



**PRO REAL ESTATE INVESTMENT TRUST**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2017**

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**PRO REAL ESTATE INVESTMENT TRUST**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

*CAD \$ thousands*

	Note	December 31 2017	December 31 2016
<b>Assets</b>			
<b>Non-current assets</b>			
Investment properties	6,7	\$ 356,055	\$ 251,503
Property and equipment	8	145	140
		<b>356,200</b>	<b>251,643</b>
<b>Current assets</b>			
Deferred acquisition costs		349	-
Receivables and other	9	5,601	4,296
Cash		3,744	2,056
		<b>9,694</b>	<b>6,352</b>
<b>TOTAL ASSETS</b>		<b>\$ 365,894</b>	<b>\$ 257,995</b>
<b>Liabilities and unitholders' equity</b>			
<b>Non-current liabilities</b>			
Debt	10	191,233	135,828
Class B LP Units	11	15,640	7,302
Long-term incentive plan	12	3,069	1,908
Warrants	13	-	34
		<b>209,942</b>	<b>145,072</b>
<b>Current liabilities</b>			
Credit facility	14	11,356	8,960
Debt	10	22,951	5,468
Accounts payable and other liabilities	15	5,867	3,382
Distributions payable		1,072	829
		<b>41,246</b>	<b>18,639</b>
<b>Total liabilities</b>		<b>251,188</b>	<b>163,711</b>
<b>Unitholders' Equity</b>		<b>114,706</b>	<b>94,284</b>
<b>TOTAL LIABILITIES AND UNITHOLDERS' EQUITY</b>		<b>\$ 365,894</b>	<b>\$ 257,995</b>

Approved by the Board

"signed"  
 \_\_\_\_\_  
 James W. Beckerleg  
 Trustee

"signed"  
 \_\_\_\_\_  
 Gérard A. Limoges, CM, FCPA, FCA, Adm.A.  
 Trustee

**PRO REAL ESTATE INVESTMENT TRUST**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

*CAD \$ thousands*

	Note	Year Ended December 31 2017	Year Ended December 31 2016
Property revenue	17,18	\$ 29,639	\$ 22,963
Property operating expenses	18,19	11,373	8,858
<b>Net operating income</b>		<b>18,266</b>	<b>14,105</b>
General and administrative expenses	19	1,237	888
Long-term incentive plan expense	12	1,161	978
Depreciation of property and equipment	8	45	40
Interest and financing costs	19	6,757	5,797
Distributions - Class B LP Units	11	1,035	744
Fair value adjustment - Class B LP Units	11	750	1,018
Fair value adjustment - investment properties	7	(2,740)	(2,978)
Settlement of expired Warrants	13	(34)	-
Debt settlement costs		-	949
<b>Net comprehensive income</b>		<b>\$ 10,055</b>	<b>\$ 6,669</b>

*See accompanying notes to the consolidated financial statements*

**PRO REAL ESTATE INVESTMENT TRUST**  
**CONSOLIDATED STATEMENTS OF CHANGES IN UNITHOLDERS' EQUITY**

*CAD \$ thousands except per unit and per unit amounts*

	Note	Number of Units	Units issued	Cumulative distributions	Retained earnings	Total
<b>Balance, January 1, 2017</b>		<b>43,931,990</b>	<b>\$ 87,695</b>	<b>\$ (14,909)</b>	<b>\$ 21,498</b>	<b>\$ 94,284</b>
Net comprehensive income		-	-	-	10,055	10,055
Transactions with Unitholders:						
Distributions declared - \$0.2100 per Unit				(10,517)	-	(10,517)
Issuance of Units, net of issue costs of \$2,639		9,687,100	19,157	-	-	19,157
Issuance of Units - distribution reinvestment plan	16	598,126	1,273	-	-	1,273
Cancellation of Units - normal course issuer bid	16	(34,000)	(71)	-	-	(71)
Exchange of Class B LP Units for REIT Units	16	250,000	525	-	-	525
<b>Balance, December 31, 2017</b>		<b>54,433,216</b>	<b>\$ 108,579</b>	<b>\$ (25,426)</b>	<b>\$ 31,553</b>	<b>\$ 114,706</b>

		Number of Units	Units issued	Cumulative distributions	Retained earnings	Total
<b>Balance, January 1, 2016</b>		<b>30,481,617</b>	<b>\$ 60,344</b>	<b>\$ (7,773)</b>	<b>\$ 14,829</b>	<b>\$ 67,400</b>
Net comprehensive income		-	-	-	6,669	6,669
Transactions with Unitholders:						
Distributions declared - \$0.2100 per Unit				(7,136)	-	(7,136)
Issuance of Units, net of issue costs of \$2,786		12,880,000	26,194	-	-	26,194
Conversion of Deferred Units to REIT Units		41,975	92	-	-	92
Issuance of Units - distribution reinvestment plan		400,731	777	-	-	777
Cancellation of Units - normal course issuer bid		(39,000)	(72)	-	-	(72)
Exchange of Class B LP Units for REIT Units		166,667	360	-	-	360
<b>Balance, December 31, 2016</b>		<b>43,931,990</b>	<b>\$ 87,695</b>	<b>\$ (14,909)</b>	<b>\$ 21,498</b>	<b>\$ 94,284</b>

*See accompanying notes to the consolidated financial statements*

**PRO REAL ESTATE INVESTMENT TRUST**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

CAD \$ thousands

	Note	Year Ended December 31 2017	Year Ended December 31 2016
Cash provided from (used in):			
Operating activities			
Net comprehensive income		\$ 10,055	\$ 6,669
Items not affecting cash:			
Depreciation of property and equipment	8	45	40
Amortization of financing costs	19	714	722
Amortization of tenant inducements		95	-
Long-term incentive plan expense	12	1,161	978
Straight-line rent	7	(507)	(260)
Settlement of expired Warrants		(34)	-
Fair value adjustment - Class B LP Units	11	750	1,018
Fair value adjustment - investment properties	7	(2,740)	(2,978)
Changes in non-cash working capital	20	(486)	(2,621)
<b>Net cash provided from operating activities</b>		<b>9,053</b>	<b>3,568</b>
Financing activities			
Proceeds of issuance of Units, net of issue costs		19,157	26,194
Repayment of debt		(6,222)	(27,820)
Increase in debt		73,100	55,280
Increase in credit facility		13,850	4,395
Repayment of credit facility		(11,350)	(4,271)
Financing costs		(1,389)	(880)
Distributions paid on Units		(9,244)	(6,359)
Cancellation of Units - normal course issuer bid		(71)	(72)
<b>Net cash provided from financing activities</b>		<b>77,831</b>	<b>46,467</b>
Investing activities			
Acquisition of investment properties	6	(88,366)	(44,847)
Additions to investment properties	7	(5,393)	(3,923)
Net proceeds on disposal of investment property		9,835	542
Leasing commissions	7	(873)	(422)
Acquisition of property and equipment	8	(50)	(106)
Deferred acquisition costs		(349)	-
<b>Net cash used in investing activities</b>		<b>(85,196)</b>	<b>(48,756)</b>
Change in cash during the year		1,688	1,279
Cash, beginning of year		2,056	777
<b>Cash, end of year</b>		<b>\$ 3,744</b>	<b>\$ 2,056</b>

Supplemental cash flow information

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See accompanying notes to the consolidated financial statements

**PRO REAL ESTATE INVESTMENT TRUST**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2017**

*CAD \$ thousands except per unit and per unit amounts*

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**1. Nature of operations**

PRO Real Estate Investment Trust (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.

The REIT's Units are listed on the TSX Venture Exchange (the "TSXV") under the symbol PRV.UN. The principal, registered and head office of the REIT is located at 2000 Mansfield Street, Suite 920, Montréal, Quebec, H3A 2Z6.

**2. Basis of presentation**

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and International Financing Reporting Interpretations Committee ("IFRIC").

The consolidated financial statements have been prepared on a historical cost basis with the exception of investment properties, Class B LP Units and Units under the long-term incentive plan, which are measured at fair value.

The REIT's reporting and functional currency is Canadian dollars.

These consolidated financial statements include the financial statements of the REIT and its subsidiaries, including joint operations and partnerships over which the REIT has control.

(i) Subsidiaries and partnerships over which the REIT has control:

Control is present when the REIT has all the following:

- (a) power over the investee;
- (b) exposure, or rights, to variable returns from its involvement with the investee; and
- (c) the ability to use its power over the investee to affect the amount of its returns (the power, directly or indirectly, to control the financial and operational policies of the controlled entity).

(ii) Joint operations:

A joint operation is a type of joint arrangement whereby the parties that have joint control of the arrangement have the rights to the assets and the obligations for the liabilities relating to the arrangement. The REIT records only its share of assets, liabilities and share of the results of the joint operation. The assets, liabilities and results of the joint operation are included within the respective line items of the consolidated statements of financial position and consolidated statements of comprehensive income.

On consolidation, all inter-entity transactions and balances have been eliminated.

These consolidated financial statements were authorized for issuance by the Board of Trustees of the REIT on March 28, 2018.

**3. Summary of significant accounting policies**

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all periods presented, unless otherwise stated.

*Property acquisitions and business combinations*

Where property is acquired, management considers the substance of the assets and activities acquired in determining whether the acquisition represents the acquisition of a business. The basis of the judgment is set out in Note 4.

Where such acquisitions are not judged to be an acquisition of a business, they are treated as asset acquisitions. The cost to acquire the property is allocated between the identifiable assets and liabilities acquired based on their relative fair values at the acquisition date, and no goodwill arises.

Where acquisitions are judged to be businesses, they are accounted for using the acquisition method. The acquisition is recognized at the aggregate of the consideration transferred, measured on the acquisition date at fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the REIT measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs are expensed in the statement of comprehensive income.

When the REIT acquires a business, it makes an assessment of the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. If the business combination is achieved in stages, the acquisition date fair value of the REIT's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date through the statement of comprehensive income. Any contingent consideration to be transferred by the REIT will be recognized as a liability at fair value at the acquisition date. Subsequent changes to the fair value of any contingent consideration are recognized in the statement of comprehensive income.



**PRO REAL ESTATE INVESTMENT TRUST**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2017**

*CAD \$ thousands except per unit and per unit amounts*

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**3. Summary of significant accounting policies (continued)**

*Investment properties*

Property is determined to be an investment property when it is principally held to earn rental income or capital appreciation or both. It includes land, buildings, leasehold improvements and direct leasing costs. The REIT applies IAS 40 – Investment Property, and has chosen the fair value method of presenting its investment properties in the consolidated financial statements.

Investment property is measured initially at cost including transaction costs. Transaction costs include expenses such as transfer taxes, professional fees for legal services and initial leasing commissions to bring the property to the condition necessary for it to be capable of operating. Subsequent to initial recognition, investment property is carried at fair value. Gains or losses arising from changes in fair value are included in the statement of comprehensive income during the period in which they arise.

The REIT measures fair value in accordance with IFRS 13, Fair Value measurement. Fair value is the estimated price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The fair value of investment properties shall reflect market conditions at the end of the reporting period. Fair value is time-specific as of a given date. As market conditions could change, the amounts presented as fair value could be incorrect or inadequate at another date. The fair value of investment properties is based on valuation methods performed by management and third-party appraisers who are members of the Appraisal Institute of Canada.

Payments to tenants under lease obligations are included in the carrying cost of the investment properties. Payments that are determined to primarily benefit the tenant are treated as tenant inducements and are amortized as a reduction of rental revenue on a straight line basis over the term of the lease.

*Property and equipment*

Property and equipment is carried at historical cost less accumulated depreciation and impairment. Historical cost includes expenditures that are directly attributable to the acquisition of the assets.

The REIT allocates the amount initially recognized in respect of an item of property and equipment to its significant parts and depreciates each part separately.

Depreciation of property and equipment is provided over the remaining useful lives of the assets using the declining balance method for furniture and fixtures and computer equipment and on the straight-line method for leasehold improvements as follows:

- Furniture and fixtures – 20%
- Computer equipment – 30%
- Leasehold improvements – over the term of the lease

Depreciation is determined with reference to the asset's cost, estimated useful life and residual value. Subsequent costs are included in the assets carrying amount or recognized as a separate asset, as appropriate and depreciated over their expected useful life. The asset's residual values, depreciation method and useful lives are reviewed annually and adjusted if appropriate. Assets are tested for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment is assessed by comparing the carrying amount of an asset to its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use (being the present value of the expected future cash flows of the relevant asset). An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

*Cash*

Cash includes balances with banks and funds held in trust.

*Deferred acquisition costs*

Deferred acquisition costs include transaction costs directly attributable to asset acquisition of investment properties, where it is probable that the acquisition will be completed.

*Financial instruments*

Non-derivative financial instruments are recognized when the REIT becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the REIT has transferred substantially all risks and rewards of ownership. Non-derivative financial instruments are recognized initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs.

At initial recognition, all financial instruments are measured at fair value and are classified as one of the following:

*Financial assets at fair value through profit or loss*

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value and changes therein, are recognized in comprehensive income. The REIT had no assets in this category.

*Loans and receivables*

Loans and receivables are subsequently measured at amortized cost using the effective interest method, less any impairment losses, with interest recognized on an effective yield basis. Assets in this category include cash and accounts receivable.

**PRO REAL ESTATE INVESTMENT TRUST**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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*CAD \$ thousands except per unit and per unit amounts*

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**3. Summary of significant accounting policies (continued)**

*Financial liabilities at fair value through profit or loss*

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value and changes therein, are recognized in comprehensive income. Liabilities in this category include Class B LP Units and Units under the long-term incentive plan.

*Other financial liabilities*

Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Liabilities in this category include accounts payable and other liabilities, credit facility, distributions payable and debt.

The REIT assesses at the end of each reporting period whether there is objective evidence that a financial asset measured at amortized cost is impaired. A financial asset is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset and that loss event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

Transaction costs that are directly attributable to the acquisition or issuance of financial assets or liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are accounted for as part of the respective asset's or liability's carrying value at inception. Transaction costs related to financial instruments measured at amortized cost are amortized using the effective interest rate over the anticipated life of the related instrument.

Debt is initially recognized at fair value less directly attributable transaction costs. After initial recognition, debt is measured at amortized cost using the effective interest rate ("EIR") method. Gains and losses are recognized in the statement of comprehensive income when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR calculation. The amortization is included in interest and financing costs in the statement of comprehensive income.

Financial assets are derecognized when the contractual rights to the cash flows from financial assets expire or have been transferred.

All derivative instruments, including embedded derivatives, are recorded in the consolidated financial statements at fair value, except for embedded derivatives exempted from derivative accounting treatment.

*Fair Value Hierarchy*

The REIT classifies financial instruments recognized at fair value in accordance with a fair value hierarchy that prioritizes the inputs to the valuation technique used to measure fair value as per IFRS 7 – Financial Instruments: Disclosures. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 ("L1") – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 ("L2") – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3 ("L3") – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

*Unitholders' equity*

The REIT's Units are redeemable at the option of the holder and, therefore, are considered puttable instruments. Puttable instruments are required to be accounted for as financial liabilities in accordance with IAS 32: Financial Instruments: presentation. In accordance with IAS 32, puttable instruments are to be presented as equity when certain conditions, called the "Puttable Instrument Exemption", are met.

To be presented as equity, the Units must meet all of the following conditions required by the Puttable Instrument Exemption: (i) it must entitle the holder to a pro-rata share of the REIT's net assets in the event of the REIT's dissolution; (ii) it must be in the class of instruments that is subordinate to all other instruments; (iii) all instruments in the class in (ii) must have identical features; (iv) other than the redemption feature, the Units may contain no other contractual obligations that meet the definition of a liability; and (v) the expected cash flows for the Units must be based substantially on the profit or loss of the REIT or change in fair value of the Units.

The Units meet the Puttable Instrument Exemption and are classified and accounted for as equity in the statement of financial position. Distributions on Units, if any, are deducted from unitholders' equity.

*Payment of distributions*

The determination to declare and make payable distributions from the REIT is at the sole discretion of the Board of Trustees of the REIT, and until declared payable by the Board of Trustees of the REIT, the REIT has no contractual requirement to pay cash distributions to unitholders of the REIT or holders of Class B LP Units.

**PRO REAL ESTATE INVESTMENT TRUST**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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*CAD \$ thousands except per unit and per unit amounts*

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**3. Summary of significant accounting policies (continued)**

*Class B LP Units*

The Class B LP Units issued by one of the REIT's limited partnerships under control, are classified as "financial liabilities", as they are exchangeable into Units of the REIT on a one-for-one basis at any time at the option of the holder. Class B LP Units are measured at fair value and presented as part of non-current liabilities in the statement of financial position, with changes in fair value recorded in the statement of comprehensive income. The fair value of the Class B LP Units is determined with reference to the market price of Units on the date of measurement. Distributions on Class B LP Units are recognized in the statement of comprehensive income when declared.

*Long-term incentive plan*

The REIT has adopted a long-term incentive plan which provides for the grant of deferred units ("DU") and restricted units ("RU") of the REIT to directors, employees, trustees and consultants of the REIT and its subsidiaries. The RUs and DUs are considered to be financial liabilities in the statement of financial position because there is a contractual obligation for the REIT to deliver Units upon conversion of the RUs and DUs. As a result of this obligation, the RUs and DUs are exchangeable into a liability as the Units are a liability by definition in accordance with IAS 32 and the Puttable Instrument Exemption does not apply to IFRS 2 – share-based payment ("IFRS 2"). In accordance with IAS 32, the long-term incentive plan is presented as a liability and is measured at fair value in the statement of financial position in accordance with IAS 39 Financial Instruments: Recognition and Measurement. Fair market value is determined with reference to observable market price of the REIT's Units.

The compensation expense relating to the long-term incentive plan is recognized over the vesting period based on the fair value of the Units at the end of each reporting period and includes additional compensation expense relating to additional DUs and RUs issued as a result of distributions on the underlying Units. Once vested, the liability is remeasured at the end of each reporting period and at the date of settlement, with any fair value adjustment recognized in the statement of comprehensive income for the period. Distributions declared on vested DUs and RUs are also recorded in the statement of comprehensive income.

*Cancellation of Units under the normal course issuer bid*

In the event the REIT repurchases its own Units under the normal course issuer bid ("NCIB"), those Units are deducted from unitholders' equity and the associated Units are cancelled. No gain or loss is recognized and the consideration paid, including any directly attributable incremental costs, is recognized in unitholders' equity.

*Provisions*

A provision is a liability of uncertain timing or amount. Provisions are recognized when the REIT has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a discount rate that reflects current market assessments of the time value of money and risks specific to the obligation. Provisions are re-measured at each financial reporting date using the current discount rate. The amount recognized as provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date.

*Revenue recognition*

The total amount of contractual rent to be received from operating leases is recognized on a straight-line basis over the term of the lease; straight-line rent receivable, which is included in the carrying amount of the investment property, is recorded for the difference between the rental revenue recorded and the contractual amount received. Contingent rental income or percentage rents are recognized when the required level of sales has been achieved. Lease cancellation fees are recognized as revenue when the tenant foregoes the rights and obligations from the use of the space. Lease incentives are recognized on a straight-line basis over the term of the lease, even if the payments are not made on such a basis.

Recoveries from tenants for taxes, insurance and other operating expenses are recognized as service charge income in the period in which the applicable costs are incurred. Services charges and other such receipts are included gross of the related costs in property income, as management considers that the REIT acts as principal in this respect. Recoveries for repair and maintenance costs capitalized with investment property are recognized on a straight-line basis over the expected life of the items. Parking and other incidental revenues are recognized when the services are provided.

*Joint operations*

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets and obligations for the liabilities, relating to the arrangement. Those parties are called joint operations. The consolidated financial statements include the REIT's proportionate share of the joint operations' assets, liabilities, revenue and expenses on a line by line basis, from the date that the joint control commences until the date that joint control ceases.

*Income and capital taxes*

The REIT currently qualifies as a "mutual fund trust" for income tax purposes. The REIT expects to distribute or designate all of its taxable income to unitholders and is entitled to deduct such distributions for income tax purposes. Accordingly, except for the REIT's subsidiaries, no provision for income taxes payable is required.

**3. Summary of significant accounting policies (continued)**

*Income and capital taxes (continued)*

The legislation relating to the federal income taxation of a specified investment flow through ("SIFT") trust or partnership was enacted on June 22, 2007. Under the SIFT rules, certain distributions from a SIFT will not be deductible in computing the SIFT's taxable income, and the SIFT will be subject to tax on such distributions at a rate that is substantially equivalent to the general tax rate applicable to Canadian corporations. However, distributions paid by a SIFT as returns of capital should generally not be subject to the tax. Under the SIFT rules, the new taxation regime will not apply to a real estate investment trust that meets prescribed conditions relating to the nature of its assets and revenue (the "REIT Conditions"). The REIT has reviewed the SIFT rules and has assessed their interpretation and application to the REIT's assets and income. While there are uncertainties in the interpretation and application of the SIFT rules, the REIT believes that it meets the REIT Conditions.

However, certain of the REIT's subsidiaries are incorporated companies. For these companies, the REIT follows the tax liability method for determining income taxes. Under this method, deferred income taxes assets and liabilities are determined according to differences between the carrying amounts and tax bases of specific assets and liabilities. Deferred tax assets and liabilities are measured based on enacted or substantively enacted tax rates and laws at the date of the consolidated financial statements for the years in which these temporary differences are expected to reverse. Adjustments to these balances are recognized in the statement of comprehensive income as they occur. It was determined that no current or deferred income tax provisions were required for the periods presented in these consolidated financial statements.

**4. Significant accounting judgments, estimates and assumptions**

The preparation of the REIT's consolidated financial statements requires management to make critical judgments, estimates and assumptions that affect the reported amounts of income, expenses, assets and liabilities and the disclosure of contingent liabilities, at the date of the consolidated financial statements. The critical estimates and judgments utilized in preparing the REIT's consolidated financial statements affect the assessment of net recoverable amounts, net realizable values and fair values, depreciation and amortization rates and useful lives, determination of the degree of control that exists in determining the corresponding accounting basis and the selection of accounting policies. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities in future periods.

*Judgments*

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

- (i) Business combinations and asset acquisitions – The REIT, in general, acquires investment properties as asset acquisitions but at the time of the acquisition also considers whether the acquisition represents the acquisition of a business. The REIT accounts for an acquisition as a business combination where an integrated set of activities is acquired in addition to the investment property. Consideration is made of the extent to which significant processes are acquired and, in particular, the extent of ancillary services provided by the subsidiary (e.g., maintenance, cleaning, security, bookkeeping, etc.). The significance of any process is judged with reference to the guidance in IAS 40 about ancillary services.
- (ii) Impairment of assets – Long-lived assets, which include property and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment is assessed by comparing the carrying amount of an asset with the expected future net discounted cash flows from its use together with its residual value. If such assets are considered to be impaired, the impairment to be recognized is measured as the amount by which the carrying amount of the assets exceeds their fair value.
- (iii) Leases – The REIT uses judgment in determining whether certain leases, in particular those tenant leases with long contractual terms where the lessee is the sole tenant, are operating or finance leases. The REIT has determined that all of its leases are operating leases.
- (iv) Income taxes – Under current tax legislation, a real estate investment trust is not liable to pay Canadian income taxes provided that its taxable income is fully distributed to unitholders during the year. The REIT is a real estate investment trust if it meets the REIT Conditions. The REIT has reviewed the REIT Conditions and has assessed their interpretation and application to the REITs assets and revenue, and it has determined that it qualifies as a real estate investment trust.

The REIT expects to qualify as a real estate investment trust under the Income Tax Act (Canada); however, should it no longer qualify it would not be able to flow through its taxable income to unitholders and the REIT would, therefore, be subject to tax.

- (v) Joint arrangements – The REIT makes judgments in determining whether a joint arrangement structured through a separate vehicle is a joint operation by assessing the legal form of the separate vehicle, including the determination on whether the REIT's interest represents an interest in the assets and liabilities (joint operation) or in its net assets (a joint venture).

**PRO REAL ESTATE INVESTMENT TRUST**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
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*CAD \$ thousands except per unit and per unit amounts*

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**4. Significant accounting judgments, estimates and assumptions (continued)**

*Estimates and assumptions*

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 consolidated 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 management and by independent real estate valuation experts using recognized valuation techniques. The techniques used by management and by independent real estate valuation experts 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 including 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 in 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 fair value of consolidated financial instruments.

**5. Future applicable accounting standards**

*Accounting standards issued but not yet applied*

The IASB and the IFRIC have issued a number of standards and interpretations with an effective date after the date of these consolidated financial statements. Set out below are only those standards that may have a material impact on the consolidated financial statements in future periods.

- (i) IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in July 2014 and will replace IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristic of their cash flows. In addition, under IFRS 9 for financial liabilities measured at fair value, changes in fair value attributable to changes in credit risk will be recognized in other comprehensive income, with the remainder of the changes recognized in profit or loss. However, if this requirement creates or enlarges an accounting mismatch in profit or loss, the entire change in fair value will be recognized in profit or loss. The mandatory effective date of IFRS 9 is for annual periods beginning on or after January 1, 2018. The REIT has assessed the impact of the new standard and there are no significant changes expected to the consolidated financial statements.
- (ii) IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”) was issued by the IASB on May 28, 2014. The new standard is effective for fiscal years beginning on or after January 1, 2018 and is to be applied retrospectively. Early adoption is permitted. IFRS 15 will replace IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfer of Assets from Customers, and SIC 31 Revenue – Barter Transactions Involving Advertising Services. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. The new standard applies to contracts with customers. It does not apply to insurance contracts, financial instruments or lease contracts, which fall in the scope of other IFRSs. The REIT has assessed the impact of the new standard and there are no significant changes expected to the consolidated financial statements.
- (iii) IFRS 16 – Leases (“IFRS 16”) was issued by the IASB in January 13, 2016. The new standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, Leases, while requiring enhanced disclosures to be provided by lessors. The new standard is effective for on January 1, 2019 with earlier adoption permitted. The REIT has assessed the impact of the new standard and there are no significant changes expected to the consolidated financial statements.

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**6. Investment property acquisitions**

During the year ended December 31, 2017, the REIT acquired the following investment properties:

<b>Investment Property</b>	<b>Location</b>	<b>Property Type</b>	<b>Acquisition Date</b>	<b>Interest Acquired</b>
1750 Jean-Berchmans-Michaud Street	Drummondville, Quebec	Industrial	February 28, 2017	50%
80 Rooney Crescent	Moncton, New Brunswick	Industrial	August 1, 2017	100%
10 Wellington Row	Saint John, New Brunswick	Retail	August 1, 2017	100%
520 Beards Lane	Woodstock, Ontario	Industrial	August 9, 2017	100%
1400 Commerce Way	Woodstock, Ontario	Industrial	August 9, 2017	100%
165 Chain Lake Drive	Halifax, Nova Scotia	Retail	September 22, 2017	100%
8150 Trans-Canada Highway	St. Laurent, Quebec	Commercial Mixed Use	November 1, 2017	100%
8210 Trans-Canada Highway	St. Laurent, Quebec	Commercial Mixed Use	November 1, 2017	100%
240 Montreal Street	Kingston, Ontario	Retail	December 6, 2017	100%
420 Albert Street	Regina, Saskatchewan	Retail	December 6, 2017	100%
735 Main Street	Moose Jaw, Saskatchewan	Retail	December 6, 2017	100%
780 Central Avenue North	Swift Current, Saskatchewan	Retail	December 6, 2017	100%
475 Albert Street	Regina, Saskatchewan	Retail	December 6, 2017	100%
4923 50th Street	Athabasca, Alberta	Retail	December 6, 2017	100%
5010 53rd Street	Lacombe, Alberta	Retail	December 6, 2017	100%
789 Main Street	Pincher Creek, Alberta	Retail	December 6, 2017	100%
4919 50th Street	Rocky Mountain House, Alberta	Retail	December 6, 2017	100%
4508 50th Street	Spirit River, Alberta	Retail	December 6, 2017	100%
4635 50th Street	Sylvan Lake, Alberta	Retail	December 6, 2017	100%
330 45th Street	Edson, Alberta	Retail	December 6, 2017	100%
10015 107th Street	Westlock, Alberta	Retail	December 6, 2017	100%
223 Main Street NW	Slave Lake, Alberta	Retail	December 6, 2017	100%
1604 Cliffe Avenue	Courtenay, British Columbia	Retail	December 6, 2017	100%
418 Yellowhead Highway	Burns Lake, British Columbia	Retail	December 6, 2017	100%
8925 Granville Street	Port Hardy, British Columbia	Retail	December 6, 2017	100%
610 Newman Road	Quesnel, British Columbia	Retail	December 6, 2017	100%
1118 Canyon Street	Creston, British Columbia	Retail	December 6, 2017	100%

The 50% undivided interest acquisition of 1750 Jean-Berchmans-Michaud Street is considered to be a related party transaction given the vendor of the 50% undivided interest in the property is a corporation controlled by a trustee of the REIT. Another trustee of the REIT, indirectly controls the remaining 50% undivided interest in the property. The REIT has assessed the above investment property as a joint arrangement as decisions about the relevant activities require unanimous consent of the parties sharing control. The REIT determined that its interest should be classified as a jointly controlled asset since it represents an interest in the assets and liabilities of the vehicle.

The acquisition of 520 Beards Lane and 1400 Commerce Way is considered to be a related party transaction given the vendor is a limited partnership in which two trustees of the REIT hold 25% of the limited partnership units, and all of the shares of the general partner of the vendor are held by two corporations respectively controlled by the same two trustees of the REIT.

During the year ended December 31, 2016, the REIT acquired the following investment properties:

<b>Investment Property</b>	<b>Location</b>	<b>Property Type</b>	<b>Acquisition Date</b>	<b>Interest Acquired</b>
5110 St. Margaret's Bay Road	Upper Tantallon, Nova Scotia	Retail	November 14, 2016	100%
1275 Jules Verne Avenue	L'Anceienne Lorette, Quebec	Commercial Mixed Use	December 5, 2016	100%
50 Empire Lane	Windsor, Nova Scotia	Retail	December 13, 2016	100%
25 Brookside Street	Glace Bay, Nova Scotia	Retail	December 13, 2016	100%
95 Keltic Drive	Sydney River, Nova Scotia	Retail	December 13, 2016	100%
531 Main Street	Montague, Prince Edward Island	Retail	December 13, 2016	100%

The property acquisitions were all determined to be asset acquisitions.

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**6. Investment property acquisitions (continued)**

The fair value consideration given has been allocated to the identifiable assets acquired and liabilities assumed based on their respective fair values at their respective dates of acquisition as follows:

	December 31 2017	December 31 2016
<b>Assets</b>		
Investment properties	\$ 116,339	\$ 45,225
Other assets	115	373
	<b>\$ 116,454</b>	<b>45,598</b>
<b>Liabilities</b>		
Assumed mortgages	18,426	-
Accounts payable and other liabilities	1,549	751
	<b>19,975</b>	<b>751</b>
<b>Net assets acquired</b>	<b>\$ 96,479</b>	<b>44,847</b>
<b>Consideration given by the REIT:</b>		
Cash	\$ 21,766	14,167
New mortgage financing	66,600	30,680
Class B LP Units issued (note 11)	8,113	-
	<b>\$ 96,479</b>	<b>\$ 44,847</b>

**7. Investment properties**

	December 31 2017	December 31 2016
Balance, beginning of year	\$ 251,503	\$ 199,237
Acquisitions	116,339	45,225
Disposal	(21,680)	(542)
Additions	5,393	3,923
Leasing commissions	873	422
Straight-line rent adjustment	507	260
Fair value adjustment	3,120	2,978
<b>Balance, end of year</b>	<b>\$ 356,055</b>	<b>\$ 251,503</b>

During the twelve month period ended December 31, 2017, the REIT wrote off \$380 of tenant inducements, net of amortization, to fair value adjustment - investment properties.

The fair value is determined on the basis of valuations made by management and by independent external appraisers having appropriate professional qualifications, using recognized valuation techniques, comprising of the discounted cash flow and direct capitalization methods. These methods require certain key assumptions, including rental income, market rents, operating expenses, vacancies, inflation rates, capitalization rates, terminal capitalization rates and discount rates. These rates are determined for each property based on available market information related to the sale of similar buildings within the same geographical locations.

At December 31, 2017, external appraisals were obtained for investment properties with an aggregate fair value of \$354,415 (December 31, 2016 - \$250,395) and management's internal valuations was used for investment properties with an incremental aggregate fair value of \$1,640 (December 31, 2016 - \$1,108).

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**7. Investment properties (continued)**

Significant assumptions made to determine the fair value of the investment properties are set out as follows:

<b>At December 31, 2017</b>	<b>Retail</b>	<b>Office</b>	<b>Commercial Mixed Use</b>	<b>Industrial</b>
Capitalization rate	5.3% - 8.8%	7.3% - 10.0%	6.2% - 8.3%	6.3% - 7.8%
Terminal capitalization rate	5.5% - 8.5%	7.0% - 9.0%	6.3% - 7.8%	6.5% - 8.0%
Discount rate	6.0% - 9.5%	7.5% - 9.8%	6.8% - 8.5%	7.0% - 8.3%

  

<b>At December 31, 2016</b>	<b>Retail</b>	<b>Office</b>	<b>Commercial Mixed Use</b>	<b>Industrial</b>
Capitalization rate	6.0% - 8.8%	7.3% - 11.4%	6.5% - 8.3%	6.3% - 7.8%
Terminal capitalization rate	6.0% - 8.5%	7.0% - 10.8%	6.8% - 7.8%	6.3% - 8.0%
Discount rate	6.8% - 9.5%	7.5% - 11.5%	7.0% - 8.5%	6.8% - 8.3%

The fair values of the REIT's investment properties are sensitive to changes in the key valuation assumptions. Changes in the capitalization rates, terminal capitalization rates and discount rates would result in a change to the fair value of the REIT's investment properties as set out in the following table:

	<b>Impact of 25-basis points</b>			
	<b>December 31, 2017</b>		<b>December 31, 2016</b>	
	<b>Increase</b>	<b>Decrease</b>	<b>Increase</b>	<b>Decrease</b>
Capitalization rate	\$ (12,205)	\$ 13,115	\$ (7,372)	\$ 6,869
Terminal capitalization rate	\$ (8,465)	\$ 4,870	\$ (3,550)	\$ 4,200
Discount rate	\$ (8,380)	\$ 4,240	\$ (3,510)	\$ 3,810

**8. Property and equipment**

<b>Cost</b>	<b>Furniture and fixtures</b>	<b>Computer equipment</b>	<b>Leasehold improvements</b>	<b>Total</b>
Balance, January 1, 2017	\$ 81	\$ 96	\$ 72	\$ 249
Additions	-	50	-	50
Balance, December 31, 2017	81	146	72	299

  

<b>Accumulated depreciation</b>				
Balance, January 1, 2017	20	35	54	109
Depreciation	15	19	11	45
Balance, December 31, 2017	35	54	65	154

  

<b>Carrying value, December 31, 2017</b>	<b>\$ 46</b>	<b>\$ 92</b>	<b>\$ 7</b>	<b>\$ 145</b>
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<b>Cost</b>	<b>Furniture and fixtures</b>	<b>Computer equipment</b>	<b>Leasehold improvements</b>	<b>Total</b>
Balance, January 1, 2016	\$ 47	\$ 54	\$ 41	\$ 142
Additions	34	41	31	106
Balance, December 31, 2016	81	95	72	248

  

<b>Accumulated depreciation</b>				
Balance, January 1, 2016	12	19	37	68
Depreciation	7	16	17	40
Balance, December 31, 2016	19	35	54	108

  

<b>Carrying value, December 31, 2016</b>	<b>\$ 62</b>	<b>\$ 60</b>	<b>\$ 18</b>	<b>\$ 140</b>
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**9. Receivables and other**

	December 31 2017	December 31 2016
Accounts receivable	\$ 1,888	\$ 2,374
Prepaid taxes	983	933
Prepaid other	1,033	423
Deposits	151	91
Other receivables (note 24)	1,546	475
	<b>\$ 5,601</b>	<b>\$ 4,296</b>

**10. Debt**

	December 31 2017	December 31 2016
Mortgages payable (net of financing costs of \$2,051)	\$ 197,711	\$ 138,814
Term loans (net of financing costs of \$327)	16,473	2,482
<b>Total</b>	<b>214,184</b>	<b>141,296</b>
Debt (current)	22,951	5,468
<b>Non-current debt</b>	<b>\$ 191,233</b>	<b>\$ 135,828</b>

As at December 31, 2017, all mortgages payable were at fixed rates with a weighted average contractual rate of approximately 3.73% (December 31, 2016 – 3.70%). The mortgages payable are secured by first charges on certain investment properties with a fair value of approximately \$343,855 at December 31, 2017 (December 31, 2016 - \$238,183).

The REIT's first term loan is to finance acquisitions and fund deposits on future acquisitions with a maximum available of \$10 million. The term loan is interest bearing only at the rate greater of 7.75% or the financial institution prime rate plus 4.25% per annum and matures February 2018. At December 31, 2017, advances under the term loan amounted to \$5,000 (December 31, 2016 - \$1,000). The term loan is secured by a pool of second and third charges on certain investment properties with a fair value of approximately \$66,550 at December 31, 2017 (December 31, 2016 - \$66,820).

The REIT's second term loan is in the amount of \$1.8 million bearing interest only at 6.25% per annum with a January 2022 maturity date. This term loan is secured by a second charge on a certain investment property with a fair value of approximately \$7,280 (December 31, 2016 - \$7,280).

In connection with the acquisition of 19 properties in Q4 2017, the REIT entered into a third term loan in the amount of \$10.0 million bearing interest only at 8.00% per annum with an April 2019 maturity date. This loan was repaid in full subsequent to year end (note 26).

Interest expense was \$5,727 for the year ended December 31, 2017 (\$4,684 for the year ended December 31, 2016). The REIT is required under the terms of specific debt agreements to maintain debt to service coverage ratios. The REIT was in compliance at December 31, 2017.

The debt is repayable no later than 2033 as follows:

	Due within							Total
	1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	Later		
Principal instalments	\$ 5,441	\$ 5,210	\$ 4,734	\$ 4,869	\$ 3,525	\$ 11,511	\$ 35,290	
Principal maturities	17,510	33,381	5,000	2,813	55,101	67,467	181,272	
Sub-total debt	22,951	38,591	9,734	7,682	58,626	78,978	216,562	
Financing costs	(709)	(432)	(359)	(347)	(228)	(303)	(2,378)	
<b>Total</b>	<b>\$ 22,242</b>	<b>\$ 38,159</b>	<b>\$ 9,375</b>	<b>\$ 7,335</b>	<b>\$ 58,398</b>	<b>\$ 78,675</b>	<b>\$ 214,184</b>	

**11. Class B LP Units**

	December 31, 2017		December 31, 2016	
	Class B LP Units	Amount	Class B LP Units	Amount
Outstanding, beginning of year	3,444,129	\$ 7,302	3,610,796	\$ 6,644
Issuance of Class B LP Units - Acquisitions (note 6)	3,605,821	8,113	-	-
Exchange of Class B LP Units for REIT Units	(250,000)	(525)	(166,667)	(360)
Fair value adjustment		750		1,018
<b>Outstanding, end of year</b>	<b>6,799,950</b>	<b>\$ 15,640</b>	<b>3,444,129</b>	<b>\$ 7,302</b>

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**11. Class B LP Units (continued)**

The Class B LP Units are exchangeable into Units on a one-for-one basis at any time at the option of the holder. During the year ended December 31, 2017, 250,000 Class B Units in issue were exchanged into REIT Units (note 16).

The Class B LP Units are entitled to distributions equal to distributions declared on Units, on a one-to-one basis. Distributions on Class B LP Units are recognized in the statement of comprehensive income when declared. Distributions of \$0.2100 per Class B LP Unit were declared during the year ended December 31, 2017 (\$0.2100 for the year ended December 31, 2016).

**12. Long-term incentive plan**

	Number of Restricted Units (RUs)	Number of Deferred Units (DUs)	Total
At January 1, 2016	-	815,404	815,404
Restricted Units and Deferred Units granted	-	255,000	255,000
Restricted Units and Deferred Units converted to REIT units or cash	-	(63,600)	(63,600)
Reinvested distributions	-	109,348	109,348
<b>At December 31, 2016</b>	-	<b>1,116,152</b>	<b>1,116,152</b>
Restricted Units and Deferred Units granted	-	301,290	301,290
Reinvested distributions	-	144,165	144,165
<b>At December 31, 2017</b>	-	<b>1,561,607</b>	<b>1,561,607</b>
Vested	-	994,150	994,150
Unvested	-	567,457	567,457
<b>Total</b>	-	<b>1,561,607</b>	<b>1,561,607</b>

	Year Ended December 31 2017	Year Ended December 31 2016
At fair value, beginning of year	\$ 1,908	\$ 1,070
Amortization, RUs and DUs:		
Amortization, RUs and DUs	697	685
Reinvested distributions, RUs and DUs	259	175
Fair value adjustment, RUs and DUs	205	118
Total expense - unvested RUs and DUs	1,161	978
Deferred Units converted to REIT Units and cash	-	(140)
<b>At fair value, end of year</b>	<b>\$ 3,069</b>	<b>\$ 1,908</b>

For the year ended December 31, 2017, 393,246 DUs were granted to Trustees and key management personnel. For the year ended December 31, 2016, 326,221 DUs were granted to Trustees and key management personnel.

The REIT has adopted a long-term incentive plan which provides for the grant of DUs and RUs of the REIT to directors, employees, trustees and consultants of the REIT and its subsidiaries. The maximum number of Units to be issued is 3,422,831.

Each RU represents the right to receive one Unit upon vesting of the RU. Vesting of the RUs will occur in full at the end of a three year period as follows: one-third of the RUs granted in any year will vest at the start of the fiscal year immediately following the grant ("initial vesting date"), subject to provisions for earlier vesting upon the occurrence of certain events; one-third will vest on the first anniversary of the initial vesting date; the final one-third will vest on the 2<sup>nd</sup> anniversary of the initial vesting period. Upon vesting of the RUs the holder of the RUs will receive one Unit in respect of each vested RU.

Each DU represents the right to receive one Unit upon the holder of the DU ceasing to be employed by the REIT, provided that the DU is vested (or is deemed to be vested) at such time. Vesting of the DUs will occur in full at the end of a three year period as follows: one-third of the DUs granted in any year will vest at the start of the fiscal year immediately following the grant ("initial vesting date"), subject to provisions for earlier vesting upon the occurrence of certain events; one-third will vest on the first anniversary of the initial vesting date; the final one-third will vest on the 2<sup>nd</sup> anniversary of the initial vesting period.

For the year ended December 31, 2017, 445,455 DUs were granted at an average unit price of \$2.23. For the year ended December 31, 2016, 364,348 DUs were granted at an average unit price of \$2.22.

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**13. Warrants**

	Number of REIT unit purchase warrants	Number of Class B LP warrants	Total
At January 1, 2016	5,785,312	923,913	6,709,225
Warrants issued	-	-	-
<b>At December 31, 2016</b>	<b>5,785,312</b>	<b>923,913</b>	<b>6,709,225</b>
Settlement of expired Warrants	(5,785,312)	(923,913)	(6,709,225)
<b>At December 31, 2017</b>	<b>-</b>	<b>-</b>	<b>-</b>

**14. Credit facility**

The REIT has a revolving credit facility of \$11.5 million which bears interest at prime plus 150.0 basis points or bankers' acceptance rate plus 250.0 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 \$25,650 at December 31, 2017 (December 31, 2016 - \$25,220). At December 31, 2017, the REIT had \$11,500 outstanding on the revolving credit facility and unamortized financing costs of \$144.

The REIT is required under the credit facility agreement to maintain certain financial ratios at the end of each reporting period and a minimum unitholders' equity at all times. At December 31, 2017, the REIT was compliant with all financial covenants under the revolving credit facility.

**15. Accounts payable and other liabilities**

	December 31 2017	December 31 2016
Accounts payable	\$ 1,954	\$ 706
Accrued liabilities	2,404	1,824
Tenant deposits	679	391
Prepaid rent	830	461
	<b>\$ 5,867</b>	<b>\$ 3,382</b>

Included in accounts payable as at December 31, 2017, is an amount of \$235 (December 31, 2016 - \$65) payable to a company controlled by the REIT's management.

**16. Unitholders' equity**

	Number of Issued Units	Amount
At January 1, 2016	30,481,617	\$ 60,344
Issuance of Units - distribution reinvestment plan	400,731	777
Issuance of Units - October 12, 2016 - public offering	12,880,000	28,980
Less: issue costs		(2,786)
Conversion of Deferred Units to REIT Units (note 12)	41,975	92
Exchange of Class B LP Units for REIT Units (note 11)	166,667	360
Cancellation of Units - normal course issuer bid	(39,000)	(72)
<b>At December 31, 2016</b>	<b>43,931,990</b>	<b>87,695</b>
Issuance of Units - distribution reinvestment plan	598,126	1,273
Issuance of Units - June 13, 2017 - public offering	9,687,100	21,796
Less: issue costs		(2,639)
Exchange of Class B LP Units for REIT Units (note 11)	250,000	525
Cancellation of Units - normal course issuer bid	(34,000)	(71)
<b>At December 31, 2017</b>	<b>54,433,216</b>	<b>\$ 108,579</b>

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

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**16. Unitholders' equity (continued)**

The Board of Trustees of the REIT (the "Trustees") has discretion in respect to the timing and amounts of distributions.

Units are redeemable at any time, in whole or in part, on demand by the unitholders. Upon receipt of the redemption notice by the REIT, all rights to and under the Units tendered for redemption shall be surrendered and the unitholder shall be entitled to receive a price per Unit equal to the lesser of:

- 90% of the "market price" of the Units on the TSXV or market on which the Units are listed or quoted on the trading day prior to the date on which the Units were surrendered for redemption; and
- 100% of the "closing market price" on the TSXV or market on which the Units are listed or quoted for trading on the redemption date.

The total amount payable by the REIT, in respect of any Units surrendered for redemption during any calendar month, shall not exceed \$50 unless waived at the discretion of the Trustees and be satisfied by way of a cash payment in Canadian dollars within 30 days after the end of the calendar month in which the Units were tendered for redemption. To the extent the Redemption Price payable in respect of Units surrendered for redemption exceeds \$50 in any given month unless waived at the discretion of the Trustees, such excess will be redeemed for cash, and by a distribution *in specie* of assets held by the REIT on a pro rata basis.

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 entitled only 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). In addition, PRLP will be entitled to require the redemption of the Class B LP Units in certain specified circumstances. The Class B LP Units are presented as a financial liability.

On August 29, 2016, the REIT issued 41,975 Units for \$92 plus cash for the conversion of 63,600 DUs.

On October 18, 2016, the REIT announced the closing of a public offering of Units, on a bought deal basis, at a price of \$2.25 per Unit resulting in 12,880,000 Units being issued for a total gross proceeds of \$28,980 million. Total underwriting fees and other directly related expenses of approximately \$2.8 million attributable to the issuance of Units was recorded as a reduction of unitholders' equity.

On June 13, 2017, the REIT announced the closing of a public offering of Units, on a bought deal basis, at a price of \$2.25 per Unit resulting in 9,687,100 Units being issued for a total gross proceeds of \$21,796 million. Total underwriting fees and other directly related expenses of approximately \$2.6 million attributable to the issuance of Units was recorded as a reduction of unitholders' equity.

*Distribution reinvestment plan*

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. Cash undistributed by the REIT upon the issuance of additional Units under the DRIP will be invested in the REIT to be used for future property acquisitions, capital improvements and working capital. Unitholders resident outside of Canada will not be entitled to participate in the DRIP. Upon ceasing to be a resident of Canada, a unitholder must terminate the unitholder's participation in the DRIP.

*NCIB*

Pursuant to a notice accepted by the TSXV, the REIT may, during the period commencing August 25, 2017 and ending August 24, 2018, purchase for cancellation, through the facilities of the TSXV and at the market price of the REIT's Units at the time of purchase, up to 2,707,803 Units, representing 5% of the REIT's issued and outstanding Units. The actual number of Units that may be purchased and the timing of any such purchases will be determined by the REIT, and will be made in accordance with the requirements of the TSXV. The REIT repurchased and cancelled 34,000 Units for the year ended December 31, 2017 for \$71. For the year ended December 31, 2016, the REIT repurchased and cancelled 39,000 Units for \$72.

**17. Operating leases - REIT as lessor**

The REIT has entered into leases with tenants on its investment property portfolio. Commercial property leases typically have initial lease terms ranging between five and twenty years with periodic upward revision of the rental charge according to prevailing market conditions.

	<b>December 31</b>	December 31
<b>Future minimum rentals receivable under operating leases</b>	<b>2017</b>	2016
Within one year	\$ 23,790	\$ 17,299
Between one and five years	94,082	66,107
After five years	49,984	29,584
	<b>\$ 167,856</b>	<b>\$ 112,990</b>

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**18. Segmented disclosure**

The REIT's segments include four classifications of investment properties – Retail, Office, Commercial Mixed Use and Industrial. All of the REIT's activities are located in one geographical segment – Canada. The accounting policies followed by each segment are the same as those disclosed in Note 3. Operating performance is evaluated by the REIT's management primarily based on net operating income, 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 loans, credit facility and their respective unamortized financing costs. Other assets and liabilities are not attributed to operating segments.

	Retail	Office	Commercial Mixed Use	Industrial	Total
<b>Year ended December 31, 2017</b>					
Property revenue	\$ 15,176	\$ 3,462	\$ 3,897	\$ 7,104	\$ 29,639
Property operating expenses	5,813	1,788	1,457	2,315	11,373
Net operating income	\$ 9,363	\$ 1,674	\$ 2,440	\$ 4,789	\$ 18,266
<b>At December 31, 2017</b>					
Investment properties	\$ 199,762	\$ 21,460	\$ 48,332	\$ 86,501	\$ 356,055
Mortgages payable	\$ 116,764	\$ 4,987	\$ 21,573	\$ 54,387	\$ 197,711
<b>Year ended December 31, 2016</b>					
Property revenue	\$ 10,254	\$ 3,463	\$ 2,929	\$ 6,317	\$ 22,963
Property operating expenses	3,892	1,773	1,133	2,060	8,858
Net operating income	\$ 6,362	\$ 1,690	\$ 1,796	\$ 4,257	\$ 14,105
<b>At December 31, 2016</b>					
Investment properties	\$ 128,506	\$ 21,470	\$ 37,207	\$ 64,320	\$ 251,503
Mortgages payable	\$ 71,636	\$ 5,132	\$ 16,555	\$ 45,491	\$ 138,814

**19. Supplemental comprehensive income information**

Property operating expenses include property taxes, utility costs, repairs and maintenance expenses and other costs directly associated with the operation and leasing of investment properties to tenants.

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.

The following table provides an analysis of total interest and financing costs:

	Year Ended December 31 2017	Year Ended December 31 2016
<b>Interest and financing costs</b>		
Amortization of financing costs	\$ 714	\$ 722
Other interest and financing costs	6,043	5,076
	\$ 6,757	\$ 5,798

**20. Supplemental cash flow information**

	Year Ended December 31 2017	Year Ended December 31 2016
<b>Change in non-cash working capital</b>		
Receivable and other	\$ (1,799)	\$ (817)
Accounts payable and other liabilities	1,313	(1,804)
	(486)	(2,621)
Interest paid	\$ 5,718	\$ 5,108

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**21. 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 December 31 2017	Fair Value December 31 2017	Carrying Value December 31 2016	Fair Value December 31 2016
<b>Loans and Receivables</b>					
Cash (a)	Amortized cost	\$ 3,744	\$ 3,744	\$ 2,056	\$ 2,056
Receivables and other excluding prepaid expenses, deposits, deferred acquisition costs and other receivables (a)	Amortized cost	1,888	1,888	2,374	2,374
		\$ 5,632	\$ 5,632	\$ 4,430	\$ 4,430
<b>Financial Liabilities Through Profit and Loss</b>					
Class B LP Units	Fair value (L2)	\$ 15,640	\$ 15,640	\$ 7,302	\$ 7,302
Long-term incentive plan	Fair value (L2)	3,069	3,069	1,908	1,908
Warrants	Fair value (L1)	-	-	34	34
		\$ 18,709	\$ 18,709	\$ 9,244	\$ 9,244
<b>Other Financial Liabilities</b>					
Accounts payable and other liabilities (a)	Amortized cost	\$ 5,867	\$ 5,867	\$ 3,382	\$ 3,382
Credit facility (a)	Amortized cost	11,356	11,356	8,960	8,960
Distributions payable (a)	Amortized cost	1,072	1,072	829	829
Debt (b)	Amortized cost	214,184	214,184	141,296	141,296
		\$ 232,479	\$ 232,479	\$ 154,467	\$ 154,467

(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).

**22. Risk management**

The REIT's principal financial liabilities are loans and borrowings. The main purpose of the loans and borrowings is to finance the acquisition and development of the REIT's property portfolio. The REIT has tenants and other receivables, accounts payable and accrued liabilities and cash that arise directly from its operations. In the normal course of its business, the REIT is exposed to market risk, credit risk and liquidity risk that can affect its operating performance.

The REIT's senior management oversees the management of these risks and the Board of Trustees reviews and approves policies for managing each of these risks which are summarized below.

*Liquidity risk*

Liquidity risk is the risk that the REIT will encounter difficulty meeting its obligations associated with the maturity of financial obligations. The REIT's financial condition and results of operations could be adversely affected if it were not able to obtain appropriate levels of financing. Liquidity risk also relates to the potential required early retirement of debt.

Management's strategy to managing liquidity risk is to ensure, to the extent possible, that it will always have sufficient financial assets to meet its financial liabilities as they fall due, by forecasting cash flows from operations and anticipated investing and financing activities. Wherever possible, the REIT enters into long-term leases with creditworthy tenants which assist in maintaining a predictable cash flow. Management's policy is to ensure adequate funding is available from operations, established lending facilities and other sources, as required.

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**22. Risk management (continued)**

The following table presents the REIT's contractual obligations at December 31, 2017:

Contractual Obligations	Due within					
	1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	Later
Debt principal instalments	\$ 5,441	\$ 5,210	\$ 4,734	\$ 4,869	\$ 3,525	\$ 11,511
Debt principal maturities	17,510	33,381	5,000	2,813	55,101	67,467
Debt interest	7,971	6,593	5,574	5,338	3,903	11,060
Credit Facility	11,500	-	-	-	-	-
Accounts payable and other liabilities	5,867	-	-	-	-	-
Rent	40	40	40	10	-	-
	\$ 48,329	\$ 45,224	\$ 15,348	\$ 13,030	\$ 62,529	\$ 90,038

*Interest rate risk*

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The REIT's financial condition and results of operations could be adversely affected if it were not able to obtain appropriate terms for its financing. Management has determined that any reasonably likely fluctuation in interest rates on floating rate debt would be insignificant to comprehensive income as most long-term debt is fixed rate.

*Credit risk*

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The REIT's principal assets are commercial properties. Credit risk on tenant receivables comprising accounts receivable of \$1,888 arises from the possibility that tenants may not fulfill their lease obligations. Management mitigates this credit risk by performing credit checks on prospective tenants, having a large diverse tenant base with varying lease expirations, requiring security deposits on high risk tenants and ensuring that a considerable portion of its property income is earned from national and large anchor tenants. Accounts receivable are comprised primarily of current balances owing and the REIT has not experienced any significant receivable write offs. The REIT performs monthly reviews of its receivables and has determined there is no significant provision for doubtful accounts at December 31, 2017.

*Concentration risk*

Concentration risk relates to the risk associated with having a significant amount of investment property leased to a single tenant. Concentration risk is mitigated by entering into long-term leases; reviewing the financial stability of the tenant and obtaining security or guarantees where appropriate; and seeking geographic and industry diversity of tenants. The REIT also maintains its assets to a quality standard that would support timely leasing of vacant space. At December 31, 2017, the REIT's largest tenant accounted for approximately 12.7% of property revenue under lease which expires between 2025 and 2029.

*Environmental risk*

As an owner of real estate properties, the REIT is subject to various Canadian federal, provincial and municipal laws relating to environmental matters. These laws could result in liability for the costs of removal and remediation of certain hazardous substances or wastes released or deposited on or in investment properties, or disposed of at other locations. Failure to remove or remediate such substances, if any, could adversely affect the ability to sell real estate, or to borrow using real estate as collateral, and could potentially result in claims or other proceedings. The REIT is not aware of any material non-compliance with environmental laws at any properties. The REIT is also not aware of any material pending or threatened investigations or actions by environmental regulatory authorities in connection with, or conditions at, properties. The REIT has policies and procedures to review and monitor environmental exposure, and has made, and will continue to make, the necessary capital expenditures for compliance with environmental laws and regulations. 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 stringent environmental laws and regulations could have an adverse effect on the financial condition or results of operations.

**23. Capital management**

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's 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

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**23. Capital management (continued)**

Gross Book Value is calculated as follows:

	December 31 2017
Total assets, including investment properties stated at fair value	\$ 365,894
Accumulated depreciation on property and equipment	154
Gross Book Value	<b>366,048</b>
Debt, excluding unamortized financing costs	216,562
Credit facility, excluding unamortized financing costs	11,500
Debt	\$ 228,062
<b>Debt, as above, as a percentage of Gross Book Value</b>	<b>62.30%</b>

The REIT was in compliance with the above requirements as well as all required financial covenants at December 31, 2017.

**24. Related party transactions**

The REIT engaged Labec Realty Advisors Inc. (the "Manager") to perform certain services as outlined below under a management agreement (the "Management Agreement"). The Manager is controlled by the President and Chief Executive Officer and Chief Financial Officer of the REIT.

In connection with the services provided by the Manager under the Management Agreement, the following amounts are payable to the Manager- in cash, subject to the terms of the Management Agreement:

- (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 statement of financial position, 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 year ended December 31, 2017, the costs of these services amounted to \$605 (\$465 for the year ended December 31, 2016).

- (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 year ended December 31, 2017, the costs of these services amounted to \$1,088 (\$432 for the year ended December 31, 2016).

- (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 year ended December 31, 2017, the costs of these services amounted to \$38 (\$32 for the year ended December 31, 2016).

During the year ended December 31, 2017, the REIT reimbursed the Manager approximately \$51 for out-of-pocket expenses for services directly related to property acquisitions of the REIT (\$52 for the year ended December 31, 2016).

On September 30, 2014, the REIT entered into a strategic investment agreement (the "Strategic Investment Agreement") with Lotus Crux Acquisition LP ("Lotus Crux Acquisition"). Pursuant to the Strategic Investment Agreement, Lotus Crux Acquisition will receive a fee of 0.875% of the purchase cost from the REIT on acquisitions of certain properties owned by Lotus Crux Acquisition or related parties. Lotus Crux Acquisition LP and its related parties have an effective interest in the REIT.

Pursuant to the Strategic Investment Agreement, the REIT advanced \$1.5 million as a secured loan to two related parties to Lotus Crux as part of the financing for the acquisition of a 74,000 square foot multi-tenant commercial building well located in Greater Ottawa (note 9). The loan is on market terms as negotiated between parties acting at arm's length, bears interest at 9% per annum and matures November 2019. In accordance with the terms of the Strategic Investment Agreement, and as a result of the loan, the REIT has been granted an option to purchase the property.

Fees of approximately \$289 were paid to Lotus Crux under the Strategic Investment Agreement for the year ending December 31, 2017 (\$Nil for the year ended December 31, 2016).

**25. Commitment**

The REIT has a lease commitment relating to office space which expires on May 31, 2021. The current commitment in respect of this lease is \$40 per annum.



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**26. Subsequent events**

- (a) On January 19, 2018, the REIT announced a cash distribution of \$0.0175 per Unit for the month of January 2018. The distribution was paid on February 15, 2018 to unitholders of record as at January 31, 2018.
- (b) On January 29, 2018, the REIT closed a public offering of Units on a bought deal basis. The REIT issued 12,500,500 Units at a price of \$2.30 per Unit for total gross proceeds to the REIT of \$28.8 million, including 1,630,500 Units issued pursuant to the full exercise of the over-allotment option. As disclosed in its prospectus dated January 24, 2018 prepared in connection with the offering under "Use of Proceeds", the REIT used approximately \$14.5 million of the net proceeds to repay a portion of the amounts outstanding under its credit facilities (which may be subsequently redrawn and applied as needed to fund future acquisitions and for general trust purposes) and approximately \$10.0 million to repay all amounts outstanding under a term loan, the balance of the net proceeds being used to fund future acquisitions and for general trust purposes.
- (c) On February 19, 2018, the REIT announced a cash distribution of \$0.0175 per Unit for the month of February 2018. The distribution was paid on March 15, 2018 to unitholders of record as at February 28, 2018.
- (d) On March 20, 2018, the REIT announced a cash distribution of \$0.0175 per Unit for the month of March 2018. The distribution will be paid on April 16, 2018 to unitholders of record as at March 29, 2018.