of Placement Units to be issued pursuant to the Concurrent Private Placement and approximately \$4.3 million of Offered Class B LP Units to be issued to certain property vendors. The price was set at \$2.30 per unit and each unit consisted of one Unit and one half of one Warrant.

On September 30, 2014, the REIT announced that it had completed its previously announced Offering and Concurrent Private Placement for aggregate gross proceeds of \$26.4 million. As part of a series of transactions, the net proceeds were used to partially finance the previously announced acquisitions of \$65.6 million of accretive property acquisitions which closed in October 2014 (see "Subsequent Events" section). A total of 11,459,000 units, each comprised of one Unit and one half of a Warrant, were issued at a price of \$2.30 per unit. Each whole Warrant shall entitle the holder to acquire one Unit at an exercise price of \$2.65 per Warrant at any time prior to 5:00 p.m. on March 31, 2017. The Warrants are listed on the TSXV under the symbol "PRV.WT".

**Closing of the Offering** - A total of 9,285,000 Offered Units were issued under the Offering, including 585,000 Offered Units pursuant to the partial exercise of the over-allotment option granted to the underwriters, at a price of \$2.30 per Unit for gross proceeds of \$21.4 million. Each Unit consists of one Unit and one half of one Warrant.

**Closing of the Concurrent Private Placement** - Concurrent with the closing of the Offering, Lotus Crux purchased, on a private placement basis under the Concurrent Private Placement, 2,174,000 Placement Units at a price of \$2.30 per Unit for gross proceeds of approximately \$5.0 million. Each Placement Units consisted of one Unit and one half of one Warrant. Immediately following the closing of the Offering and Concurrent Private Placement, Shenoor Jadavji joined the REIT's board of Trustees as an additional Trustee.

### SUBSEQUENT EVENTS

On October 20, 2014, the REIT announced that it had closed the previously announced transactions to acquire 14 properties that it agreed to acquire further to the closing of its Offering and Concurrent Private Placement of \$26.4 million of new equity on September 30, 2014. The aggregate purchase price for the 14 properties was approximately \$65.6 million (excluding closing and transaction costs) and was financed by a portion of the proceeds from the Offering and Concurrent Private Placement, approximately \$4.3 million through the issuance of Class B LP Units, new first mortgages of approximately \$37.5 million and the assumption of an existing mortgage having at closing an outstanding balance of approximately \$8.1 million.

A total of 1,847,826 Offered Class B LP Units were issued, and each was accompanied by one half of one Class B LP Unit purchase warrant entitling the holder thereof to acquire one Class B LP Unit at an exercise price of \$2.65 per whole Class B LP Unit purchase warrant at any time prior to 5:00 p.m. on March 31, 2017.

Further to the acquisition of the 14 properties, the REIT's portfolio consists of 23 commercial properties totalling 1,044,095 square feet of gross leasable area, providing increased exposure to certain of the REIT's core target markets of Quebec and Atlantic Canada and the REIT's first investment in Alberta.

On October 20, 2014, the REIT repaid the promissory note in full in the amount of \$276 and on October 31, 2014, the REIT paid down the term loan by \$2.5 million.

On October 22, 2014, the REIT announced a cash distribution of \$0.0175 per Unit for the month of October 2014. The distribution was paid on November 17, 2014 to unitholders of record as at October 31, 2014.

### OUTLOOK

The REIT's focus includes the delivery of growth through acquisitions, by expanding deeper into existing geographical markets where the REIT already has a presence, and expanding into the adjacent markets. This will capitalize on the REIT's existing market knowledge and help achieve economies of scale.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### PART III

#### RESULTS OF OPERATIONS

	Forecast <sup>(1)</sup>		Forecast <sup>(1)</sup>		3 Months Ended Sept 30 2013	10 Months Ended Sept 30 2013
	3 Months Ended Sept 30 2014	3 Months Ended Sept 30 2014	9 Months Ended Sept 30 2014	9 Months Ended Sept 30 2014		
<i>(CAD \$ thousands)</i>						
Property revenue	\$ 1,877	\$ 1,826	\$ 5,760	\$ 5,428	\$ 472	\$ 941
Property operating expenses	668	688	2,191	2,062	171	324
<b>Net operating income (NOI)</b>	<b>1,209</b>	<b>1,138</b>	<b>3,569</b>	<b>3,366</b>	<b>301</b>	<b>617</b>
General and administrative expenses	124	98	326	295	15	159
Long-term incentive plan expense	127	-	316	-	58	126
Depreciation of property and equipment	6	-	18	-	6	12
Interest and financing costs	550	432	1,628	1,302	264	469
Distributions – Class B LP Units	175	153	526	459	-	-
Fair value adjustment – Class B LP Units	167	-	(501)	-	(302)	861
Fair value adjustment – investment properties	51	-	164	-	(533)	(554)
Write-off of deferred acquisition costs	-	-	3	-	319	319
<b>Net comprehensive income (loss) for the period</b>	<b>\$ 9</b>	<b>\$ 455</b>	<b>\$ 1,089</b>	<b>\$ 1,310</b>	<b>\$ 474</b>	<b>\$ (775)</b>

<sup>(1)</sup> For information purposes only, selected forecast financial information from the short form prospectus dated November 19, 2013 for the three and nine month periods ended September 30, 2014 has been included in this MD&A.

#### Comparison of the Results from Operations

The REIT's results of operations for the three and nine month periods ended September 30, 2014 are not directly comparable to the three and ten month periods ended September 30, 2013 as the REIT owned four investment properties at September 30, 2013 compared to nine properties it owns at September 30, 2014. Notwithstanding the foregoing, year-over-year figures for the three and nine months ended September 30, 2014 and the three and ten months ended September 30, 2013 are presented in this MD&A. The principal reason for the variances between the financial figures presented in such year-over-year periods are the disparity in the number of properties and their respective results of operations during such comparative periods.

The REIT's commentary in this MD&A will primarily focus on the results of operations for the three and nine month periods ended September 30, 2014 compared to the forecast for the same period included in the November 19, 2013 short form prospectus (the "Prospectus").

#### Overall Analysis

##### Property Revenue

Property revenue includes rents from tenants under lease agreement, straight-line rent, percentage rents, property taxes and operating cost recoveries and other incidental income.

Revenues of \$1,877 and \$5,760 during the three and nine month periods ended September 30, 2014 were slightly higher than forecast for the same period by \$51 and \$332 respectively. The overall favorable variance is related to the incremental revenues from the acquisition of 325 Hymus Boulevard on December 16, 2013 which was not included in the forecast. This was partially offset by certain unrealized lease-up assumptions included in the forecast.

##### Property Operating Expenses

Property operating expenses are expenses directly related to real estate operations and are generally charged back to lessees as provided for in the contractual terms of the leases. Operating expenses include property taxes and public utilities, costs related to indoor and outdoor maintenance, heating, ventilation and air conditioning, elevators, insurance, janitorial services and management and operating fees. The amount of operating expenses that the REIT can recover from its lessees depends on the occupancy rate of the properties and the nature of the existing leases containing clauses regarding the recovery of expenses. The majority of the REIT's leases are net rental leases under which tenants are required to pay their share of the properties' operating expenses.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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Property operating expense of \$668 for the three month period ended September 30, 2014 was relatively consistent with forecast for the same period due to timing of certain seasonal expenses. The overall increase in property operating expense of \$129 compared to the forecast for the nine month period ended September 30, 2014 is attributed to the acquisition of 325 Hymus Boulevard on December 16, 2013 which was not included in the forecast.

### **General and Administrative Expenses**

General and administrative expenses of \$124 and \$326 for the three and nine month periods ended September 30, 2014 were marginally higher than the forecast for the same period by \$26 and \$31 respectively. The increase is a result of additional professional fees which were not forecasted. General and administrative expenses include corporate expenses, office expenses, legal and professional fees, asset management fees and other overhead expenses which are indirectly associated with the operation and leasing of investment properties.

### **Long-term Incentive Plan**

Long-term incentive plan expense of \$127 and \$316 during the three and nine month periods ended September 30, 2014 relates to deferred and restricted units which vest over a three year period, and is a non-cash item. Long-term incentive plan expense was not included in the forecast.

### **Interest and Financing Costs**

Interest and financing costs of \$550 and \$1,628 were higher than forecast by \$118 and \$326 as a result of an additional draw on the credit facility for the acquisition of 325 Hymus Boulevard and the additional draw on the term loan which was not included in the forecast plus higher than forecast amortization of deferred financing costs.

### **Distributions – Class B LP Units**

Distributions on the Class B LP Units were \$22 and \$67 higher for the three and nine month periods ended September 30, 2014 respectively compared to the forecast for the same period as a result of the issuance of additional Class B LP Units in connection with the acquisition of 325 Hymus Boulevard which was not included in the forecast.

### **Fair Value Adjustment – Class B LP Units**

An unfavorable fair value adjustment of \$167 on the Class B LP Units was recorded in the third quarter of 2014 resulting from an increase in the quoted market price of the REIT's publicly traded Units since June 30, 2014. The favorable fair value adjustment of \$501 for the nine month period ended September 30, 2014 is a result of a decrease in the quoted market price of the REIT's publicly traded Units from December 31, 2013. The fair value adjustment on Class B LP Units is not included in the forecast.

### **Fair Value Adjustment – Investment Properties**

A fair value adjustment of \$51 and \$164 was recorded for the three and nine month periods ended September 30, 2014 respectively on the REIT's investment properties, which represents a marginal adjustment with respect to certain capitalized costs on the fair value of the REIT's investment portfolio of \$68,866 at September 30, 2014.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### SEGMENTED ANALYSIS

The REIT's segments include three classifications of investment properties – Retail, Office and Commercial Mixed Use. All of the REIT's activities are located in one geographical segment – Canada. The accounting policies followed for each segment are the same as disclosed in the REIT's consolidated financial statements. Operating performance is evaluated by the REIT's management primarily based on net operating income (NOI), which is defined as property revenue less property operating expenses. General and administrative expenses, depreciation and amortization, interest and financing costs are not allocated to operating segments. Segment assets include investment properties; segment liabilities include mortgages attributable to specific segments, but excludes the REIT's term loan, note payable, credit facility and their respective unamortized financing costs. Other assets and liabilities are not attributed to operating segments.

	3 Months		Forecast <sup>(1)</sup>		Forecast <sup>(1)</sup>	
	Ended	3 Months	9 Months	9 Months	3 Months	10 Months
(CAD \$ thousands)	Sept 30	Ended	Ended	Ended	Ended	Ended
	2014	Sept 30	Sept 30	Sept 30	Sept 30	Sept 30
		2014	2014	2014	2014	2013
Retail	\$ 610	\$ 631	\$ 1,799	\$ 1,846	\$ 301	\$ 617
Office	332	228	956	683	-	-
Commercial Mixed Use	267	279	814	837	-	-
<b>Net operating income (NOI) <sup>(2)</sup></b>	<b>\$ 1,209</b>	<b>\$ 1,138</b>	<b>\$ 3,569</b>	<b>\$ 3,366</b>	<b>\$ 301</b>	<b>\$ 617</b>

<sup>(1)</sup> For information purposes only, selected forecast financial information from the Prospectus for the three and nine months ended September 30, 2014 has been included in this MD&A.

<sup>(2)</sup> Non-IFRS financial measure. See "Non-IFRS Financial Measures" for definition.

Retail NOI is lower than forecast for the three and nine month periods ended September 30, 2014 by \$21 and \$47 respectively as a result of certain unrealized lease-up assumptions.

The favorable NOI variance of \$104 and \$273 in the office segment for the three and nine month periods ended September 30, 2014 is primarily attributed to the acquisition of 325 Hymus Boulevard on December 16, 2013 which was not included in the forecast figures.

Commercial Mixed Use NOI of \$267 and \$814 for the three and nine month periods ended September 30, 2014 are marginally lower than forecast as a result of certain expenses that were not recoverable from the tenants as per the lease agreements.

### PORTFOLIO PROFILE

3 Months Ended / At September 30, 2014 (CAD \$ thousands unless otherwise stated)	Number of Properties	Occupancy	GLA (sq. ft.)	Percentage of GLA	NOI	Percentage of NOI
Retail	5	86.6%	171,795	43.3%	\$ 610	50.5%
Office	3	85.0%	125,407	31.6%	332	27.5%
Commercial Mixed Use	1	100.0%	99,535	25.1%	267	22.0%
<b>Total</b>	<b>9</b>	<b>89.5%</b>	<b>396,737</b>	<b>100.0%</b>	<b>\$ 1,209</b>	<b>100.0%</b>

## PART IV

### LIQUIDITY AND CAPITAL RESOURCES

Cash flows from operating activities, available funding under the REIT's credit facility and cash on hand represent the primary sources of liquidity to fund distributions, debt service, capital expenditures, tenant inducements and leasing costs. The REIT's cash flow from operations is dependent upon the rental occupancy levels, the rental rates on its leases, the collectability of rent from its tenants, recoveries of operating costs and operating costs. Material changes in these factors may adversely affect the REIT's net cash flows from operating activities and liquidity (see "Risks and Uncertainties" section).

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The REIT expects to be able to meet all of its obligations as they become due in the short-term and the long-term. The REIT expects to have sufficient liquidity as a result of cash on hand, cash flow from operating activities and the ability to raise equity.

<i>(CAD \$ thousands)</i>	<b>3 Months Ended Sept 30 2014</b>	<b>9 Months Ended Sept 30 2014</b>	3 Months Ended Sept 30 2013	10 Months Ended Sept 30 2013
Cash provided from (used in):				
Operating activities	\$ 1,496	\$ 1,899	\$ (263)	\$ 355
Financing activities	23,264	23,149	190	13,991
Investing activities	(288)	(964)	(464)	(14,514)
<b>Change in cash during the period</b>	<b>24,472</b>	<b>24,084</b>	<b>(537)</b>	<b>(168)</b>
Cash, beginning of period	508	896	877	508
<b>Cash, end of period</b>	<b>\$ 24,980</b>	<b>\$ 24,980</b>	<b>\$ 340</b>	<b>\$ 340</b>

### Three Month Period Ended September 30, 2014

Cash flows from operating activities relate primarily to the collection of rent and payment of operating expenses. The cash from operating activities of \$1,496 for the third quarter 2014 was impacted mainly by the timing of cash receipts and settlement of payables.

Financing activities during the three month period ended September 30, 2014 of \$23,264 is attributed to the closing of the Offering and Concurrent Private Placement (see "Summary of Significant Events" section) of \$23,204, an increase in debt of \$526, an increase in credit facility of \$100 offset by \$348 of distributions paid to unitholders and principal repayment of debt of \$200.

Cash used in investing activities of \$288 during the third quarter 2014 primarily consists of \$256 of deposits made in connection with the acquisitions made subsequent to the third quarter 2014 (see "Subsequent Events" section).

### Nine Month Period Ended September 30, 2014

Cash flows from operating activities relate primarily to the collection of rent and payment of operating expenses. The cash from operating activities of \$1,899 for the third quarter 2014 was impacted mainly by the timing of cash receipts and settlement of payables.

Financing activities during the nine month period ended September 30, 2014 is primarily driven by the closing of the Offering and Concurrent Private Placement (see "Summary of Significant Events" section) of \$23,204, an increase in debt of \$1,626 offset by \$1,086 of distributions paid to unitholders and principal repayment of debt of \$553.

Cash used in investing activities of \$964 during the nine month period ended September 30, 2014 was primarily related to the leasing commissions of \$452 and \$397 of deposits for acquisitions made subsequent to the third quarter 2014 (see "Subsequent Events" section).

### CAPITALIZATION AND DEBT PROFILE

<i>(CAD \$ thousands)</i>	<b>September 30 2014</b>
Mortgages payable (net of financing costs of \$455)	\$ 29,199
Term loan (net of financing costs of \$208)	3,292
Promissory note payable	276
Credit facility (net of financing costs of \$80)	8,901
Class B LP Units	7,518
Warrants	573
Unitholders' equity	41,340
<b>Total Capitalization</b>	<b>\$ 91,099</b>

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Contractual Obligations

The following table represents the REIT's contractual obligations at September 30, 2014:

*(CAD \$ thousands)*

Due within:	1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	Later
Debt principal instalments	\$ 767	\$ 746	\$ 743	\$ 611	\$ 155	\$ 519
Debt principal maturities	3,827	3,500	1,336	17,510	-	3,716
Debt interest	1,367	1,142	937	748	176	502
Credit facility	8,981	-	-	-	-	-
Accounts payable and other liabilities	4,033	-	-	-	-	-
Rent	22	11	-	-	-	-
	<b>\$ 18,997</b>	<b>\$ 5,399</b>	<b>\$ 3,016</b>	<b>\$ 18,869</b>	<b>\$ 331</b>	<b>\$ 4,737</b>

The REIT expects to have sufficient liquidity as a result from cash flow from operating activities and the ability to raise equity.

As at September 30, 2014 all mortgages payable were at fixed rates with a weighted average contractual rate of approximately 4.14%. The term loan is interest bearing only at the rate greater of 8.50% or the financial institution prime rate plus 5.0% per annum. The promissory note bears interest at 8.5% per annum. The mortgages payable are secured by first charges on certain investment properties with a fair value of approximately \$55,560 at September 30, 2014. The term loan is secured by a pool of second and third charges on certain investment properties with a fair value of approximately \$64,748 at September 30, 2014. The debt is repayable no later than 2023.

The REIT has a revolving credit facility of \$9.0 million which bears interest at prime plus 162.5 basis points or bankers' acceptance rate plus 262.5 basis points. The credit facility is secured by a pool of first and second charges on certain investment properties with a fair value of approximately \$31,520 at September 30, 2014.

### Debt Ratios

The REIT is free to determine the appropriate level of capital in context with its cash flow requirements, overall business risks and potential business opportunities. As a result of this, the REIT will make adjustments to its capital based on its investment strategies and changes to economic conditions.

The REIT objective is to maintain a combination of short, medium and long-term debt maturities that are appropriate for the overall debt level of its portfolio, taking into account availability of financing and market conditions, and the financial characteristics of each property.

The REIT's other objectives when managing capital on a long-term basis include enhancing the value of the assets and maximizing unit value through the ongoing active management of the REIT's assets, expanding the asset base through acquisitions of additional properties and the re-development of projects which are leased to creditworthy tenants, and generating sufficient returns to provide unitholders with stable and growing cash distributions. The REIT's strategy is driven by policies as set out in the Declaration of Trust, as well as requirements from certain lenders. The requirements of the REIT's operating policies as outlined in the Declaration of Trust include requirements that the REIT will not:

- (a) incur or assume indebtedness on properties in excess of 75% of the property's market value; and
- (b) incur or assume indebtedness which would cause the total indebtedness of the REIT to exceed 70% of Gross Book Value.

Gross Book Value is calculated as follows:

	September 30 2014
<i>(CAD \$ thousands unless otherwise stated)</i>	
Total assets, including investment properties stated at fair value	\$ 96,016
Accumulated depreciation on property and equipment	36
Gross Book Value	96,052
Debt, excluding unamortized financing costs	33,430
Credit facility, excluding unamortized financing costs	8,981
Debt	42,411
<b>Debt, as above, as a percentage of Gross Book Value</b>	<b>44.15%</b>

The REIT complied with all financial covenants during the three and nine month periods ended September 30, 2014.

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**DISTRIBUTIONS AND ADJUSTED FUNDS FROM OPERATIONS**

<i>(CAD \$ thousands except unit, per unit amount and unless otherwise stated)</i>	<b>3 Months Ended Sept 30 2014</b>	Forecast <sup>(1)</sup> 3 Months Ended Sept 30 2014	<b>9 Months Ended Sept 30 2014</b>	Forecast <sup>(1)</sup> 9 Months Ended Sept 30 2014	3 Months Ended Sept 30 2013	10 Months Ended Sept 30 2013
<b>Net comprehensive income (loss) for the period</b>	\$ 9	\$ 455	\$ 1,089	\$ 1,310	\$ 474	\$ (775)
Add:						
Depreciation of property and equipment	6	-	18	-	6	12
Distributions – Class B LP Units	175	153	526	459	-	-
Fair value adjustment – Class B LP Units	167	-	(501)	-	(302)	861
Fair value adjustment – investment properties	51	-	164	-	(533)	(554)
<b>FFO</b>	<b>\$ 408</b>	<b>\$ 608</b>	<b>\$ 1,296</b>	<b>\$ 1,769</b>	<b>\$ (355)</b>	<b>\$ (456)</b>
Deduct:						
Straight-line rent adjustment	(19)	(19)	(57)	(55)	(8)	(8)
Maintenance capital expenditures	-	(19)	(5)	(56)	-	-
Stabilized leasing costs	(21)	(11)	(28)	(34)	-	-
Add:						
Long-term incentive plan expense	127	-	316	-	58	126
Amortization of financing costs	80	35	227	104	15	24
Write-off of deferred acquisition costs	-	-	3	-	319	319
<b>AFFO</b>	<b>\$ 575</b>	<b>\$ 594</b>	<b>\$ 1,752</b>	<b>\$ 1,728</b>	<b>\$ 29</b>	<b>\$ 5</b>
<b>Basic FFO per unit</b> <sup>(2) (3)</sup>	<b>0.0385</b>	0.0613	<b>0.1232</b>	0.1784	(0.1232)	(0.1881)
<b>Diluted FFO per unit</b> <sup>(2) (3)</sup>	<b>0.0374</b>	0.0613	<b>0.1200</b>	0.1784	(0.1232)	(0.1881)
<b>Basic AFFO per unit</b> <sup>(2) (3)</sup>	<b>0.0542</b>	0.0599	<b>0.1665</b>	0.1742	0.0101	0.0021
<b>Diluted AFFO per unit</b> <sup>(2) (3)</sup>	<b>0.0527</b>	0.0599	<b>0.1662</b>	0.1742	0.0096	0.0020
<b>Distributions declared per Unit and Class B LP Unit</b> <sup>(3) (4)</sup>	<b>0.0525</b>	0.0525	<b>0.1575</b>	0.1575	-	-
<b>AFFO payout ratio – Basic</b> <sup>(4)</sup>	<b>96.8%</b>	87.7%	<b>94.6%</b>	90.4%	N/A	N/A
<b>AFFO payout ratio – Diluted</b> <sup>(4)</sup>	<b>99.6%</b>	87.7%	<b>97.1%</b>	90.4%	N/A	N/A
<b>Basic weighted average number of units</b> <sup>(2)</sup>	<b>10,613,597</b>	9,920,255	<b>10,520,429</b>	9,920,255	2,881,171	2,423,660
<b>Diluted weighted average number of units</b> <sup>(2)</sup>	<b>10,923,179</b>	9,920,255	<b>10,797,181</b>	9,920,255	3,007,838	2,508,244

<sup>(1)</sup> For information purposes only, selected forecast financial information from the Prospectus for the three and nine months ended September 30, 2014 has been included in this MD&A.

<sup>(2)</sup> FFO and AFFO per unit is calculated as FFO or AFFO, as the case may be, divided by the total of the weighted number of basic or diluted units, added to the weighted average number of Class B LP Units outstanding during the period.

<sup>(3)</sup> All per unit calculations include the proration of 11,459,000 incremental Units of the \$26.4 million gross equity proceeds that was completed on September 30, 2014 (see "Summary of Significant Events" section).

<sup>(4)</sup> The REIT's first cash distribution was declared for the period of November 26, 2013 to December 31, 2013.

FFO for the three and nine month periods ended September 30, 2014 were \$200 and \$473 lower than forecast for the same period. The decrease is explained by the long-term incentive plan expense (a non-cash item) of \$127 and \$316 not forecasted and the higher than forecasted amortization of financing costs of \$45 and \$123 for the three and nine month periods ended September 30, 2014 respectively.

Basic and diluted AFFO per unit were \$0.0542 and \$0.0527 respectively for the third quarter 2014, compared to the forecast of \$0.0599 per unit (basic and diluted). For the nine month period ended September 30, 2014 basic and diluted AFFO per unit were \$0.1665 and \$0.1662 respectively, compared to the forecast of \$0.1742 per unit (basic and diluted). The decrease over forecast for the three and nine month periods ended September 30, 2014 is attributed in part to (i) the unrealized lease-up assumptions; (ii) an increase in interest expense related to the acquisition of 325 Hymus Boulevard; (iii) an additional draw on the term loan offset by this property's incremental NOI which was not included in the forecast; and (iv) the 11,459,000 Units issued September 30, 2014 in connection with the Offering and Concurrent Private Placement that were issued to partially finance the acquisition of 14 properties which closed in October 2014 were included in the per unit calculations on a prorated basis. The incremental NOI from these properties is absent for the three and nine months ended September 30, 2014 (see "Subsequent Events" section).



## MANAGEMENT'S DISCUSSION AND ANALYSIS

### Distributions

The REIT's Board of Trustees has full discretion with respect to the timing and extent of distributions, including the adoption, amendment or revocation of any distribution policy. In determining the amount of monthly cash distributions paid to unitholders, the Board of Trustees applies discretionary judgment to forward-looking cash flow information, including forecasts and budgets. Management considers AFFO to be a meaningful measure of cash flow performance because it more clearly measures normalized and stabilized cash flow, as opposed to cash flow from operating activities calculated in accordance with IFRS, which reflects seasonal fluctuations in working capital and other items. The excess of AFFO over cash distributions represents a measure of operating cash flow retained in the business.

It is the REIT's intention to make distributions to unitholders at least equal to the amount of net income and net realized capital gains of the REIT as is necessary to ensure that the REIT will not be liable for current income taxes.

The REIT has implemented a distribution reinvestment plan ("DRIP") pursuant to which holders of Units or Class B LP Units may elect to have their cash distributions of the REIT or PRLP automatically reinvested in additional Units at a 3% discount to the weighted average closing price of the Units for the last five trading days preceding the applicable distribution payment date on which trades of the Units were recorded.

The distributions declared during the nine months ended September 30, 2014 resulted in 32,987 Units issued or issuable under the DRIP.

Distributions of \$0.0525 and \$0.1575 per Unit and Class B LP Unit were declared during the three and nine month periods ended September 30, 2014 respectively. The REIT's first cash distribution was declared for the period of November 26, 2013 to December 31, 2013 and paid January 15, 2014. Distributions were paid on or about the 15<sup>th</sup> day of the month following the declaration.

The following reconciles AFFO to cash flows from operating activities reported in the condensed consolidated interim financial statements for the three and nine months ended September 30, 2014:

	3 Months Ended September 30 2014	9 Months Ended September 30 2014
<i>(CAD \$ thousands)</i>		
Cash flow provided from operating activities	\$ 1,496	\$ 1,899
Add (deduct):		
Changes in non-cash working capital	(1,075)	(643)
Distributions – Class B LP Units	175	526
Stabilized leasing costs	(21)	(28)
Maintenance capital expenditures	-	(5)
Write-off of deferred acquisition costs		3
<b>Adjusted Funds From Operations</b>	<b>\$ 575</b>	<b>\$ 1,752</b>

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The table below illustrates the REIT has sufficient AFFO to sustain its cash distributions:

<i>(CAD \$ thousands)</i>	<b>3 Months Ended September 30 2014</b>	<b>9 Months Ended September 30 2014</b>
Adjusted funds from operations	\$ 575	\$ 1,752
Total distributions paid or payable in cash – Units and Class B LP Units	726	1,785
Less: incremental distributions related to the Units issued from the Offering and Concurrent Private Placement on September 30, 2014 <sup>(1)</sup>	(201)	(201)
Adjusted distributions paid or payable in cash	\$ 525	\$ 1,584
<b>Excess of AFFO over adjusted distributions paid or payable</b>	<b>\$ 50</b>	<b>\$ 168</b>

<sup>(1)</sup> The REIT declared distributions payable of \$0.0175 per Unit on the 11,459,000 Units issued September 30, 2014 in connection with the Offering and Concurrent Private Placement. These Units were issued to partially finance the acquisition of 14 properties which closed in October 2014. As such the incremental NOI from these properties is absent for the three and nine months ended September 30, 2014 (see "Subsequent Events" section).

The REIT estimates that distributions to be made for the year ended December 31, 2014 will represent an approximate 100% return on capital.

### UNITHOLDERS' EQUITY, CLASS B LP UNITS, SPECIAL VOTING UNITS AND WARRANTS

The REIT is authorized to issue an unlimited number of Units and an unlimited number of special voting units (the "Special Voting Units").

#### Units

Each Unit confers the right to one vote at any meeting of unitholders and to participate pro rata in all distributions by the REIT and, in the event of termination or winding-up of the REIT, in the net assets of the REIT. The unitholders have the right to require the REIT to redeem their Units on demand in accordance with the Declaration of Trust. The Units have no par value. Upon receipt of the redemption notice by the REIT, all rights to and under the Units tendered for redemption shall cease and the holder thereof shall be entitled to receive a price per Unit ("Redemption Price"), as determined by a formula outlined in the Declaration of Trust. The Redemption Price will be paid in accordance with the conditions provided for in the Declaration of Trust.

Total Units outstanding as of November 19, 2014 was 18,616,845.

#### Class B LP Units and Special Voting Units

Special Voting Units have no economic entitlement in the REIT, but entitle the holder to one vote per Special Voting Unit at any meeting of the unitholders of the REIT. Special Voting Units may only be issued in connection with or in relation to Class B LP Units, for the purpose of providing voting rights with respect to the REIT to the holders of Class B LP Units. A Special Voting Unit will be issued in tandem with each Class B LP Unit issued.

The Class B LP Units are issued by PRLP and holders of Class B LP Units are entitled to receive distributions equal to those provided to holders of Units. The Class B LP Units are indirectly exchangeable on a one-for-one basis for Units at any time at the option of their holder, unless the exchange would jeopardize the REIT's status as a "mutual fund trust" under the Income Tax Act (Canada). The Class B LP Units are presented as a financial liability on the audited consolidated financial statements.

Total Class B LP Units outstanding as of November 19, 2014 was 5,189,056.

#### Warrants

Each whole Warrant entitles the holder to acquire one Unit of the REIT at an exercise price of \$2.65 per Unit at any time until March 31, 2017. Warrants are recognized as financial liabilities measured at fair value through profit or loss and are presented as part of non-current liabilities in

## MANAGEMENT'S DISCUSSION AND ANALYSIS

the statement of financial position, with changes in fair value recorded in the statement of comprehensive income. The fair value of the Warrants is determined with reference to the market price on the date of measurement. Upon exercise, the carrying amount of the liability representing the fair value of the Warrants on the exercise date will be reclassified to unitholders' equity. As of October 2014, the Warrants are traded on the TSXV under the symbol "PRV.WT".

Total warrants outstanding as of November 19, 2014 was 5,729,500.

### FINANCIAL INSTRUMENTS

The REIT does not acquire, hold or issue derivative financial instruments for trading purposes. The following table presents the classification, measurement subsequent to initial recognition, carrying values and fair values (where applicable) of financial assets and liabilities.

Classification	Measurement	Carrying Value September 30 2014	Fair Value September 30 2014
<b>Loans and Receivables</b>			
Cash (a)	Amortized cost	\$ 24,980	\$ 24,980
Receivable and other excluding prepaid expenses (a)	Amortized cost	134	134
		<b>\$ 25,114</b>	<b>\$ 25,114</b>
<b>Financial Liabilities Through Profit and Loss</b>			
Class B LP Units	Fair value (L2)	\$ 7,518	\$ 7,518
Long-term incentive plan	Fair value (L2)	500	500
Warrants	Fair value (L3)	573	573
		<b>\$ 8,591</b>	<b>\$ 8,591</b>
<b>Other Financial Liabilities</b>			
Accounts payable and other liabilities (a)	Amortized cost	\$ 4,033	\$ 4,033
Credit facility (a)	Amortized cost	8,901	8,901
Distributions payable (a)	Amortized cost	384	384
Debt (b)	Amortized cost	32,767	32,767
		<b>\$ 46,085</b>	<b>\$ 46,085</b>

(a) Short-term financial instruments, comprising cash, accounts receivable, accounts payable and other liabilities, credit facility and distributions payable are carried at amortized cost which, due to their short-term nature, approximates their fair value.

(b) Long-term financial instruments consist of debt. The fair value of debt is based upon discounted future cash flows using discount rates, adjusted for the REIT's own credit risk, that reflect current market conditions for instruments with similar terms and risks. Such fair value estimates are not necessarily indicative of the amounts the REIT might pay or receive in actual market transactions.

The fair value of the Class B LP Units and long-term incentive plan are estimated based on the market trading prices of the Units (Level 2).

The fair value of the Warrants are estimated based on the Binomial method (Level 3).

### Off Balance Sheet Arrangements

The REIT had no off balance sheet arrangements.

## PART V

### CONTROLS AND PROCEDURES

#### *Disclosure Controls and Procedures over Financial Reporting*

Management of the REIT, consisting of the President and Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), are responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that (i) material information related to the REIT including its consolidated subsidiaries is made known to them by others particularly during the period in which interim filings are being prepared, and (ii) information required to be disclosed by the REIT in its annual filings, interim filings or other reports filed or submitted by the REIT under securities legislation is recorded, processed, summarized and reported on a timely basis and within the time period specified securities legislation.

### *Internal Controls over Financial Reporting*

As a result of the REIT's limited staffing levels, internal controls which rely on segregation of duties in many cases are not appropriate or possible. Due to resource constraints, the REIT does not have sufficient size and scale to warrant the hiring of additional staff to correct this potential weakness at this time. To help mitigate the impact of this potential weakness, the REIT is highly reliant on the performance of compensating procedures, management's review and approval, the integrity and reputation of senior accounting personnel, and candid discussion of those risks with the Board of Trustees. During the period the REIT made no material changes to its systems of internal controls over financial reporting.

As a venture issuer, the REIT is not required to certify the design and evaluation of the REIT's disclosure controls and procedures (DC&P) and internal controls over financial reporting (ICFR), and as such has not completed such an evaluation. Unitholders should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

In addition, ICFR cannot provide absolute assurance of achieving financial reporting objectives because of their inherent limitations. ICFR is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting in human failures. ICFR also can be circumvented by collusion or improper management override. Because of such limitations, there is risk that material misstatements may not be prevented or detected on a timely basis by ICFR. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

### **RISKS AND UNCERTAINTIES**

The REIT is exposed to various risks and uncertainties which include, but are not limited to, the risks and uncertainties outlined below. Readers should also refer to the other risks and uncertainties discussed in the section entitled "Risk Factors" in the REIT's filings with securities regulatory authorities, including in its latest annual information form, which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

#### *Real Property Ownership*

All real property investments are subject to a degree of risk. Such investments are affected by general economic conditions, such as availability of long-term mortgage funds, local real estate markets, supply and demand for leased premises, competition from other available premises and various other factors. The value of real property and any improvements thereto may also depend on the credit and financial stability of the tenants.

#### *Diversification Risk*

The REIT's revenues will be sensitive to the ability of the REIT's key tenants to meet their rent obligations and the REIT's ability to collect rent from these tenants. Approximately 30% of GLA of the portfolio of properties of the REIT is comprised of single-tenant properties. In the event that such tenants were to terminate their tenancies or become insolvent, the REIT's financial results would be materially adversely affected. Until the REIT is in a position to acquire more assets and further diversify its tenant base, the REIT will take certain steps to mitigate any credit risk by closely monitoring its tenants' compliance with the terms of their respective leases and to report any issues as soon as they are identified.

The REIT has a limited number of tenants and therefore the amount of cash distributions to unitholders may be largely dependent on income derived from rent paid by such tenants. In the event that a key tenant defaults on or ceases to satisfy its payment obligations under its lease, the business, operating results, financial condition and distributions of the REIT could be adversely affected and there will be a negative effect on the REIT.

The REIT expects to generate the majority of its base rental revenue from its 10 largest tenants. Accordingly, revenue will be dependent on the ability of those tenants to meet rent payments. If any of the 10 largest tenants default on their rent obligations, the REIT's financial condition and operations could be adversely affected. Until the REIT is in a position to acquire more assets and further diversify its tenant base, the REIT will take certain steps to mitigate any credit risk by closely monitoring its tenants' compliance with the terms of their respective leases and to report any issues as soon as they are identified.

Upon the expiry of any lease, there can be no assurance that the lease will be renewed or the tenant replaced. In certain cases and in certain jurisdictions, tenants may have the contractual or statutory right to terminate the leases prior to the expiration of their term, upon certain conditions. In the event that a lease was terminated prior to its term, the terms of any subsequent lease may be less favourable to the REIT than the existing lease. In the event of default by a tenant, delays or limitations in enforcing rights as a lessor may be experienced and substantial costs in protecting the REIT's investment may be incurred. Furthermore, at any time, a tenant of any of the REIT's properties may

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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seek the protection of bankruptcy, insolvency or similar laws that could result in the rejection and termination of such tenant's lease and thereby cause a reduction in the cash flow available to the REIT. Costs may be incurred in making improvements or repairs required by a new tenant. The failure to rent unleased space on economically favourable lease terms on a timely basis or at all would likely have an adverse effect on the financial condition of the REIT.

### *Dependence on the Manager and Key Personnel*

The REIT is dependent upon Labec Realty Advisors Inc. (the "Manager") for operational and administrative services relating to the REIT's business, pursuant to a management agreement entered into with the Manager (the "Management Agreement"). Should the Manager terminate the Management Agreement, the REIT may be required to engage the services of another external property and asset manager. The REIT may be unable to engage a property and asset manager on acceptable terms, in which case, the REIT's operations and cash available for distribution may be adversely affected. In addition, the success of the REIT is highly dependent on the services of certain key personnel, including in particular, James W. Beckerleg and Gordon G. Lawlor, the Manager's principals who are also the President and Chief Executive Officer and the Chief Financial Officer, respectively, of the REIT. There can be no assurances that the REIT, through the Manager, will be able to retain its existing key personnel, attract qualified executives or adequately fill new or replace existing senior management positions or vacancies created by expansion, turnover or otherwise. The loss of the services of any one or more of the REIT's key personnel or the inability to retain, attract or fill any such personnel or positions or vacancies could have an adverse effect on the REIT and adversely impact the REIT's financial condition and decrease the amount of cash available for distribution.

### *Fixed Costs*

The failure to rent unleased space on a timely basis or at all would likely have an adverse effect on the REIT's financial condition and results of operation and decrease the amount of cash available for distribution to unitholders. Certain significant expenditures, including property taxes, ground rent, maintenance costs, mortgage payments, insurance costs and related charges must be made throughout the period of ownership of real property regardless of whether a property is producing any income. Costs may also be incurred in making improvements or repairs to property required by a new tenant and income may be lost as a result of any prolonged delay in attracting suitable tenants to the vacant space.

The timing and amount of capital expenditures by the REIT will indirectly affect the amount of cash available for distribution to unitholders.

### *Financial Risks and Leverage*

The REIT is subject to the risks associated with debt financing, including the risk that the REIT's cash flows will be insufficient to meet required payments of principal and interest, the risk that existing mortgages will not be able to be refinanced or that the terms of such refinancing will not be as favourable as the terms of existing indebtedness.

If the REIT is unable to refinance its indebtedness on acceptable terms, or at all, it might be forced to dispose of one or more of its properties on disadvantageous terms, which might result in losses. Such losses could have a material adverse effect on the REIT's business, financial condition, results of operations or cash flows.

Furthermore, if a property is mortgaged to secure the payment of indebtedness and the REIT is unable to meet mortgage payments, the mortgagee could foreclose upon the property, appoint a receiver and receive an assignment of rents and leases or pursue other remedies, all of which could result in lost revenues and asset value to the REIT.

The degree to which the REIT is leveraged could have important consequences to unitholders, including: (i) the REIT's ability to obtain additional financing for working capital in the future may be limited; (ii) a portion of the REIT's cash flow may be dedicated to the payment of the principal of, and interest on, its indebtedness, thereby reducing the amount of funds available for the payment of distributions to unitholders; and (iii) certain of the REIT's borrowings will be at variable rates of interest which exposes the REIT to the risk of increased interest rates. The REIT's ability to make scheduled payments of the principal of, or interest on, or to refinance, its indebtedness will depend on its future cash flow, which is subject to the financial performance of properties in the REIT's portfolio, prevailing economic conditions, prevailing interest rate levels, and financial, competitive, business and other factors, many of which are beyond the REIT's control. The credit facility of the REIT also contains covenants that require it to maintain certain financial ratios on a consolidated basis. If the REIT does not maintain such ratios, its ability to make distributions will be limited.

### *Liquidity of Real Property Investments*

Real property investments are relatively illiquid, with the degree of liquidity generally fluctuating in relation to demand for and the perceived desirability of such investments. Such illiquidity may tend to limit the ability of the REIT to vary its portfolio promptly in response to changing economic or investment conditions. If the REIT was to be required to liquidate its real property investments, the proceeds might be significantly less than the aggregate carrying value of such properties.

### *Current Global Capital Market Conditions*

Continued concerns about the uncertainty over whether the economy will be adversely affected by inflation, deflation or stagflation and the systematic impact of increased unemployment, volatile energy costs, geographical issues, the availability and cost of credit to the Canadian mortgage market and a distressed commercial real estate market have contributed to increased market volatility and weakened business and consumer confidence. This difficult operating environment could adversely affect the REIT in various ways, some of which are:

- (a) Carrying value of properties – The current global market conditions could result in tenants not fulfilling their lease obligations, or not renewing their leases at the end of the lease term, or not paying their rent on time, and the REIT may experience longer than normal times in filling vacancies. These circumstances could result in an impairment in the carrying value of the properties which would affect reported income.
- (b) Tenants – The current global market conditions may result in certain tenants or classes of tenants or properties having above-normal business failures resulting in higher than normal vacancies or higher than normal amounts of uncollectible rents. A substantial portion of the REIT's costs are relatively fixed. Excessive vacancies or uncollectible rents could have an adverse effect on the REIT's and its subsidiaries operations and cash flows required to meet those fixed costs.
- (c) Unit price – The current global capital market conditions have resulted in significant reductions in the trading value of securities prices in the various stock markets. The current market conditions reduce the value of any securities issued as part consideration for acquisitions, and make it difficult to raise additional capital through public and/or private securities issues. The reduced availability of equity funding could reduce the REIT's ability to further grow and expand its operations.

### *Acquisition and Development*

The REIT's external growth prospects depend in large part on identifying suitable acquisition opportunities, pursuing such opportunities and consummating acquisitions. If the REIT is unable to manage its growth and integrate its acquisitions effectively, its business, operating results and financial condition could be adversely affected. While consistent with the REIT's strategy and in the normal course, the REIT is engaged in discussions with respect to possible acquisitions of properties, there can be no assurance that any of these discussions will result in a definitive agreement and, if they do, what the terms and timing of any acquisition would be.

The success of the acquisition activities of the REIT will be determined by numerous factors, including the ability of the REIT to identify suitable acquisition targets; to obtain adequate financing related to such acquisitions on reasonable terms, the level of competition for acquisition opportunities and the REIT's ability to obtain adequate purchase prices and terms; and, in turn, the ability to effectively integrate and operate the acquired properties and the financial performance of such properties after acquisition.

Acquired properties may not meet financial or operational expectations due to unexpected costs associated with acquiring the property, as well as the general investment risks inherent in any real estate investment or acquisition (see "Real Property Ownership"). Moreover, newly acquired properties may require significant management attention or capital expenditures that would otherwise be allocated to existing properties. Any failure by the REIT to identify suitable candidates for acquisition or to operate the acquired properties effectively may have a material adverse effect on the business, results of operations and financial condition of the REIT.

Acquisition and development agreements entered into with third parties may be subject to unknown, unexpected or undisclosed liabilities which could have a material adverse impact on the operations and financial results of the REIT. Representations and warranties given by such third parties to the REIT may not adequately protect against these liabilities and any recourse against third parties may be limited by the financial capacity of such third parties. Moreover, properties acquired by the REIT may not meet expectations of operational or financial performance due to unexpected costs associated with developing an acquired property, as well as the general investment risks inherent in any real estate investment.

### *Potential Conflicts of Interest*

Certain of the Trustees and executive officers of the REIT are also directors and officers of other entities, or are otherwise engaged, and will continue to be engaged, in activities that may put them in conflict with the business strategy of the REIT. Consequently, there exists the possibility for such Trustees and executive officers to be in a position of conflict. Pursuant to the Declaration of Trust, all decisions to be made by the Trustees which involve the REIT are required to be made in accordance with their duties and obligations to act honestly and in good faith with a view to the best interests of the REIT and the unitholders. In addition, the Trustees and officers of the REIT are required to declare their interests in, and such Trustees are required to refrain from voting on, any matter in which they may have a material conflict of interest.

In addition, Lotus Crux's continuing businesses may lead to conflicts of interest between Lotus Crux and its related parties and the REIT. The REIT may not be able to resolve any such conflicts, and, even if it does, the resolution may be less favourable to the REIT than if it were dealing with a party that was not a significant holder of an interest in the REIT. The agreements that the REIT entered into with Lotus Crux and certain of its related parties may be amended upon agreement between the parties, subject to applicable laws and approval in certain cases of the independent Trustees. Lotus Crux and its related parties are engaged in a wide range of real estate and other business activities and may be

involved in real estate transactions that do not satisfy the REIT's investment criteria. Such transactions could include real estate transactions that are not accretive to AFFO per Unit, transactions which involve significant capital expenditure in order to reposition a property, and transactions which may be considered too small.

### *Significant Ownership by Lotus Crux*

To the knowledge of the REIT, Lotus Crux and its related parties collectively hold an interest of approximately 13.1% in the REIT through ownership of, or the control or direction over, Units and Class B LP Units. For so long as Lotus Crux maintains a significant effective interest in the REIT, Lotus Crux benefits from certain contractual rights regarding the REIT, such as pre-emptive rights to maintain its pro rata ownership interest in the REIT and certain nomination rights. Lotus Crux may have the ability to exercise certain influence with respect to the affairs of the REIT and possibly affect the outcome of unitholder votes. As a result, Lotus Crux may have the ability to influence certain matters affecting the REIT. Accordingly, the Units may be less liquid and worth less than they would if Lotus Crux did not have the ability to influence or determine matters affecting the REIT. Additionally, Lotus Crux's effective interest may discourage transactions involving a change of control of the REIT, including transactions in which an investor as a holder of Units might otherwise receive a premium for its Units over the then current market price. If Lotus Crux or any of its related parties sells Units in the public market, the market price of the Units could fall. The perception among the public that these sales will occur could also produce such effect.

### *Risks Associated with External Management Arrangements*

At the end of the initial term and any five-year renewal term (if so renewed on mutual agreement) of the Management Agreement, there could be circumstances whereby the fees payable to the Manager under the Management Agreement to carry out its duties thereunder are in excess of those expenses that would be incurred by the REIT on an annual basis if management of the REIT was performed by individuals employed directly by the REIT rather than by the Manager under the Management Agreement but the Management Agreement may not be terminated by the REIT in accordance with the provisions of the agreement. Furthermore, there is a risk that, because of the term and termination provisions of the Management Agreement, the termination of such agreement may be uneconomical for the REIT and accordingly not in the best interest of the REIT.

There can be no assurance that the REIT will continue to have the benefit of the Manager's advisory services, including its executive officers, or that the Manager will continue to act as the property and asset manager of the REIT. If the Manager should cease for whatever reason to provide advisory services or be the property and asset manager of the REIT, the REIT may be unable to engage an asset manager and/or property manager on acceptable terms or the cost of obtaining substitute services, whether through an external manager or by internalizing its management, may be greater than the fees the REIT pays the Manager, and this may adversely impact the REIT's ability to meet its objectives and execute its strategy which could materially and adversely affect the REIT's cash flow, operating results and financial condition.

### *Competition*

The real estate market in Canada is highly competitive and fragmented and the REIT will compete for real property acquisitions with individuals, corporations, institutions (Canadian and foreign) and other entities which are seeking or may seek real property investments similar to those desired by the REIT in the same targeted geographical market. An increase in the availability of investment funds or an increase in interest in immovable property investments may increase competition for immovable property investments, thereby increasing purchase prices and reducing the yield on them.

Numerous other developers, managers and owners of properties will compete with the REIT in seeking tenants. Some of the properties owned by the REIT's competitors are better located or less leveraged than the properties owned by the REIT. Some of the REIT's competitors are better capitalized and stronger financially and hence better able to withstand an economic downturn. The existence of competition for tenants could have an adverse effect on the ability of the REIT to lease space in its properties and on the rents charged or concessions granted, and could adversely affect the revenues of the REIT and its ability to meet its obligations and make cash distributions to its unitholders.

Competition for acquisitions of real properties can be intense and some competitors may have the ability or inclination to acquire properties at a higher price or on terms less favourable than those that the REIT may be prepared to accept. An increase in the availability of investment funds, an increase in interest in real property investments or a decrease in interest rates may tend to increase competition for real property investments, thereby increasing purchase prices and reducing the yield on them.

### *Geographic Concentration*

The REIT expects that its portfolio of income-producing properties will be concentrated in Quebec, Atlantic Canada, and Ontario with selective expansion into Alberta and British Columbia. Consequently, the market value of the REIT's properties and the income generated from them could be negatively affected by changes in local and regional economic conditions. These factors may differ from those affecting the real estate markets in other regions. If real estate conditions in those areas decline relative to real estate conditions in other regions, the REIT's cash flows, operating results and financial condition may be more adversely affected than those of companies that have more geographically diversified portfolios of properties.

### *General Uninsured Losses*

The REIT carries comprehensive general liability, fire, flood, extended coverage and rental loss insurance with policy specifications, limits and deductibles customarily carried for similar properties. There are, however, certain types of risks, generally of a catastrophic nature, such as wars, terrorism or environmental contamination, which are either uninsurable or not insurable on an economically viable basis. The REIT has insurance for earthquake risks, subject to certain policy limits and deductibles, and will continue to carry such insurance if it is economical to do so. Should an uninsured or underinsured loss occur, the REIT could lose its investment in, and anticipated profits and cash flows from, one or more of its properties, but the REIT would continue to be obliged to repay any recourse mortgage indebtedness on such properties. Claims against the REIT, regardless of their merit or eventual outcome, may have a material adverse effect on the ability of the REIT to attract tenants or expand its business and will require management to devote time to matters unrelated to the operations of the business.

### *Access to Capital*

The real estate industry is highly capital intensive. The REIT will require access to capital to maintain its properties, as well as to fund its growth strategy and significant capital expenditures from time to time. There can be no assurance that the REIT will have access to sufficient capital or access to capital on terms favourable to the REIT for future property acquisitions, financing or refinancing of properties, funding operating expenses or other purposes. Further, the REIT may not be able to borrow funds due to the limitations set forth in the Declaration of Trust. In addition, global financial markets have experienced a sharp increase in volatility during recent years. This has been, in part, the result of the re-valuation of assets on the balance sheets of international financial institutions and related securities. This has contributed to a reduction in liquidity among financial institutions and has reduced the availability of credit to those institutions and to the issuers who borrow from them. It is possible that financing which the REIT may require in order to grow and expand its operations, upon the expiry of the term of financing, on refinancing any particular property owned by the REIT or otherwise, may not be available or, if it is available, may not be available on favourable terms to the REIT. Failure by the REIT to access required capital could adversely impact the REIT's financial condition and results of operations and decrease the amount of cash available for distribution. As well, the degree of leverage could affect the REIT's ability to obtain additional financing in the future.

### *Interest Rate Exposure*

The assets and liabilities of the REIT may have fixed and floating interest rate components resulting in an exposure to interest rate fluctuations. Fluctuations in interest rates will have an impact on the earnings of the REIT. As a result of increased interest rates, the REIT's financial results and condition or operating results could be materially adversely affected. To the extent that the REIT fails to adequately manage these risks, its financial results, and its ability to pay distributions to unitholders and interest payments under its mortgages and its revolving credit facility and future financings may be adversely affected. Increases in interest rates generally cause a decrease in demand for properties. Higher interest rates and more stringent borrowing requirements, whether mandated by law or required by banks, could have a material adverse effect on the REIT's ability to sell any of its properties in the future.

### *Environmental Matters*

As an owner of interests in real property in Canada, the REIT is subject to various Canadian federal, provincial and municipal laws relating to environmental matters.

Under these laws, the REIT could be held liable for the costs, which may be significant, of removal or remediation of certain hazardous substances, wastes or other regulated substances present in buildings or released or deposited on, in or under its properties or disposed of at other locations. The presence and migration of such substances and the failure to remove or remediate such substances, if any, could adversely affect the REIT's ability to sell its real estate or to borrow using real estate as collateral, and could potentially also result in civil claims for damages, statutory prosecutions, administrative orders or other proceedings against the REIT and in a reduction of property value. Environmental laws and regulations can change rapidly and the REIT may become subject to more stringent environmental laws and regulations in the future. Compliance with more stringent environmental laws and regulations could have an adverse effect on its business, financial condition or results of operations.

The REIT's operating policy is to obtain a Phase I environmental site assessment report ("ESA report"), conducted by an independent and experienced environmental consultant, prior to acquiring a property and to have Phase II environmental site assessment work completed where recommended in a Phase I ESA report. Although such environmental site assessments would provide the REIT with some level of assurance about the condition of property, the REIT may become subject to liability for undetected contamination or other environmental conditions at its properties against which the REIT cannot insure, or against which the REIT may elect not to insure, which could negatively impact the REIT's financial condition and results of operations and decrease the amount of cash available for distributions.

The REIT is not aware of any material non-compliance with environmental laws at its properties, and is not aware of any pending or threatened investigations or actions by environmental regulatory authorities or complaints by private parties in connection with its properties. The REIT intends to implement policies and procedures to assess, manage and monitor environmental conditions at its properties to manage exposure to



liability. The REIT intends to make the necessary capital and operating expenditures to comply with environmental laws and address any material environmental issues and such costs relating to environmental matters may have a material adverse effect on the REIT's business, financial condition or results of operation and decrease the amount of cash available for distribution.

### *Litigation Risk*

In the normal course of the REIT's operations, it may become involved in, named as a party to or the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions relating to personal injuries, property damage, property taxes, land rights, the environment and contract disputes. The outcome with respect to outstanding, pending or future proceedings cannot be predicted with certainty and may be determined adversely to the REIT and as a result, could have a material adverse effect on the REIT's assets, liabilities, business, financial condition and results of operations. Even if the REIT prevails in any such legal proceeding, the proceedings could be costly and time-consuming and would divert the attention of management and key personnel from the REIT's business operations, which could adversely affect its financial condition.

### *Potential Undisclosed Liabilities*

The REIT may acquire properties that are subject to existing liabilities, some of which may be unknown at the time of the acquisition or which the REIT may fail to uncover in its due diligence. Unknown liabilities might include liabilities for cleanup or remediation of undisclosed environmental conditions, claims by customers, vendors or other persons dealing with the vendor or predecessor entities (that have not been asserted or threatened to date), tax liabilities, and accrued but unpaid liabilities incurred in the ordinary course of business. While in some instances the REIT may have the right to seek reimbursement against an insurer or another third party for certain of these liabilities, the REIT may not have recourse to the vendor of the properties for any of these liabilities.

### *Indexation for Inflation and Duration of Lease Contracts*

The fixed rents in the lease contracts for the properties of the REIT do not normally provide for adjustments following a general change in prices. As a result, the REIT's revenues adjusted for inflation could be materially adversely affected from an unexpected rise in inflation. The lease contracts typically have terms of up to five years with an option to extend at the sole discretion of the tenant for two to three renewal periods of typically five years, which is shorter than contracts in other markets of where the REIT operates and its revenues might be less stable as a result of contracts that are not promptly renewed. If contracts are not renewed and if the REIT is unable to find new tenants, this could have a materially adverse effect on the business, operating results or financial condition of the REIT.

### *Limit on Activities*

In order to maintain its status as a "mutual fund trust" under the Income Tax Act (Canada), the REIT cannot carry on most active business activities and is limited in these types of investments it may make. The Declaration of Trust contains restrictions to this effect.

### *Volatile Market Price for Units*

The market price for Units may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the REIT's control, including the following: (i) actual or anticipated fluctuations in the REIT's quarterly results of operations; (ii) recommendations by securities research analysts; (iii) changes in the economic performance or market valuations of other issuers that investors deem comparable to the REIT; (iv) addition or departure of the REIT's executive officers and other key personnel; (v) release or expiration of lock-up or other transfer restrictions on outstanding Units; (vi) sales or perceived sales of additional Units; (vii) significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the REIT or its competitors; and (viii) news reports relating to trends, concerns, competitive developments, regulatory changes and other related issues in the REIT's industry or target markets.

Financial markets have, in recent years, experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of issuers and that have, in many cases, been unrelated to the operating performance, underlying asset values or prospects of such issuers. Accordingly, the market price of the REIT's securities may decline even if the REIT's operating results, underlying asset values, or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. As well, certain institutional investors may base their investment decisions on consideration of the REIT's environmental, governance and social practices and performance against such institutions' respective investment guidelines and criteria, and failure to meet such criteria may result in limited or no investment in the REIT's securities by those institutions, which could adversely affect the trading price of the REIT's securities. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil exist for a protracted period of time, the REIT's operations could be adversely impacted and the trading price of the REIT's securities may be adversely affected.

### *Cash Distributions Are Not Guaranteed*

The REIT does not have a fixed obligation to make payments to holders of Units and does not promise to return the initial purchase price of a Unit. There can be no assurance regarding the amount of income to be generated by the REIT's properties and future financial performance of

the REIT may not meet its future plans or budgets. Distributions made to holders of Units and holders of Class B LP Units, may exceed actual cash available to the REIT from time to time. Although the REIT intends to make cash distributions to unitholders, these cash distributions may be reduced or suspended. The ability of the REIT to make cash distributions and the actual amount distributed are entirely dependent on the operations and assets of the REIT and its subsidiaries, and are subject to various factors including financial performance, obligations under applicable credit facilities, the sustainability of income derived from anchor tenants and capital expenditure requirements. Cash available to the REIT to fund distributions may be limited from time to time because of such items as principal repayments, tenants' allowances, leasing commissions, capital expenditures and redemptions of Units, if any. The REIT may be required to use part of its debt capacity or to reduce distributions in order to accommodate such items. The market value of the Units will deteriorate if the REIT is unable to continue its distribution levels in the future, and that deterioration may be significant. In addition, the composition of cash distributions for tax purposes may change over time and may affect the after-tax return for investors.

### *Restrictions on Redemptions*

It is anticipated that the redemption right described in the latest annual information form of the REIT under "Description of the Trust and Description of the Units - Redemption Right" will not be the primary mechanism for unitholders to liquidate their investments. The entitlement of unitholders to receive cash upon the redemption of their Units is subject to the following limitations: (i) the total amount payable by the REIT in respect of such Units and all other Units tendered for redemption in the same calendar month must not exceed \$50,000 (provided that such limitation may be waived at the discretion of the trustees); (ii) at the time such Units are tendered for redemption, the outstanding Units must be listed for trading on a stock exchange or traded or quoted on another market which the trustees consider, in their sole discretion, provides fair market value prices for the Units; (iii) the trading of Units is not suspended or halted on any stock exchange on which the Units are listed (or, if not listed on a stock exchange, on any market on which the Units are quoted for trading) on the redemption date for more than five trading days during the 10 day trading period commencing immediately after the redemption date; and (iv) the redemption of all of the Units shall not result in the delisting of the Units from the principal stock exchange on which the Units are listed.

### *Subordination of the Units*

In the event of a bankruptcy, liquidation or reorganization of the REIT or any of its subsidiaries, holders of its indebtedness and its trade creditors will generally be entitled to payment of their claims from the assets of the REIT and its subsidiaries before any assets are made available for distribution to the REIT or its unitholders. The Units are subordinated to the debt and other obligations of the REIT and its subsidiaries. The REIT's subsidiaries generate all of the REIT's revenue available for distribution and hold substantially all of the REIT's operating assets.

### *Tax Related Risk Factors*

As of the date hereof, management of the REIT believes the REIT qualifies as a mutual fund trust for income tax purposes. If the REIT were not to so qualify, the consequences could be material and adverse.

The Income Tax Act (Canada) (the "Tax Act") contains rules applicable to "SIFT trusts" and "SIFT partnerships" (each as defined in the Tax Act) (the "SIFT Rules") which tax certain publicly traded or listed trusts in a manner similar to Canadian public corporations and treat certain distributions from such trusts as taxable dividends from a taxable Canadian corporation. The SIFT Rules are not applicable to a real estate investment trust that qualifies for the REIT Exception (the exclusion from the definition of "SIFT trust" in the Tax Act, for a trust qualifying as a "real estate investment trust" as defined in subsection 122.1(1) of the Tax Act).

The REIT Exception is comprised of a number of technical tests and the determination as to whether the REIT qualifies for the REIT Exception in any particular taxation year can only be made with certainty at the end of that taxation year. As of the date hereof, management of the REIT believes that the REIT has met the requirements of the REIT Exception from the time of its inception to the date hereof and will continue to meet such requirements throughout 2014 and future years. However, there can be no assurance that the REIT will be able to qualify for the REIT Exception such that the REIT and the unitholders will not be subject to the tax imposed by the SIFT Rules in 2014 or future years.

The likely effect of the SIFT Rules on the market for Units, and on the REIT's ability to finance future acquisitions through the issue of Units or other securities is unclear. If the SIFT Rules apply to the REIT, they may adversely affect the marketability of the Units, the amount of cash available for distributions and the after-tax return to investors.

### *Nature of Investment*

A holder of a Unit or a Class B LP Unit does not hold a share of a corporate body. Unitholders or holders of Class B LP Units do not have statutory rights normally associated with ownership of shares of a corporation including, for example, the right to bring "oppression" or "derivative" actions. The rights of holders of Units and Class B LP Units are based primarily on the Declaration of Trust and the limited partnership agreement of PRLP, respectively. There is no statute governing the affairs of the REIT or PRLP equivalent to the Business Corporations Act (Ontario) which sets out the rights and entitlements of shareholders of corporations in various circumstances. Neither the

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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Units nor the Class B LP Units are “deposits” within the meaning of the Canada Deposit Insurance Corporation Act, nor will they be insured under the provisions of that statute or any other legislation. Furthermore, the REIT is not a trust company and, accordingly, is not registered under any trust and loan company legislation as it does not carry on or intend to carry on the business of a trust company.

### *Unitholder Liability*

The Declaration of Trust provides that no holder of Units or annuitant or beneficiary of a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan or a deferred profit sharing plan, each as defined in the Income Tax Act (Canada), or of any plan of which a holder of Units acts as a trustee or a carrier (an “annuitant”) will be held to have any personal liability as such, and that no resort shall be had to, nor shall recourse or satisfaction be sought from, the private property of any holder of Units or annuitant for any liability whatsoever, whether constituting extracontractual or contractual liability or arising in tort, contract or otherwise, to any person in connection with the REIT property or the affairs of the REIT, including for satisfaction of any obligation or claim arising out of or in connection with any contract or obligation of the REIT or of the Trustees or any obligation which a holder of Units or annuitant would otherwise have to indemnify a Trustee for any personal liability incurred by the Trustee as such (“Trust Liability”). Only the assets of the REIT are intended to be liable and subject to levy or execution for satisfaction of such Trust Liability. Each holder of Units and annuitant will be entitled to be reimbursed out of the assets of the REIT in respect of any payment of such Trust Liability made by such holder of Units or annuitant.

The Declaration of Trust further provides that the Trustees shall cause the operations of the REIT to be conducted, with the advice of counsel, in such a way and in such jurisdictions as to avoid, to the extent they determine practicable and consistent with their fiduciary duty to act in the best interests of the holders of Units, any material risk of liability on the holders of Units for claims against the REIT, and shall, to the extent available on terms which they determine to be practicable, including the cost of premiums, cause the insurance carried by the REIT, to the extent applicable, to cover the holders of Units and annuitants as additional insured. Any written instrument creating an obligation which is or includes the granting by the REIT of a mortgage and, to the extent the Trustees determine it to be practicable and consistent with their fiduciary duties to act in the best interest of the holders of Units, any written instrument which is a material obligation, shall contain a provision that the obligation created is not personally binding upon the Trustees, the holders of Units or officers, employees or agents of the REIT, but that only property of the REIT or a specific portion thereof is bound. Except in case of bad faith or gross negligence on their part, no personal liability will attach under the laws of the Province of Ontario to unitholders or annuitants for contract claims under any written instrument disclaiming personal liability as aforesaid.

However, in conducting its affairs, the REIT will be acquiring immovable property investments, subject to existing contractual obligations, including obligations under hypothecs, mortgages and leases. The Trustees will use commercially reasonable efforts to have any such obligations, other than leases, modified so as not to have such obligations binding upon any of the unitholders or annuitants personally. However, the REIT may not be able to obtain such modification in all cases. If a claim is not satisfied by the REIT, there is a risk that a unitholder or annuitant will be held personally liable for the performance of the obligations of the REIT where the liability is not disavowed as described above. The possibility of any personal liability attaching to unitholders or annuitants under the laws of the Province of Ontario for contract claims where the liability is not so disavowed is remote.

### *Liability of Holders of Class B LP Units*

Holders of Class B LP Units may lose their limited liability in certain circumstances, including by taking part in the control or management of the business of PRLP. The principles of law in the various jurisdictions of Canada recognizing the limited liability of the limited partners of limited partnerships subsisting under the laws of one province but carrying on business in another province have not been authoritatively established. If limited liability is lost, there is a risk that holders of Class B LP Units may be liable beyond their contribution of capital and share of undistributed net income of PRLP in the event of judgment on a claim in an amount exceeding the sum of the net assets of PRGP and the net assets of PRLP. Holders of Class B LP Units remain liable to return to PRLP for such part of any amount distributed to them as may be necessary to restore the capital of PRLP to the amount existing before such distribution if, as a result of any such distribution, the capital of PRLP is reduced and PRLP is unable to pay its debts as they become due.

### *Dilution*

The number of Units the REIT is authorized to issue is unlimited. The REIT may, in its sole discretion, issue additional Units from time to time. Any issuance of Units, including Units issued in consideration for properties acquired by the REIT and grants under the long-term incentive plan, will have a dilutive effect on existing unitholders.

### *Change of Tax Laws*

There can be no assurance that Canadian tax laws, the judicial interpretation thereof, the terms of any income tax treaty applicable to the REIT or its affiliates or the administrative and assessing practices and policies of the Canada Revenue Agency or the Minister of Finance (Canada) will not change in a manner that adversely affects the REIT, its affiliates or unitholders. Any such change could affect the REIT's eligibility for the

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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REIT Exception, increase the amount of tax payable by the REIT or its affiliates, or otherwise adversely affect unitholders by reducing the amount available to pay distributions or changing the tax treatment applicable to unitholders in respect of such distributions.

### CRITICAL ACCOUNTING ESTIMATES

In the process of applying the REIT's accounting policies, management has made the following estimates and assumptions which have the most significant effect on the amounts recognized in the financial statements:

- (i) Valuation of investment properties – Investment properties are presented at fair value at the reporting date. Currently, any change in fair value is determined by using valuations from independent property appraisers, each in accordance with recognized valuation techniques. The techniques used comprise of the discounted cash flow and direct capitalization methods of valuation and includes estimating, among other things, capitalization rates and future net operating income and discount rates and future cash flows applicable to investment properties, respectively.
- (ii) Fair value of financial instruments – Where the fair value of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active markets, they are determined using valuation techniques included the discounted cash flow model. Inputs to these models are taken from observable markets where possible, but where this is not feasible a degree of judgment is required establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported value of financial instruments.

### FUTURE CHANGES IN ACCOUNTING POLICIES

The future changes in accounting policies and future applicable accounting standards are discussed in the REIT's condensed consolidated interim financial statements for the nine month period ended September 30, 2014 and the notes contained therein.

### RELATED PARTY TRANSACTIONS

The REIT engaged the Manager to perform certain services as outlined under the Management Agreement. The Manager is controlled by the President and Chief Executive Officer and Chief Financial Officer of the REIT.

The total amount due to the Manager at September 30, 2014 was \$87.

In connection with the services provided by the Manager under the Management Agreement, the following amounts will be payable to the Manager, in cash:

- (a) an annual advisory fee payable quarterly, equal to 0.25% of the Adjusted Cost Base of REIT's assets, prorated to take into account any acquisitions or dispositions during any monthly period, where "Adjusted Cost Base" means the book value of the assets of the REIT, as shown on its most recent consolidated balance sheet, plus the amount of accumulated depreciation and amortization shown thereon, less cash raised by REIT in equity issues which is not yet invested in properties or other assets.

For the three and nine month periods ended September 30, 2014, the costs of these services amounted to \$38 and \$113 respectively (three and ten month periods ended September 30, 2013 – \$11 and \$23 respectively).

- (b) an acquisition fee equal to (i) 1.00% of the purchase price paid by the REIT for the purchase of a property, on the first \$100,000 of properties acquired in each fiscal year; (ii) 0.75% of the purchase price paid by the REIT for the purchase price of a property on the next \$100,000 of properties acquired in each fiscal year, and (iii) 0.50% of the purchase price paid by the REIT for the purchase of a property, on properties in excess of \$200,000 acquired in each fiscal year.

For the three and nine month periods ended September 30, 2014, the costs of these services amounted to \$Nil (three and ten month periods ended September 30, 2013 – \$Nil and \$179 respectively).

- (c) a property management fee equal to the then applicable market rate for property management services when such services are not otherwise delegated or subcontracted to third parties.

For the three and nine month periods ended September 30, 2014, the costs of these services amounted to \$Nil (three ten month periods ended September 30, 2013 – \$6).

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**SUMMARY OF QUARTERLY RESULTS**

	<b>3 Months Ended Sept 30 2014</b>	3 Months Ended June 30 2014	3 Months Ended Mar 31 2014	3 Months Ended Dec 31 2013	3 Months Ended Sep 30 2013	3 Months Ended Jun 30 2013	4 Months Ended Mar 31 2013
<i>(CAD \$ thousands except unit, per unit amounts and as otherwise stated)</i>							
Property revenue	\$ 1,877	\$ 2,011	\$ 1,872	\$ 687	\$ 472	\$ 389	\$ 80
Property operating expenses	668	821	702	178	171	140	13
<b>Net operating income (NOI)</b>	<b>1,209</b>	<b>1,190</b>	<b>1,170</b>	<b>509</b>	<b>301</b>	<b>249</b>	<b>67</b>
General and administrative expenses	124	113	89	95	15	94	50
Long-term incentive plan expense	127	97	92	58	58	58	10
Depreciation of property and equipment	6	6	6	6	6	5	1
Interest and financing costs	550	546	532	299	264	185	20
Distributions – Class B LP Units	175	176	175	66	-	-	-
Fair value adjustment – Class B LP Units	167	334	(1,002)	(176)	(302)	(529)	1,692
Fair value adjustment - investment properties	51	69	44	(5,253)	(533)	15	(36)
Write-off of deferred acquisition costs	-	3	-	92	319	-	-
<b>Net comprehensive income (loss)</b>	<b>\$ 9</b>	<b>\$ (154)</b>	<b>\$ 1,234</b>	<b>\$ 5,322</b>	<b>\$ 474</b>	<b>\$ 421</b>	<b>\$ (1,670)</b>
<b>Debt to Gross Book Value</b>	<b>44.15%</b>	<b>58.80%</b>	<b>58.53%</b>	<b>58.90%</b>	<b>62.08%</b>	<b>63.33%</b>	<b>42.98%</b>
<b>FFO</b>	<b>\$ 408</b>	<b>\$ 431</b>	<b>\$ 457</b>	<b>\$ (35)</b>	<b>\$ (355)</b>	<b>\$ (88)</b>	<b>\$ (13)</b>
<b>AFFO</b>	<b>\$ 575</b>	<b>\$ 576</b>	<b>\$ 601</b>	<b>\$ 136</b>	<b>\$ 29</b>	<b>\$ (21)</b>	<b>\$ (3)</b>
<b>Basic FFO per unit <sup>(1) (2)</sup></b>	<b>\$ 0.0385</b>	<b>\$ 0.0411</b>	<b>\$ 0.0436</b>	<b>\$(0.0062)</b>	<b>\$(0.1232)</b>	<b>\$(0.0305)</b>	<b>\$(0.0075)</b>
<b>Diluted FFO per unit <sup>(1) (2)</sup></b>	<b>\$ 0.0374</b>	<b>\$ 0.0398</b>	<b>\$ 0.0426</b>	<b>\$(0.0062)</b>	<b>\$(0.1232)</b>	<b>\$(0.0305)</b>	<b>\$(0.0075)</b>
<b>Basic AFFO per unit <sup>(1) (2)</sup></b>	<b>\$ 0.0542</b>	<b>\$ 0.0549</b>	<b>\$ 0.0574</b>	<b>\$ 0.0242</b>	<b>\$ 0.0101</b>	<b>\$(0.0073)</b>	<b>\$(0.0018)</b>
<b>Diluted AFFO per unit <sup>(1) (2)</sup></b>	<b>\$ 0.0527</b>	<b>\$ 0.0531</b>	<b>\$ 0.0561</b>	<b>\$ 0.0235</b>	<b>\$ 0.0096</b>	<b>\$(0.0073)</b>	<b>\$(0.0018)</b>
<b>AFFO payout ratio – Basic <sup>(3)</sup></b>	<b>96.8%</b>	<b>95.7%</b>	<b>91.4%</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
<b>AFFO payout ratio – Diluted <sup>(3)</sup></b>	<b>99.6%</b>	<b>98.8%</b>	<b>93.6%</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
Number of commercial properties	<b>9</b>	<b>9</b>	<b>9</b>	<b>9</b>	<b>4</b>	<b>4</b>	<b>2</b>
Gross leasable area (square feet)	<b>396,737</b>	<b>396,737</b>	<b>396,737</b>	<b>396,737</b>	<b>57,548</b>	<b>57,548</b>	<b>31,786</b>
Occupancy rate	<b>89.5%</b>	<b>89.5%</b>	<b>89.5%</b>	<b>89.5%</b>	<b>91.2 %</b>	<b>91.2 %</b>	<b>84.1 %</b>
Weighted average lease term to maturity (years)	<b>6.8</b>	<b>7.2</b>	<b>6.7</b>	<b>6.9</b>	<b>10.8</b>	<b>11.0</b>	<b>12.1</b>

(1) FFO and AFFO per unit is calculated as FFO or AFFO, as the case may be, divided by the total of the weighted number of basic or diluted Units, added to the weighted average number of Class B LP Units outstanding during the period.

(2) All per unit calculations include the proration of 11,459,000 incremental Units of the \$26.4 million gross equity proceeds that was completed on September 30, 2014 (see "Summary of Significant Events" section).

(3) The REITs first cash distribution declared was for the period of November 26, 2013 to December 31, 2013.

	3 Months Ended Nov 30 2012
<i>(CAD \$ thousands except per share amounts and as otherwise stated)</i>	
Property revenue	\$ -
Property operating expense	-
General and administrative expenses	96
Net comprehensive loss	\$ (96)
Basic and diluted loss per common share <sup>(1)</sup>	\$ (0.02)
Number of commercial properties	-

(1) See "REIT Overview" section