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**PRO REAL ESTATE INVESTMENT TRUST**  
**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**MARCH 31, 2013**  
**(Unaudited)**

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**(Unaudited)**

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**PRO REAL ESTATE INVESTMENT TRUST**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**  
**(Unaudited)**

	Note	March 31 2013	November 30 2012
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investment properties	7	\$ 9,888,858	\$ -
Deposits		499,475	-
Property and equipment	8	23,126	-
		<b>10,411,459</b>	<b>-</b>
<b>Current assets</b>			
Tenants and other receivables	9	88,156	-
Prepaid expenses		21,123	-
Cash		1,399,840	508,492
		<b>1,509,119</b>	<b>508,492</b>
<b>TOTAL ASSETS</b>		<b>\$ 11,920,578</b>	<b>\$ 508,492</b>
<b>LIABILITIES AND UNITHOLDERS' EQUITY</b>			
<b>Non-current liabilities</b>			
Long-term debt	10	4,992,667	-
Class B LP Units	11	2,216,413	-
Long-term incentive plan	13	10,074	-
		<b>7,219,154</b>	<b>-</b>
<b>Current liabilities</b>			
Current portion of long-term debt	10	112,183	-
Accounts payable and other liabilities	14	538,560	25,268
		<b>650,743</b>	<b>25,268</b>
<b>Total liabilities</b>		<b>7,869,897</b>	<b>25,268</b>
<b>Unitholders' Equity</b>	12	<b>4,050,681</b>	<b>483,224</b>
<b>TOTAL LIABILITIES AND UNITHOLDERS' EQUITY</b>		<b>\$ 11,920,578</b>	<b>\$ 508,492</b>

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Signed for the Board

(signed) James W. Beckerleg, Trustee

(signed) Gerard Limoges, Trustee

**PRO REAL ESTATE INVESTMENT TRUST**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS**  
**(Unaudited)**

	Four Months Ended March 31 2013	Three Months Ended February 29 2012
Rental income	\$ 79,697	\$ -
Property operating expenses	13,244	-
	66,453	-
Professional fees	23,687	13,723
Office and general	11,103	-
Filing fees	4,414	3,130
Insurance	5,059	-
Management fees	2,657	-
Telecommunications	1,707	-
Travel	1,343	-
Interest and bank charges	344	-
Interest on long-term debt	19,257	-
Long-term incentive plan expense	10,074	-
Fair value adjustment on Class B LP Units	1,692,091	-
Depreciation of property and equipment	1,065	-
Fair value adjustment on investment properties	(36,250)	-
	1,736,551	16,853
<b>Net comprehensive loss</b>	<b>\$ (1,670,098)</b>	<b>\$ (16,853)</b>
Basic and diluted loss per unit (2012 - per common share)	(1.28)	(0.00)
Weighted average units (2012 - common shares) outstanding	1,306,701	5,873,500

*See accompanying notes to the condensed consolidated interim financial statements*

**PRO REAL ESTATE INVESTMENT TRUST**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN UNITHOLDERS' EQUITY**  
**(Unaudited)**

	Number of Shares	Number of Units	Share Capital	Units Issued	Contributed Surplus	Deficit	Total
<b>Balance, December 1, 2012</b>	5,873,500	-	\$ 653,301	\$ -	\$ 130,480	\$ (300,557)	\$ 483,224
Share issuance, net of share issue costs of \$869,163	22,695,868	-	5,713,407	-	-	-	5,713,407
Common shares exchanged for REIT Units (10 for 1)	(23,532,066)	2,353,207	(5,842,386)	5,672,309	(130,480)	300,557	-
Common shares exchanged for Class B LP Units (10 for 1)	(5,037,302)	-	(524,322)	-	-	-	(524,322)
Exercise of options	-	24,235	-	48,470	-	-	48,470
Net comprehensive loss	-	-	-	-	-	(1,670,098)	(1,670,098)
<b>Balance, March 31, 2013</b>	-	2,377,442	\$ -	\$ 5,720,779	\$ -	(1,670,098)	4,050,681

	Number of Shares	Share Capital	Contributed Surplus	Deficit	Total
<b>Balance, December 1, 2011</b>	5,873,500	\$ 653,301	\$ 130,480	\$ (166,184)	\$ 617,597
Net comprehensive loss	-	-	-	(16,853)	(16,853)
<b>Balance, February 29, 2012</b>	5,873,500	\$ 653,301	\$ 130,480	\$ (183,037)	\$ 600,744

See accompanying notes to the condensed consolidated interim financial statements

**PRO REAL ESTATE INVESTMENT TRUST**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	Note	Four Months Ended March 31 2013	Three Months Ended February 29 2012
Cash provided from (used in):			
<b>Operating activities</b>			
Net comprehensive loss		\$ (1,670,098)	\$ (16,853)
Items not affecting cash:			
Depreciation of property and equipment		1,065	-
Long-term incentive plan expense		10,074	-
Fair value adjustment on Class B LP Units		1,692,091	-
Fair value adjustment on investment properties		(36,250)	-
Changes in non-cash working capital	16	404,013	2,352
<b>Net cash (used in) from operating activities</b>		<b>400,895</b>	<b>(14,501)</b>
<b>Financing activities</b>			
Proceeds from issuance of units		6,631,040	-
Share issue costs		(869,163)	-
Increase in long-term debt		2,256,500	-
Repayment of long-term debt		(11,556)	-
<b>Net cash from financing activities</b>		<b>8,006,821</b>	<b>-</b>
<b>Investing activities</b>			
Acquisition of investment properties		(6,992,702)	-
Acquisition of property and equipment		(24,191)	-
Deposits		(499,475)	-
<b>Net cash used in investing activities</b>		<b>(7,516,368)</b>	<b>-</b>
Change in cash during the period		891,348	(14,501)
Cash, beginning of period		508,492	637,115
<b>Cash, end of period</b>		<b>\$ 1,399,840</b>	<b>\$ 622,614</b>

Supplemental cash flow information

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See accompanying notes to the condensed consolidated interim financial statements

**PRO REAL ESTATE INVESTMENT TRUST**  
**NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**MARCH 31, 2013**  
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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 as 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 General Partner 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 (the "Company") was formed as a capital pool company on March 26, 2010 and completed its initial public offering ("IPO") on October 26, 2011. The common shares were listed on the TSX Venture Exchange (the "Exchange") 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 (the "Acquisition"),
- (ii) the introduction of a new management team through the resignation of the 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 \$6,583,000 (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 a Plan of Arrangement approved by the Company's shareholders on March 8, 2013 and the Exchange 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. ("PRMI"). Pursuant to the Plan of Arrangement, the Company's shareholders either transferred their common shares to PRLP in consideration for trust units of the REIT ("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 Exchange, 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.

**2. Basis of presentation**

The condensed interim financial statements have been prepared in accordance with IAS 34, Interim financial reporting using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and International Financing Reporting Interpretations Committee ("IFRIC"). These condensed interim financial statements should be read in conjunction with the REIT's annual audited financial statements and notes thereto prepared for the year ended November 30, 2012.

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

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

These financial statements include the financial statements of the REIT and its subsidiaries (PRGP, Pro Reit Acquisition (1) Inc. and PRMI), and wholly owned partnerships (PRLP and Pro Reit Acquisition (1) LP) 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 the its returns (the power, directly or indirectly, to control the financial and operational policies of the controlled entity).

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

Pursuant to the Plan of Arrangement, the year end was changed from November 30 to December 31. As a result, these financial statements include the REIT's consolidated statement of comprehensive income and cash flows for the four month period ended March 31, 2013 and the REIT's consolidated statement of financial position as at that date. Comparative information has been provided for the three month period ended February 29, 2012 and as at November 30, 2012.

These financial statements were authorized for issuance by management of the REIT on May 30, 2013.

**PRO REAL ESTATE INVESTMENT TRUST**  
**NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
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**3. Summary of significant accounting policies**

The principal accounting policies applied in the preparation of these 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 is recognized in the statement of comprehensive income.

*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 paving which are not occupied substantially for use by the REIT. The REIT applies IAS 40 – Investment Property, and has chosen the fair value method of presenting its investment properties in the 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.

Fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of investment properties is based on valuation estimates prepared by an independent appraiser.

*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 on the declining balance method over the estimated remaining useful lives of the assets as follows:

- Furniture and fixtures – 20%
- Computer equipment – 30%

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 and cash equivalents*

Cash and cash equivalents include balances with banks and short-term deposits with original maturities of three months or less. Cash and cash equivalents exclude deposits on investment properties, refundable commitment fees and tenants' security deposits. At March 31, 2013, \$1,143,548 of the cash balance was held in trust by the lawyers.



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

*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 assets 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 tenants and other receivables.

*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 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 and long-term 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.

Long-term debt is initially recognized at fair value less directly attributable transaction costs. After initial recognition, long-term 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 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 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 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).

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**NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
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**3. Summary of significant accounting policies (continued)**

*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 are deducted from retained earnings.

*Earnings per unit*

Basic earnings per unit are computed by dividing earnings by the weighted average number of units outstanding for the period. Diluted earnings per unit are calculated giving effect to the potential dilution that would occur if unit options or other dilutive instruments were exercised or converted to units. The dilutive impact is determined by assuming that any proceeds upon the exercise or conversion of dilutive instruments, for which market prices exceed exercise price, would be used to purchase units at the average market price of the units during the period.

*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.

*Class B LP Units*

The Class B limited partnership units issued by one of the REIT's wholly-owned limited partnerships are classified as "financial liabilities", as they are indirectly 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 as finance costs 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 RU's and DU's 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 RU's and DU's. As a result of this obligation, the RU's and DU's 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 DU's and RU's 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 DU's and RU's are also recorded in the statement of comprehensive income.

*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.

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**NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
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**3. Summary of significant accounting policies (continued)**

*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 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 charged to rental income evenly over the lease term, 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.

*Deposits*

Deposits are amounts on deposit associated with acquisitions to be completed subsequent to March 31, 2013.

*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.

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 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 financial statements for the years in which these temporary differences are expected to reverse. Adjustments to these balances are recognized in the statement of income as they occur. It was determined that no current or deferred income tax provisions were required for the periods presented in these financial statements.

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

The preparation of the REIT's 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 financial statements. The critical estimates and judgments utilized in preparing the REIT's financial statements affect the assessment of net recoverable amounts, net realizable values and fair values, depreciation and amortization rates and useful lives, value of intangible assets, 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 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.

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

- (ii) Impairment of assets - Long-lived assets, which include property and equipment and investment properties, 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 prescribed conditions under the Income Tax Act (Canada) relating to the nature of its assets and revenue (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.

*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 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 primarily by using valuations from independent property appraisers, each in accordance with recognized valuation techniques. The primary technique used is the discounted cash flow method 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 financial instruments.

**5. Changes in accounting policies and future applicable accounting standards**

*Accounting standards issued but not yet applied*

The IASB and the IFRS Interpretations Committee ("IFRIC") have issued a number of standards and interpretations with an effective date after the date of these financial statements. Set out below are only those standards that may have a material impact on the financial statements in future periods. The REIT is currently evaluating the impact of these future policies on its financial statements.

- (i) IFRS 9 - Financial Instruments ("IFRS 9") was issued by the IASB on November 12, 2009 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. The REIT has not yet determined the impact of IFRS 9 on its consolidated financial statements.
- (ii) IFRS 10: Consolidated Financial Statements which replaces SIC-12, Consolidation - Special Purpose Entities and parts of IAS 27, Consolidated and Separate Financial Statements (Effective for periods beginning on or after January 1, 2013) requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.
- (iii) IFRS 12: Disclosure of Interest in Other Entities (Effective for periods beginning on or after January 1, 2013) establishes disclosure requirements for interest in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interest in other entities.

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**5. Changes in accounting policies and future applicable accounting standards (continued)**

- (iv) IFRS 13: Fair Value Measurement (Effective for periods beginning on or after January 1, 2013). The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.
- (v) IAS 28: Investments in Associates and Joint Ventures (Effective for periods beginning on or after January 1, 2013). This standard has also been revised and prescribes the accounting treatment for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 applies to all entities that are investors with joint control of, or significant influence over, an investee (associate or joint venture).
- (vi) IAS 32: Financial Instruments Offsetting Financial Assets and Financial Liabilities (Effective for periods beginning on or after January 1, 2014). This standard clarifies certain items regarding offsetting financial assets and financial liabilities.

**6. Investment property acquisitions**

During the four month period ended March 31, 2013, 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>
135 Main Street	Moncton, New Brunswick	Retail	January 29, 2013	100%
2 Lawrence Street	Amherst, Nova Scotia	Retail	March 27, 2013	100%

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

	135 Main Street	2 Lawrence Street	Transaction costs (*)	<b>Total</b>
<b>Assets</b>				
Investment properties (including acquisition costs of \$260,000)	\$ 6,144,400	\$ 3,634,350	73,858	\$ 9,852,608
<b>Liabilities</b>				
Assumed mortgages	2,859,906	-	-	2,859,906
<b>Net assets acquired for cash consideration</b>	<b>\$ 3,284,494</b>	<b>\$ 3,634,350</b>	<b>73,858</b>	<b>\$ 6,992,702</b>
<b>Consideration paid, funded by :</b>				
Financing obtained and used for acquisition	-	2,275,000	-	2,275,000
Proceeds from private placements	3,284,494	1,359,350	73,858	4,717,702
	<b>\$ 3,284,494</b>	<b>\$ 3,634,350</b>	<b>73,858</b>	<b>\$ 6,992,702</b>

The acquisitions were all determined to be asset acquisitions.

(\*) Transaction costs are costs incurred representing directly attributable acquisition expenditures related to the acquisition of properties that are still in negotiation.

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**7. Investment properties**

	<b>March 31 2013</b>	February 29 2012
Balance, beginning of period	\$ -	\$ -
Acquisitions (Note 6)	<b>9,852,608</b>	-
Fair value adjustment	<b>36,250</b>	-
<b>Balance, end of period</b>	<b>\$ 9,888,858</b>	<b>\$ -</b>

The following table reconciles the cost base of investment properties to their fair value :

	<b>March 31 2013</b>	February 29 2012
Cost	\$ 9,852,608	\$ -
Cumulative fair value adjustment	<b>36,250</b>	-
<b>Fair value</b>	<b>\$ 9,888,858</b>	<b>\$ -</b>

**8. Property and equipment**

**Cost**

	Furniture and fixtures	Computer equipment	Total
Balance, December 1 2012	\$ -	\$ -	\$ -
Additions	<b>18,942</b>	<b>5,249</b>	<b>24,191</b>
Balance, March 31, 2013	<b>\$ 18,942</b>	<b>\$ 5,249</b>	<b>\$ 24,191</b>

**Accumulated depreciation**

Balance, December 1 2012	\$ -	\$ -	\$ -
Depreciation	<b>700</b>	<b>365</b>	<b>1,065</b>
Balance, March 31, 2013	<b>\$ 700</b>	<b>\$ 365</b>	<b>\$ 1,065</b>
<b>Carrying value, March 31, 2013</b>	<b>\$ 18,242</b>	<b>\$ 4,884</b>	<b>\$ 23,126</b>

There were no impairment charges recorded in the periods presented.

**9. Tenants and other receivables**

	<b>March 31 2013</b>	November 30 2012
Accounts receivable, net	\$ 35,220	\$ -
Sales taxes recoverable	<b>52,936</b>	-
	<b>\$ 88,156</b>	<b>\$ -</b>

As at March 31, 2013, all tenants' receivables that were past due but not impaired were outstanding for 90 days or less.

The REIT holds no collateral in respect of tenants and other receivables.

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**10. Long-term debt**

	March 31 2013	November 30 2012
Long-term debt (non-current)	\$ 4,992,667	\$ -
Long-term debt (current)	112,183	-
	<b>\$ 5,104,850</b>	<b>\$ -</b>

The first long-term debt in the amount of \$2,838,350 bears interest at 4.13% per annum and is secured by a first charge on investment property located at 135 Main Street and an assignment of full covering Fire Insurance over the property to a minimum of \$2,845,000.

The second long-term debt in the amount of \$2,266,500 bears interest at 4.15% per annum and is secured by a first charge on investment property located at 2 Lawrence Street, a general assignment of all leases, rents, incomes and profits arising from the property and a general security interest in all existing and future assets. It requires the company to maintain a debt service coverage ration of at least 1.25 which was met at March 31, 2013.

	Due within						Total
	1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	Later	
Principal installments	\$ 112,183	\$ 128,063	\$ 133,379	\$ 138,916	\$ 144,683	\$ 4,466,126	\$ 5,123,350
Principal maturities	-	-	-	-	-	-	-
Sub-total mortgages	112,183	128,063	133,379	138,916	144,683	4,466,126	5,123,350
Unamortized financing charges	(876)	(1,000)	(1,075)	(1,030)	(1,024)	(13,495)	(18,500)
Total	\$ 111,307	\$ 127,063	\$ 132,304	\$ 137,886	\$ 143,659	\$ 4,452,631	\$ 5,104,850

**11. Class B LP units**

Pursuant to a Plan of Arrangement which was completed on March 8, 2013, 5,037,302 common shares of the Company 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, resulting in 503,730 Class B LP Units being issued at a value of \$524,322, which represented the carrying value of these Units at the date of the Plan of Arrangement.

The Class B LP Units are indirectly exchangeable on a one-for-one basis for Units at the option of the holder, under the terms of exchange agreement and have economic and voting rights equivalent, in all material respects to Units.

The following table summarizes the changes in Class B LP Units during the four month period ended March 31, 2013:

	Class B LP Units	Amount
Outstanding, December 1, 2012	-	\$ -
Issuance of Class B LP Units – Plan of Arrangement	503,730	524,322
Fair value adjustment	-	1,692,091
Outstanding, March 31, 2013	503,730	\$ 2,216,413

The following table reconciles the cost base of the Class B LP Units to their fair value at March 31, 2013:

Cost	\$ 524,322
Fair value adjustment	1,692,091
Fair value	\$ 2,216,413

No distributions on Class B LP Units were declared during the period ended March 31, 2013.

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**12. Unitholders' equity**

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.

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 Exchange 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 Exchange or market or 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 \$50,000 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 \$50,000 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 and were not included in the diluted per unit calculations as the effect would have been anti-dilutive.

On January 29, 2013, following the completion of its Qualifying Transaction, the Company issued 21,108,566 common shares for gross proceeds of \$6,332,570. Concurrently with the Qualifying Transaction, the Company issued 1,587,302 common shares to James Beckerleg and Gordon Lawlor, members of new management, for gross proceeds of \$250,000.

Total share issuance costs incurred during the four month period ended March 31, 2013 amounted to \$869,163.

Pursuant to the Plan of 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 (2,353,207 Units at a value of \$5,850,458). 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 \$524,322).

In March 2013, 24,235 units were issued for a total cash consideration of \$48,470 upon exercise of options granted to an agent in 2011 in relation to a private placement.



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**13. Long-term incentive plan**

	Number of Restricted Units (RUs)	Number of Deferred Units (DUs)	Total
At December 1, 2012	-	-	-
Restricted Units and Deferred Units granted	-	126,667	-
<b>At March 31, 2013</b>	-	126,667	-

  

	Four Month Ended March 31 2013	Year Ended November 30 2012
At fair value, beginning of period	\$ -	\$ -
Expense (unvested):		
Amortization, RUs and DUs	10,074	-
Total expense - unvested RUs and DUs	10,074	-
<b>At fair value, end of period</b>	<b>\$ 10,074</b>	<b>\$ -</b>

The REIT has adopted a long-term incentive plan ("LTIP") 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 maximum number of Units to be issued is 571,388.

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 commencing at the start of the fiscal year immediately preceding the grant, subject to provisions for earlier vesting upon the occurrence of certain events. 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 commencing at the start of the fiscal year immediately preceding the grant, subject to provisions for earlier vesting upon the occurrence of certain events.

For the four months ended March 31, 2013, 126,667 DUs were granted at an average unit price of \$3.

**14. Accounts payable and other liabilities**

	March 31 2013	November 30 2012
Accounts payable	\$ 123,060	\$ -
Accrued liabilities	415,500	25,268
	<b>\$ 538,560</b>	<b>\$ 25,268</b>

Included in the accounts payable as at March 31, 2013, is an amount of \$81,645 (November 30, 2012 - \$Nil) payable to a company controlled by the REIT's management.

**15. 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 ten and twenty years with periodic upward revision of the rental charge according to prevailing market conditions.

**Future minimum rentals receivable under operating leases**

Within one year	\$ 645,876
Between one and five years	3,269,914
After five years	4,067,989
	<b>\$ 7,983,779</b>

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**16. Supplemental cash flow information**

The changes in non-cash working capital are as follows:

	<b>Four Months Ended March 31 2013</b>	Three Months Ended February 29 2012
Tenants and other receivables	\$ (88,156)	\$ -
Prepaid expenses	(21,123)	-
Accounts payable and other liabilities	513,292	2,352
	<b>\$ 404,013</b>	<b>\$ 2,352</b>
Interest paid	\$ 19,257	\$ -

**17. 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		Fair Value	
		March 31 2013	March 31 2013	Carrying Value November 30 2012	Fair Value November 30 2012
<b>Loans and Receivables</b>					
Cash (a)	Amortized cost	\$ 1,399,840	\$ 1,399,840	\$ 508,492	\$ 508,492
Tenants and other receivables (a)	Amortized cost	88,156	88,156	-	-
		<b>\$ 1,487,996</b>	<b>\$ 1,487,996</b>	<b>\$ 508,492</b>	<b>\$ 508,492</b>
<b>Financial liabilities through profit and loss</b>					
Class B LP units	Fair Value (L2)	2,216,413	2,216,413	-	-
Long-term incentive plan	Fair Value (L2)	10,074	10,074	-	-
		<b>\$ 2,226,487</b>	<b>\$ 2,226,487</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Other Financial Liabilities</b>					
Accounts payable and other liabilities (a)	Amortized cost	\$ 538,560	\$ 538,560	\$ 25,268	\$ 25,268
Long-term debt (b)	Amortized cost	5,104,850	5,104,850	-	-
		<b>\$ 5,643,410</b>	<b>\$ 5,643,410</b>	<b>\$ 25,268</b>	<b>\$ 25,268</b>

- (a) Short-term financial instruments, comprising cash, tenants and other receivables and accounts payable and other liabilities are carried at amortized cost which, due to their short-term nature, approximates their fair value.
- (b) Long-term financial instruments consist of long-term debt. The fair value of long-term 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).

**18. Risk management**

The REIT's principal financial liability is long-term debt. The main purpose of the long-term debt 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.

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**18. Risk management (continued)**

*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.

The following table presents the REIT's contractual obligations at March 31, 2013:

Contractual Obligations	Due within					
	1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	Later
Long-term debt principal installments	\$ 112,183	\$ 128,063	\$ 133,379	\$ 138,916	\$ 144,683	\$ 4,466,126
Long-term debt interest	218,525	202,645	197,329	191,792	186,025	2,055,599
Accounts payable and other liabilities	538,560	-	-	-	-	-
Rent	21,828	21,828	21,828	-	-	-
	\$ 891,096	\$ 352,536	\$ 352,536	\$ 330,708	\$ 330,708	\$ 6,521,725

*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 and residential properties. Credit risk on tenant receivables comprising accounts receivable of \$35,220 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 March 31, 2013.

*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. The largest single tenant represented 93% of property income for the four months ended March 31, 2013.

*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.

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**19. Capital management**

The REIT defines its capital as the aggregate of unitholder's equity, Class B LP Units, long-term incentive plan, and long term debt. 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:

	<b>March 31 2013</b>
Total assets, including investment properties stated at fair value	<b>\$ 11,920,578</b>
Gross Book Value	<b>11,920,578</b>
Long-term debt, excluding long-term incentive plan and unamortized financing costs	<b>5,123,350</b>
Debt	<b>\$ 5,123,350</b>
<b>Debt, as above, as a percentage of Gross Book Value</b>	<b>42.98%</b>

The REIT was in compliance with the above requirements as at March 31, 2013.

**20. Related party transactions**

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

In connection with the services provided by Labec under the Management Agreement, the following amounts will be payable to Labec, 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 four month period ended March 31, 2013, the costs of these services amounted to \$2,657.

- (b) an acquisition fee in respect of properties announced to be acquired, directly or indirectly, by the REIT as a result of such properties having been presented to the REIT by Labec and equal to :
  - (i) 1.0% of the purchase price paid by the REIT, for the purchase of a property, on the first \$100,000,000 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 \$100,000,000 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 \$200,000,000 acquired in each fiscal year.

For the four month period ended March 31, 2013, the acquisition fees amounted to \$94,750.

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**21. Commitments and contingencies**

The REIT has a lease commitment relating to office space which expires on March 31, 2016. The current commitment in respect of this lease is \$21,828 per annum.

**22. Subsequent events**

- a) On April 29, 2013, the REIT obtained a new term loan in the amount of \$7.2 million to finance future acquisitions. The loan is for a term of three years and is interest only, bearing interest at the greater of 8.5% or the financial institution prime rate plus 5% per annum. The loan is secured by a first rank immovable hypothec on the investment property located in Daveluyville, Québec (see (b) below), and by a second ranking mortgage and other charges on certain other REIT assets.
- b) Subsequent to March 31, 2013, the REIT acquired two additional retail and office properties in Québec for an aggregate consideration of \$8.45 million, excluding closing and transaction costs.

*L'Ancienne-Lorette – Québec*

The purchase price for the property is \$7.0 million, excluding closing and transaction costs. The purchase price was satisfied through the assumption of a hypothecary loan in the amount of approximately \$3.8 million, bearing interest at the rate of 5.03% per annum maturing in March 2015, and a drawdown of the new term loan in (a) above of approximately \$3.2 million.

*Daveluyville – Québec*

The purchase price for the property is \$1.45 million, excluding closing and transaction costs. The purchase price was satisfied through use of the new term loan in (a) above.