



**PRO REAL ESTATE INVESTMENT TRUST**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2018**

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## Independent Auditor's Report

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To the Unitholders of Pro Real Estate Investment Trust:

### Opinion

We have audited the consolidated financial statements of Pro Real Estate Investment Trust and its subsidiaries (the "REIT"), which comprise the consolidated statements of financial position as at December 31, 2018 and December 31, 2017, and the consolidated statements of comprehensive income, changes in unitholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the REIT as at December 31, 2018 and December 31, 2017, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

### Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the REIT in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the REIT's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the REIT or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the REIT's financial reporting process.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

COMPTABILITÉ > CONSULTATION > FISCALITÉ  
ACCOUNTING > CONSULTING > TAX

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As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the REIT's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the REIT's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the REIT to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the REIT to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Jo-Ann Lempert.

Montréal, Québec

March 27, 2019

MNP SENCRL, s.r.l.<sup>1</sup>

<sup>1</sup> CPA auditor, CA, public accountancy permit no. A122514

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

*CAD \$ thousands*

	Note	December 31 2018	December 31 2017
<b>Assets</b>			
<b>Non-current assets</b>			
Investment properties	7,8	\$ 494,500	\$ 356,055
Property and equipment	9	300	145
Intangible assets	6,10	5,102	-
		<b>499,902</b>	<b>356,200</b>
<b>Current assets</b>			
Receivables and other	11	5,645	5,950
Cash		4,116	3,744
		<b>9,761</b>	<b>9,694</b>
<b>TOTAL ASSETS</b>		<b>\$ 509,663</b>	<b>\$ 365,894</b>
<b>Liabilities and unitholders' equity</b>			
<b>Non-current liabilities</b>			
Debt	12	239,527	191,233
Class B LP Units	13	16,182	15,640
Long-term incentive plan	14	3,471	3,069
		<b>259,180</b>	<b>209,942</b>
<b>Current liabilities</b>			
Credit facility	15	29,249	11,356
Debt	12	27,510	22,951
Accounts payable and other liabilities	16	7,792	5,867
Distributions payable		1,648	1,072
		<b>66,199</b>	<b>41,246</b>
<b>Total liabilities</b>		<b>325,379</b>	<b>251,188</b>
<b>Unitholders' Equity</b>		<b>184,284</b>	<b>114,706</b>
<b>TOTAL LIABILITIES AND UNITHOLDERS' EQUITY</b>		<b>\$ 509,663</b>	<b>\$ 365,894</b>

Approved by the Board

"signed"  
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James W. Beckerleg  
Trustee

"signed"  
\_\_\_\_\_

G rard 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 2018	Year Ended December 31 2017
Property revenue	18,19	\$ 40,889	\$ 29,639
Property operating expenses	19,20	14,840	11,373
<b>Net operating income</b>		<b>26,049</b>	<b>18,266</b>
General and administrative expenses	20	1,845	1,237
Long-term incentive plan expense	14	402	1,161
Depreciation of property and equipment	9	52	45
Amortization of intangible assets	10	185	-
Interest and financing costs	20	9,827	6,757
Distributions - Class B LP Units	13	1,618	1,035
Fair value adjustment - Class B LP Units	13	(3,360)	750
Fair value adjustment - investment properties	8	(4,236)	(2,740)
Transaction costs	6	501	-
Other income	21	(1,199)	-
Other expenses	21	925	-
Debt settlement costs	12	719	-
Settlement of expired warrants		-	(34)
<b>Net comprehensive income</b>		<b>\$ 18,770</b>	<b>\$ 10,055</b>

*See accompanying notes to the consolidated financial statements*

**PRO REAL ESTATE INVESTMENT TRUST**  
**CONSOLIDATED STATEMENT 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, 2018</b>		<b>54,433,216</b>	<b>\$ 108,579</b>	<b>\$ (25,426)</b>	<b>\$ 31,553</b>	<b>\$ 114,706</b>
Net comprehensive income		-	-	-	18,770	18,770
Transactions with Unitholders:						
Distributions declared - \$0.2100 per Unit				(15,406)	-	(15,406)
Issuance of Units, net of issue costs of \$5,839	17	29,865,500	63,199	-	-	63,199
Issuance of Units - distribution reinvestment plan	17	797,668	1,728	-	-	1,728
Issuance of Units - acquisition	17	391,305	900	-	-	900
Exchange of Class B LP Units for REIT Units	17	192,189	387	-	-	387
<b>Balance, December 31, 2018</b>		<b>85,679,878</b>	<b>\$ 174,793</b>	<b>\$ (40,832)</b>	<b>\$ 50,323</b>	<b>\$ 184,284</b>

		Number of Units	Units issued	Cumulative distributions	Retained earnings	Total
<b>Balance, January 1, 2017</b>		43,931,990	\$ 87,695	\$ (14,909)	\$ 21,498	\$ 94,284
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		598,126	1,273	-	-	1,273
Cancellation of Units - normal course issuer bid		(34,000)	(71)	-	-	(71)
Exchange of Class B LP Units for REIT Units		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>

*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 2018	Year Ended December 31 2017
Cash provided from (used in):			
Operating activities			
Net comprehensive income		\$ 18,770	\$ 10,055
Items not affecting cash:			
Depreciation of property and equipment	9	52	45
Amortization of financing costs	20	722	714
Amortization of intangible assets	10	185	-
Long-term incentive plan expense	14	402	1,161
Straight-line rent adjustment	18	(717)	(507)
Settlement of expired Warrants		-	(34)
Fair value adjustment - Class B LP Units	13	(3,360)	750
Fair value adjustment - investment properties	8	(4,236)	(2,740)
Non-cash portion of debt settlement costs		243	-
Tenant inducements amortized to revenue		-	95
Changes in non-cash working capital	22	1,824	(486)
<b>Net cash flows provided from operating activities</b>		<b>13,885</b>	<b>9,053</b>
Financing activities			
Proceeds of issuance of Units, net of issue costs	17	63,199	19,157
Repayment of debt		(47,475)	(6,222)
Increase in debt		87,379	73,100
Increase in credit facility		54,400	13,850
Repayment of credit facility		(36,500)	(11,350)
Financing costs		(1,169)	(1,389)
Distributions paid on Units		(13,678)	(9,244)
Cancellation of Units - normal course issuer bid		-	(71)
<b>Net cash flows provided from financing activities</b>		<b>106,156</b>	<b>77,831</b>
Investing activities			
Acquisition of investment properties	7	(109,496)	(88,366)
Additions to investment properties	8	(6,425)	(5,393)
Net proceeds on disposal of investment property		835	9,835
Leasing commissions	8	(945)	(873)
Acquisition of property and equipment	9	(94)	(50)
Deferred acquisition costs		215	(349)
Acquisition of the assets of Compass Commercial Realty Limited	6	(3,759)	-
<b>Net cash flows used in investing activities</b>		<b>(119,669)</b>	<b>(85,196)</b>
Change in cash during the year		372	1,688
Cash, beginning of year		3,744	2,056
<b>Cash, end of year</b>		<b>\$ 4,116</b>	<b>\$ 3,744</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, 2018**

*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 27, 2019.

**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.

The REIT has adopted the following accounting policies on January 1, 2018.

- (a) Revenue from Contracts with Customers ("IFRS 15"): The REIT adopted IFRS 15 on a modified retrospective basis as of January 1, 2018. IFRS 15 provides a comprehensive framework for recognition, measurement and disclosure of revenue from contracts with customers, excluding contracts within the scope of the standard leases, insurance contracts and financial instruments. As the REIT's most material revenue stream, rental revenue, is outside the scope of the new standard, the adoption of IFRS 15 did not have a material impact on the consolidated financial statements. Service components, including recovery of costs within lease agreements, fall within the scope of IFRS 15; however the REIT has concluded that the pattern of revenue recognition is unchanged.
- (b) Financial Instruments ("IFRS 9"): The REIT adopted IFRS 9 on January 1, 2018 which replaced IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). The adoption of IFRS 9 was generally applied retrospectively, without restatement of comparative information. There was no material impact from the adoption of IFRS 9.

IFRS 9 contains a new classification and measurement approach which requires financial assets to be classified and measured based on the business model in which they are managed and the characteristics of their contractual cash flows. IFRS 9 contains three principal

**PRO REAL ESTATE INVESTMENT TRUST**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

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

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

classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income and fair value through profit or loss, and eliminates the existing IAS 39 categories of held to maturity, loans and receivables and available for sale.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at fair value through profit or loss ("FVTPL"):

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortized cost as described above are measured at FVTPL.

IFRS 9 largely retains the existing requirements in IAS 39 for the classification of financial liabilities. However, under IAS 39 all fair value changes of liabilities designated as fair value through profit or loss are recognized in profit or loss, whereas under IFRS 9 the amount of change in fair value attributable to changes in the credit risk of the liability is presented in other comprehensive income, and the remaining amount of change in fair value is presented in profit or loss.

The following table summarizes the classification impacts upon adoption of IFRS 9:

<b>Asset/Liability</b>	<b>Classification under IAS 39</b>	<b>Classification under IFRS 9</b>
Cash	Loans and receivables	Amortized cost
Accounts receivable	Loans and receivables	Amortized cost
Accounts payable and other liabilities	Other liabilities at amortized cost	Amortized cost
Credit facility	Other liabilities at amortized cost	Amortized cost
Distribution payable	Other liabilities at amortized cost	Amortized cost
Debt	Other liabilities at amortized cost	Amortized cost
Class B LP Units	Fair value through profit or loss	Fair value through profit or loss
Long-term incentive plan	Fair value through profit or loss	Fair value through profit or loss

For impairment of financial assets, IFRS 9 replaces the 'incurred loss' model in IAS 39 with a forward-looking 'expected credit loss' ("ECL") model. The new impairment model applies to financial assets measured at amortized cost, contract assets and debt investments at fair value through other comprehensive income. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions. Under IFRS 9 credit losses are recognized earlier than under IAS 39.

Financial assets measured at amortized cost are assessed at each reporting date to determine the credit risk of the financial asset to apply the relevant impairment requirements. There are generally 3 stages of credit risk:

1. Financial assets that are expected to perform in line with their contractual terms and which have no signs of increased credit risk;
2. Financial assets that have significantly increased in credit risk since initial recognition but are not credit-impaired; and
3. Credit-impaired financial instruments.

The REIT assesses whether a financial asset has experienced a significant increase in credit risk or is credit-impaired at the reporting date. Regular indicators that a financial instrument has significantly increased in credit risk or is credit-impaired include significant financial difficulties as evidenced through default or delinquency by a debtor, restructuring of an amount due to the REIT on terms that the REIT would not consider otherwise, or indications that a debtor or issuer will enter bankruptcy. For financial assets assessed as having significantly increased in credit risk since initial recognition or credit-impaired at the reporting date, the REIT continues to recognize a loss allowance equal to lifetime expected credit losses.

The REIT considers evidence of impairment of financial assets measured at amortized cost at both a specific asset and collective level. All individually significant financial assets measured at amortized cost are assessed for specific impairment. All individually significant financial assets measured at amortized cost found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Such assets that are not individually significant are collectively assessed for impairment by grouping together financial assets measured at amortized cost with similar risk characteristics.

**PRO REAL ESTATE INVESTMENT TRUST**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

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

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

An impairment loss in respect of a financial asset measured at amortized cost is measured through a loss allowance at an amount equal to:

- (i) 12 month ECLs: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- (ii) Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

Losses are recognized in profit or loss and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through comprehensive income.

*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 are 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.

*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

**PRO REAL ESTATE INVESTMENT TRUST**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

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

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

*Property and equipment (continued)*

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.

*Intangible assets*

The REIT's intangible assets consist of customer relationships, non-compete agreement, brand name and goodwill. The customer relationships and the non-compete agreement have finite lives and are amortized on a straight-line basis over a period of 8 years and 5 years respectively. They are reviewed for impairment when an indication of impairment exists. Brand and goodwill are not amortized but tested for impairment at least annually, or more frequently if there are indicators of impairment.

*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.

*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.

*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.

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

*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.

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.

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

*Income and capital taxes (continued)*

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).
- (vi) Intangible assets – The REIT's makes judgments with respect to the amortization period relating to the customer relationships and non-compete agreement that have finite useful lives, while also reviewing for impairment when an indication of impairment exists. In addition, on an annual basis or more frequently if there are any indications of impairment, the REIT evaluates whether brand and goodwill may be impaired by determining whether the recoverable amounts are less than the carrying amount for the smallest identified cash-generating unit.

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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 16 – Leases ("IFRS 16") was issued by the IASB on 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.

**6. Business combination**

On June 27, 2018, the REIT acquired the assets of Compass Commercial Realty Limited ("Compass"), a property management firm headquartered in Halifax, Nova Scotia. Compass was a property manager with approximately 60 properties under management, totaling more than 3.7 million square feet of gross leasable area at that point. Now it currently manages 65 of the REIT's properties representing approximately 21% of the total revenues of Compass. The purchase price for the acquisition was \$5.8 million excluding transaction costs. In connection with the acquisition of Compass, the REIT issued 869,565 Class B LP Units at an agreed price of \$2.30 per Class B LP Unit. The balance of the purchase price was settled from cash on hand.

The acquisition was accounted for by the REIT using the acquisition method. Transaction costs expensed for the year ended December 31, 2018 were \$501.

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**6. Business combination (continued)**

The fair value was allocated to the net identifiable assets acquired as follows:

	Final purchase price allocation
Property and equipment	\$ 113
Intangible assets (note 10)	5,287
Working capital	359
	<b>\$ 5,759</b>
<b>Consideration given by the REIT:</b>	
Cash	\$ 3,759
Class B LP Units issued (note 13)	2,000
	<b>\$ 5,759</b>

During the year ended December 31, 2018, the REIT recognized \$1,199 of other income and \$274 of net profit relating to the acquisition of the assets of Compass. If the acquisition of the assets of Compass occurred on January 1, 2018, assuming no significant changes to contractual property management revenues, the REIT estimates other income and net profit to be \$2,398 and \$548 respectively for the year ended December 31, 2018.

**7. Investment property acquisitions**

During the year ended December 31, 2018, the REIT acquired the following investment properties:

Investment Property	Location	Property Type	Acquisition Date	Interest Acquired
598 Union Street	Fredericton, New Brunswick	Retail	June 14, 2018	100%
1750 Jean-Berchmans-Michaud Street	Drummondville, Quebec	Industrial	June 28, 2018	50%
10 & 20 Bentall Street	Winnipeg, Manitoba	Industrial	June 29, 2018	100%
1305 King Edward Street	Winnipeg, Manitoba	Industrial	June 29, 2018	100%
1313 King Edward Street	Winnipeg, Manitoba	Industrial	June 29, 2018	100%
1410 Mountain Avenue	Winnipeg, Manitoba	Commercial Mixed Use	June 29, 2018	100%
1455 Mountain Avenue	Winnipeg, Manitoba	Industrial	June 29, 2018	100%
1791 Dublin Avenue	Winnipeg, Manitoba	Industrial	June 29, 2018	100%
800 Taniata Avenue	Levis, Quebec	Retail	August 14, 2018	100%
123 Laurier Blvd.	Laurier-Station, Quebec	Retail	August 14, 2018	100%
875 King Street East	Sherbrooke, Quebec	Retail	August 14, 2018	100%
7995 Henri-Bourassa Blvd. East	Montreal, Quebec	Retail	August 14, 2018	100%
6375 Picard Street	Saint-Hyacinthe, Quebec	Industrial	November 7, 2018	100%
159 Cleopatra Drive	Ottawa, Ontario	Office	November 14, 2018	100%
9 Auriga Drive	Ottawa, Ontario	Office	November 14, 2018	100%
31 Auriga Drive	Ottawa, Ontario	Office	November 14, 2018	100%
1335 Carling Avenue	Ottawa, Ontario	Office	November 14, 2018	100%
2 Gurdwara Road	Ottawa, Ontario	Office	November 14, 2018	100%
63 Innovation Drive	Waterdown, Ontario	Industrial	December 20, 2018	100%
1035 Industrial Road	Ayr, Ontario	Industrial	December 20, 2018	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 was a trust in which a trustee of the REIT directly or indirectly had an interest. The REIT now owns 100% of this property which was previously accounted for as a joint operation.

The acquisitions of 800 Taniata Avenue, 123 Laurier Blvd., 875 King Street East and 7995 Henri-Bourassa Blvd. East are considered to be related party transactions given the vendors included a trustee of the REIT which directly or indirectly had an interest.



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

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 property acquisitions were all determined to be asset acquisitions.

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

The fair value of the investment properties acquired and related consideration paid, at their respective dates of acquisition, can be broken down as follows:

	<b>December 31 2018</b>	December 31 2017
<b>Assets</b>		
Investment properties	\$ 126,957	\$ 116,339
Other assets	570	115
	<b>\$ 127,527</b>	<b>116,454</b>
<b>Liabilities</b>		
Assumed mortgages	12,395	18,426
Accounts payable and other liabilities	1,697	1,549
	<b>14,092</b>	<b>19,975</b>
<b>Net assets acquired</b>	<b>\$ 113,435</b>	<b>96,479</b>
<b>Consideration paid by the REIT:</b>		
Cash	\$ 42,616	21,766
Units issued (note 17)	900	-
New mortgage financing	66,880	66,600
Class B LP Units issued (note 13)	2,289	8,113
Vendor take-back mortgage	750	-
	<b>\$ 113,435</b>	<b>\$ 96,479</b>

**8. Investment properties**

	<b>December 31 2018</b>	December 31 2017
Balance, beginning of year	\$ 356,055	\$ 251,503
Acquisitions	126,957	116,339
Disposal	(835)	(21,680)
Additions	6,425	5,393
Leasing commissions	945	873
Straight-line rent adjustment	717	507
Fair value adjustment	4,236	3,120
<b>Balance, end of year</b>	<b>\$ 494,500</b>	<b>\$ 356,055</b>

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, 2018, external appraisals were obtained for investment properties with an aggregate fair value of \$491,620 (December 31, 2017 - \$354,415) and management's internal valuations were used for investment properties with an incremental aggregate fair value of \$2,880 (December 31, 2017 - \$1,640).

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**8. Investment properties (continued)**

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

<b>At December 31, 2018</b>	<b>Retail</b>	<b>Office</b>	<b>Commercial Mixed Use</b>	<b>Industrial</b>
Capitalization rate	5.3% - 9.0%	6.3% - 10.0%	6.2% - 8.0%	5.8% - 7.3%
Terminal capitalization rate	5.5% - 8.5%	6.8% - 9.0%	6.3% - 7.8%	6.0% - 7.5%
Discount rate	6.0% - 9.5%	7.0% - 9.8%	6.8% - 8.5%	6.5% - 8.3%

<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%

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, 2018</b>		<b>December 31, 2017</b>	
	<b>Increase</b>	<b>Decrease</b>	<b>Increase</b>	<b>Decrease</b>
Capitalization rate	\$ (17,618)	\$ 18,985	\$ (12,205)	\$ 13,115
Terminal capitalization rate	\$ (25,283)	\$ 5,157	\$ (8,465)	\$ 4,870
Discount rate	\$ (24,788)	\$ 4,055	\$ (8,380)	\$ 4,240

**9. 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, 2018	\$ 64	\$ 143	\$ 72	\$ 279
Additions	63	119	25	207
Balance, December 31, 2018	127	262	97	486
<b>Accumulated depreciation</b>				
Balance, January 1, 2018	18	50	66	134
Depreciation	6	39	7	52
Balance, December 31, 2018	24	89	73	186
<b>Carrying value, December 31, 2018</b>	<b>\$ 103</b>	<b>\$ 173</b>	<b>\$ 24</b>	<b>\$ 300</b>

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**9. Property and equipment (continued)**

<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
<b>Balance, December 31, 2017</b>	<b>81</b>	<b>146</b>	<b>72</b>	<b>299</b>
<b>Accumulated depreciation</b>				
Balance, January 1, 2017	20	35	54	109
Depreciation	15	19	11	45
<b>Balance, December 31, 2017</b>	<b>35</b>	<b>54</b>	<b>65</b>	<b>154</b>
<b>Carrying value, December 31, 2017</b>	<b>\$ 46</b>	<b>\$ 92</b>	<b>\$ 7</b>	<b>\$ 145</b>

**10. Intangible assets**

	<b>December 31, 2018</b>			<b>December 31, 2017</b>		
	<b>Cost</b>	<b>Accumulated Amortization</b>	<b>Net</b>	<b>Cost</b>	<b>Accumulated Amortization</b>	<b>Net</b>
<b>Intangible assets with finite lives:</b>						
Customer relationships	\$ 1,964	\$ 122	\$ 1,842	\$ -	\$ -	\$ -
Non-compete agreement	633	63	570	-	-	-
<b>Total intangible assets with finite lives</b>	<b>2,597</b>	<b>185</b>	<b>2,412</b>	<b>-</b>	<b>-</b>	<b>-</b>
Brand	334	-	334	-	-	-
Goodwill	2,356	-	2,356	-	-	-
	<b>\$ 5,287</b>	<b>\$ 185</b>	<b>\$ 5,102</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>

Included in goodwill is the assembled workforce and synergies upon internalization of the REIT's property management.

The total amortization expense recognized in the statement of comprehensive income for the year ended December 31, 2018 amounted to \$185 (\$Nil for the year ended December 31, 2017).

**11. Receivables and other**

	<b>December 31 2018</b>	<b>December 31 2017</b>
Accounts receivable	\$ 2,786	\$ 1,888
Prepaid taxes	504	983
Prepaid other	596	1,033
Deposits	91	151
Other receivables (note 26)	1,668	1,895
	<b>\$ 5,645</b>	<b>\$ 5,950</b>

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**12. Debt**

	December 31 2018	December 31 2017
Mortgages payable (net of financing costs of \$2,348)	\$ 257,714	\$ 197,711
Term loans (net of financing costs of \$227)	8,573	16,473
Vendor take-back mortgage	750	-
<b>Total</b>	<b>267,037</b>	<b>214,184</b>
Debt (current)	27,510	22,951
<b>Non-current debt</b>	<b>\$ 239,527</b>	<b>\$ 191,233</b>

As at December 31, 2018, all mortgages payable were at fixed rates with a weighted average contractual rate of approximately 3.89% (December 31, 2017 – 3.73%). The mortgages payable are secured by first charges on certain investment properties with a fair value of approximately \$449,600 at December 31, 2018 (December 31, 2017 - \$343,855).

The REIT's first term loan is to finance acquisitions and fund deposits on future acquisitions with a maximum available of \$15 million. The term loan is interest bearing only at a rate equal to the greater of 7.95% or the financial institution prime rate plus 4.50% per annum and matures February 2020. At December 31, 2018, advances under the term loan amounted to \$7,000 (December 31, 2017 - \$5,000). The term loan is secured by a pool of second and third charges on certain investment properties with a fair value of approximately \$67,050 at December 31, 2018 (December 31, 2017 - \$66,550).

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 an investment property with a fair value of approximately \$7,500 (December 31, 2017 - \$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 on February 1, 2018. In connection with this prepayment, the REIT incurred debt settlement costs of \$719.

Interest expense was \$8,453 for the year ended December 31, 2018 (\$5,727 for the year ended December 31, 2017). 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, 2018.

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	\$ 7,181	\$ 6,822	\$ 7,002	\$ 5,412	\$ 3,607	\$ 9,807	\$ 39,831
Principal maturities	20,329	7,000	6,433	66,693	69,173	60,153	229,781
Sub-total debt	27,510	13,822	13,435	72,105	72,780	69,960	269,612
Financing costs	(710)	(556)	(501)	(364)	(195)	(249)	(2,575)
<b>Total</b>	<b>\$ 26,800</b>	<b>\$ 13,266</b>	<b>\$ 12,934</b>	<b>\$ 71,741</b>	<b>\$ 72,585</b>	<b>\$ 69,711</b>	<b>\$ 267,037</b>

**13. Class B LP Units**

	December 31, 2018		December 31, 2017	
	Class B LP Units	Amount	Class B LP Units	Amount
Outstanding, , beginning of year	6,799,950	\$ 15,640	3,444,129	\$ 7,302
Issuance of Class B LP Units - acquisitions (note 6 and note 7)	1,864,714	4,289	3,605,821	8,113
Exchange of Class B LP Units for REIT Units	(192,189)	(387)	(250,000)	(525)
Fair value adjustment		(3,360)		750
<b>Outstanding, end of year</b>	<b>8,472,475</b>	<b>\$ 16,182</b>	<b>6,799,950</b>	<b>\$ 15,640</b>

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, 2018, 192,189 Class B Units in issue were exchanged into REIT Units.

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, 2018 (\$0.2100 for the year ended December 31, 2017).

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**14. Long-term incentive plan**

	Number of Restricted Units (RUs)	Number of Deferred Units (DUs)	Total
At January 1, 2017	-	1,116,152	1,116,152
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>
Restricted Units and Deferred Units granted	-	401,432	401,432
Reinvested distributions	-	184,398	184,398
<b>At December 31, 2018</b>	-	<b>2,147,437</b>	<b>2,147,437</b>
Vested	-	1,372,886	1,372,886
Unvested	-	774,551	774,551
<b>Total</b>	-	<b>2,147,437</b>	<b>2,147,437</b>

  

	Year Ended December 31 2018	Year Ended December 31 2017
At fair value, beginning of period	\$ 3,069	\$ 1,908
Amortization, RUs and DUs:		
Amortization, RUs and DUs	768	697
Reinvested distributions, RUs and DUs	356	259
Fair value adjustment, RUs and DUs	(722)	205
Total expense - unvested RUs and DUs	402	1,161
<b>At fair value, end of period</b>	<b>\$ 3,471</b>	<b>\$ 3,069</b>

For the year ended December 31, 2018, 540,408 DUs were granted to Trustees and key management personnel. For the year ended December 31, 2017, 393,246 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 permitted to be issued under the long-term incentive plan is 7,390,586.

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, 2018, 585,830 DUs were granted at an average unit price of \$2.27. For the year ended December 31, 2017, 445,455 DUs were granted at an average unit price of \$2.23.

**15. Credit facility**

The REIT has a revolving credit facility of \$30.0 million which bears interest at prime plus 150.0 basis points or bankers' acceptance rate plus 250.0 basis points. The facility was increased to \$30.0 million in June of 2018 from \$11.5 million. The credit facility is secured by a pool of first and second charges on certain investment properties with a fair value of approximately \$58,350 at December 31, 2018 (December 31, 2017 - \$25,650). At December 31, 2018, the REIT had \$29,400 outstanding on the revolving credit facility and unamortized financing costs of \$151.

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, 2018, the REIT was compliant with all financial covenants under the revolving credit facility.

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**16. Accounts payable and other liabilities**

	<b>December 31 2018</b>	December 31 2017
Accounts payable	\$ 1,540	\$ 1,954
Accrued liabilities	3,605	2,404
Tenant deposits	1,396	679
Prepaid rent	1,251	830
	<b>\$ 7,792</b>	<b>\$ 5,867</b>

Included in accounts payable as at December 31, 2018, is an amount of \$452 (December 31, 2017 - \$235) payable to a company controlled by the REIT's management (note 26).

**17. Unitholders' equity**

	<b>Number of Issued Units</b>	<b>Amount</b>
At January 1, 2017	43,931,990	\$ 87,695
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 13)	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>
Issuance of Units - distribution reinvestment plan	797,668	1,728
Issuance of Units - January 29, 2018 and September 28, 2018 - public offerings	29,865,500	69,038
Less: issue costs		(5,839)
Exchange of Class B LP Units for REIT Units (note 13)	192,189	387
Issuance of Units - acquisition (note 7)	391,305	900
<b>At December 31, 2018</b>	<b>85,679,878</b>	<b>\$ 174,793</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.

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 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 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.

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

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 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.

On January 29, 2018, the REIT announced the closing of a public offering of Units, on a bought deal basis, at a price of \$2.30 per Unit resulting in 12,500,500 Units being issued for a total gross proceeds of \$28,751 million including 1,630,500 Units issued pursuant to the full exercise of the over-allotment option. Total underwriting fees and other directly related expenses of approximately \$2.7 million attributable to the issuance of Units was recorded as a reduction of unitholders' equity.

On June 14, 2018, the REIT closed a previously announced acquisition of the property located at 598 Union Street in Fredericton, New Brunswick for a purchase price of \$4.5 million excluding closing costs. In connection with this acquisition, the REIT issued 391,305 Units at a price of \$2.30 per Unit and for which a standard statutory four-month hold period applies. The remainder of the purchase price was satisfied by a new 4.15% five year mortgage of \$3.2 million and from cash on hand.

On September 28, 2018, the REIT announced the closing of a public offering of Units, on a bought deal basis, at a price of \$2.32 per Unit resulting in 17,365,000 Units being issued for total gross proceeds of \$40,286 million including 2,265,000 Units issued pursuant to the full exercise of the over-allotment option. Total underwriting fees and other directly related expenses of approximately \$3.0 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, 2018 and ending August 24, 2019, 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 3,387,496 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 138,400 Units and cancelled Nil Units for the year ended December 31, 2018. For the year ended December 31, 2017, the REIT repurchased and cancelled 34,000 Units for \$71.



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**18. Revenue**

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 2018</b>	December 31 2017
<b>Future minimum rentals receivable under operating leases</b>		
Within one year	\$ 33,433	\$ 23,790
Between one and five years	106,251	94,082
After five years	69,305	49,984
	<b>\$ 208,989</b>	<b>\$ 167,856</b>

The REIT's property revenue is made up of the following significant categories:

	<b>December 31 2018</b>	December 31 2017
Base rent	\$ 26,734	\$ 19,056
Recoverable operating expenses and realty taxes	13,438	10,076
Straight-line rent	717	507
	<b>\$ 40,889</b>	<b>\$ 29,639</b>

**19. 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, 2018</b>					
Property revenue	\$ 20,941	\$ 4,257	\$ 5,379	\$ 10,312	\$ 40,889
Property operating expenses	6,864	2,158	2,297	3,521	14,840
Net operating income	\$ 14,077	\$ 2,099	\$ 3,082	\$ 6,791	\$ 26,049
<b>At December 31, 2018</b>					
Investment properties	\$ 214,429	\$ 74,900	\$ 57,400	\$ 147,771	\$ 494,500
Mortgages payable	\$ 113,268	\$ 38,065	\$ 17,379	\$ 89,002	\$ 257,714
	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

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**20. 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:

	<b>Year Ended December 31 2018</b>	Year Ended December 31 2017
<b>Interest and financing costs</b>		
Amortization of financing costs	\$ 722	\$ 714
Other interest and financing costs	9,105	6,043
	<b>\$ 9,827</b>	<b>\$ 6,757</b>

**21. Other income and Other expenses**

Pursuant to the acquisition of Compass on June 27, 2018 (note 6), the REIT records revenues as well as relevant expenses ("other expenses") not related to the properties owned by the REIT in the consolidated statement of comprehensive income as follows:

	<b>Year Ended December 31 2018</b>	Year Ended December 31 2017
Other income	\$ 1,199	\$ -
Other expenses	\$ (925)	\$ -

**22. Supplemental cash flow information**

	<b>Year Ended December 31 2018</b>	Year Ended December 31 2017
<b>Change in non-cash working capital</b>		
Receivable and other	\$ 1,052	\$ (1,799)
Accounts payable and other liabilities	772	1,313
	<b>\$ 1,824</b>	<b>\$ (486)</b>
Interest paid	<b>\$ 8,967</b>	<b>\$ 5,718</b>

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**23. 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	
		December 31 2018	December 31 2018	December 31 2017	December 31 2017
<b>Loans and Receivables</b>					
Cash (a)	Amortized cost	\$ 4,116	\$ 4,116	\$ 3,744	\$ 3,744
Receivables and other excluding prepaid expenses, deposits, deferred acquisition costs and other receivables (a)	Amortized cost	2,786	2,786	1,888	1,888
		<b>\$ 6,902</b>	<b>\$ 6,902</b>	<b>\$ 5,632</b>	<b>\$ 5,632</b>
<b>Financial Liabilities Through Profit and Loss</b>					
Class B LP Units	Fair value (L2)	\$ 16,182	\$ 16,182	\$ 15,640	\$ 15,640
Long-term incentive plan	Fair value (L2)	3,471	3,471	3,069	3,069
		<b>\$ 19,653</b>	<b>\$ 19,653</b>	<b>\$ 18,709</b>	<b>\$ 18,709</b>
<b>Other Financial Liabilities</b>					
Accounts payable and other liabilities (a)	Amortized cost	\$ 7,792	\$ 7,792	\$ 5,867	\$ 5,867
Credit facility (a)	Amortized cost	29,249	29,249	11,356	11,356
Distributions payable (a)	Amortized cost	1,648	1,648	1,072	1,072
Debt (b)	Amortized cost	267,037	267,037	214,184	214,184
		<b>\$ 305,726</b>	<b>\$ 305,726</b>	<b>\$ 232,479</b>	<b>\$ 232,479</b>

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

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

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

**24. 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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**24. Risk management (continued)**

The following table presents the REIT's contractual obligations at December 31, 2018:

Contractual Obligations	Due within					
	1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	Later
Debt principal instalments	\$ 7,181	\$ 6,822	\$ 7,002	\$ 5,412	\$ 3,607	\$ 9,807
Debt principal maturities	20,329	7,000	6,433	66,693	69,173	60,153
Debt interest	10,348	9,645	9,152	6,900	4,726	9,317
Credit facility	29,400	-	-	-	-	-
Accounts payable and other liabilities	7,792	-	-	-	-	-
Rent	40	40	10	-	-	-
	<b>\$ 75,090</b>	<b>\$ 23,507</b>	<b>\$ 22,597</b>	<b>\$ 79,005</b>	<b>\$ 77,506</b>	<b>\$ 79,277</b>

*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 \$2,786 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, 2018.

IFRS 9 replaces the "incurred loss" model in IAS 39 with a forward-looking "ECL" model. The ECL model requires an entity to measure the loss allowance for a financial instrument at an amount equal to the lifetime expected ECL if the credit risk on that financial instrument has increased significantly since initial recognition or at an amount equal to 12-month expected credit losses if the credit risk on that financial instrument has not increased significantly since initial recognition. The REIT uses a provision matrix based on historical credit loss experiences to estimate 12-month expected credit losses as the REIT has deemed the risk of credit loss has not increased significantly for accounts receivable. The provision matrix and ECL models applied did not have a material impact on receivables of the REIT.

*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, 2018, the REIT's largest tenant did not exceed 10% of property revenue.

*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.

**25. 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.

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**25. Capital management (continued)**

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>December 31 2018</b>
Total assets, including investment properties stated at fair value	<b>\$ 509,663</b>
Accumulated depreciation on property and equipment and intangible assets	<b>371</b>
<b>Gross Book Value</b>	<b>510,034</b>
Debt, excluding unamortized financing costs	<b>269,612</b>
Credit facility, excluding unamortized financing costs	<b>29,400</b>
<b>Debt</b>	<b>\$ 299,012</b>
<b>Debt, as above, as a percentage of Gross Book Value</b>	<b>58.63%</b>

The REIT was in compliance with the above requirements as well as all required financial covenants at December 31, 2018.

**26. 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:

- (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, 2018, the costs of these services amounted to \$875 (\$605 for the year ended December 31, 2017).

- (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, 2018, the costs of these services amounted to \$1,170 (\$1,088 for the year ended December 31, 2017).

- (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, 2018, the costs of these services amounted to \$27 (\$38 for the year ended December 31, 2017).

During the year ended December 31, 2018, the REIT reimbursed the Manager approximately \$54 for out-of-pocket expenses for services directly related to property acquisitions of the REIT (\$51 for the year ended December 31, 2017).

During the year ended December 31, 2018, the REIT also paid a fee of \$220 to the Manager for services provided in addition to those referred to in the Management Agreement in connection with the internalization of the REIT's property management function and the acquisition of the assets of Compass. The fees for such services, which included all services required to review the internalization of the REIT's property management function and ultimately complete the acquisition of the assets of Compass, were agreed upon with the Manager, in accordance with the Management Agreement.

**PRO REAL ESTATE INVESTMENT TRUST**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

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

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**26. Related party transactions (continued)**

On September 30, 2014, the REIT entered into a strategic investment agreement (the "Strategic Investment Agreement") with Lotus Crux Acquisition LP ("Lotus Crux Acquisition"), an entity owned and controlled by Peter Aghar and Shenoor Jadavji, two trustees of the REIT. 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.

Fees of approximately \$Nil were paid in the year ending December 31, 2018 (\$289 for the year ended December 31, 2017).

Pursuant to the Strategic Investment Agreement, the REIT advanced on November 20, 2017 \$1.5 million as a secured loan to two related parties to Lotus Crux in which Peter Aghar and Shenoor Jadavji have an interest, as part of the financing for the acquisition by such parties of a 74,000 square feet multi-tenant commercial building well located in Greater Ottawa (note 11). The loan is on market terms as negotiated between parties acting at arm's length, bears interest at 9% per annum and matures in 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.

The acquisition of the remaining 50% interest in a property located in Drummondville, Quebec on June 28, 2018 is considered to be a related party transaction given the vendor of the 50% undivided interest in the property was a trust controlled by a trustee of the REIT.

The acquisitions of 800 Taniata Avenue, 123 Laurier Blvd., 875 King Street East and 7995 Henri-Bourassa Blvd. East are considered to be related party transactions given the vendors included a trustee of the REIT which directly or indirectly had an interest.

**27. 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.

**28. Subsequent events**

- (a) On January 22, 2019, the REIT announced a cash distribution of \$0.0175 per Unit for the month of January 2019. The distribution was paid on February 15, 2019 to unitholders of record as at January 31, 2019.
- (b) On February 20, 2019, the REIT announced a cash distribution of \$0.0175 per Unit for the month of February 2019. The distribution was paid on March 15, 2019 to unitholders of record as at February 28, 2019.
- (c) On March 21, 2019, the REIT announced a cash distribution of \$0.0175 per Unit for the month of March 2019. The distribution is payable on April 15, 2019 to unitholders of record as at March 29, 2019.
- (d) On March 27, 2019, the REIT announced the Toronto Stock Exchange (the "TSX") conditionally approved the graduation of the REIT from the TSXV to the TSX. The listing of the Units on the TSX is subject to the REIT fulfilling all of the requirements of the TSX. In conjunction with the graduation to the TSX, the Units would be voluntarily delisted from the TSXV prior to the commencement of trading on the TSX. The Units would continue to trade under the symbol "PRV.UN". In connection with and subject to the graduation to the TSX, the REIT intends to consolidate its Units on a basis of 3 pre-consolidation Units for 1 post-consolidation Unit.
- (e) On March 27, 2019, the REIT exercised its option to complete the internalization of its asset management function in accordance with the terms of its Management Agreement with the Manager. The internalization will result in the elimination of the asset management and acquisition fees payable to the Manager. The internalization will be effective April 1, 2019. Following the completion of the internalization, the REIT's executive officers, James Beckerleg and Gordon Lawlor, will be employed directly by the REIT.

In accordance with the terms of the Management Agreement, the Manager will be entitled to a termination payment of approximately \$2.3 million.