



**PRO REAL ESTATE INVESTMENT TRUST**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION  
FOR THE YEAR ENDED DECEMBER 31, 2018**

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**March 27, 2019**

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2 Gurdwara, Ottawa, Ontario

To Our Unitholders,

The year 2018 was transformative for PROREIT as we reached significant milestones. We surpassed our \$500 million asset target, improved our financial and operational performance and completed the internalization of our property management.

We also executed on our acquisition strategy and successfully diversified our portfolio, both in terms of asset class and geography, while reducing our overall operating and financial risks. We now have a truly national footprint comprised of 84 high-quality commercial properties in nine provinces, with access to an even larger and higher quality pool of acquisitions. Almost 50% of the base revenue from these properties comes from credit quality tenants.

#### **A Stellar Performance in 2018**

Our strong results in the fourth quarter of 2018 cap off what I can truly say was an outstanding year for PROREIT. We reported assets at \$509.7 million at year-end, an increase of 39.3% compared to December 31, 2017. During the year, we acquired 19 high-quality properties, purchased the remaining 50% interest in another property, and sold one property. Our acquisitions during the fourth quarter of 2018 contributed strongly to the diversification of our portfolio, which increased our exposure to both the industrial and office sectors, and added to our position in the strong Ontario market.

Our property revenues grew 49.6% during the fourth quarter of 2018, compared to the same period last year, to reach \$12.2 million, and by 38.0%, year-over-year, to a total of \$40.9 million for the full year 2018. Our net operating income <sup>(1)</sup> amounted to \$7.7 million for the fourth quarter of 2018, an increase of 54.6% compared to the same period last year. For the full year, net operating income <sup>(1)</sup> was \$26.0 million, a 42.6% increase. Adjusted funds from operations ("AFFO") <sup>(1)</sup> were also up significantly, reaching \$4.2 million for the fourth quarter of 2018, an increase of 50.5% quarter-to-quarter, and \$14.3 million for the full year 2018, or a 38.9% increase year-over-year. These strong results were mainly driven by the acquisitions made during the year as well as synergies generated from the full integration of our property manager, Compass Commercial Realty, from the date of acquisition in June 2018. This strategic acquisition has enabled PROREIT to internalize most of the property management function for our properties and to repatriate property management fees.

We continued to exercise prudent capital management resulting in a strong balance sheet at year-end, with our debt to gross book value ratio <sup>(1)</sup> improving from 62.3% at December 31, 2017 to 58.6% at December 31, 2018.

From an operational standpoint, we also succeeded in increasing our occupancy rate by 250 basis point from a year earlier, which stood at 98.2% at December 31, 2018. This in turn contributed to positive same property income performance for both the quarter and full year.

We also completed two equity financings during the year, totaling \$69.1 million, and the impact on our AFFO <sup>(1)</sup> will be fully reflected in the first quarter of 2019, marking a significant improvement in our AFFO Payout ratio <sup>(1)</sup>.

Again this year, the Board of Trustees maintained the distribution policy, reflecting continued confidence in PROREIT's growth potential. We are proud to have declared uninterrupted monthly distributions since January 2014.

#### **A Bright Future**

We are also pleased to announce that the Toronto Stock Exchange has conditionally approved the graduation of PROREIT from the TSX Venture Exchange to the Toronto Stock Exchange. As usual in this process, the listing of the units on the Toronto Stock Exchange is subject to PROREIT fulfilling all of the requirements of the Toronto Stock Exchange. In conjunction with and subject to the graduation to the Toronto Stock Exchange, PROREIT intends to consolidate its units on a basis of 3 pre-consolidation units for 1 post-consolidation unit.

<sup>(1)</sup> Non-IFRS measure. See "Non-IFRS and Operational Key Performance Indicators"

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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In addition, on March 27, 2019, PROREIT exercised its option to internalize its asset management function, which will facilitate economies of scale and increased transparency. Consequently, Gordon Lawlor and I will both become employed directly by the REIT, effective April 1, 2019.

Looking ahead, we remain focused on acquiring high-quality, low-risk real estate in strong secondary markets, where many of Canada's largest REITs are currently divesting assets. Commercial real estate markets in Canada continue to perform well, and based on our current outlook, we believe that interest rates and capital markets will remain stable.

I would like to take this opportunity to thank fellow members of the Board of Trustees for their counsel and support, and to express my gratitude to the entire PROREIT team for all that was accomplished this year.

As 2019 unfolds, our increased scale will bring added potential to generate internal growth and economies of scale. We intend to leverage our new position to improve our cost of capital and increase our growth per unit to the benefit of our unitholders. We look forward to important advancements being announced for PROREIT in the coming weeks as we remain focused on our objective to build a mid-cap, diversified commercial REIT in Canada.

Sincerely,

*(signed)* James W. Beckerleg  
President and Chief Executive Officer

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**PART I**

**FINANCIAL AND OPERATIONAL HIGHLIGHTS**

|   | <b>December 31<br/>2018</b>                        | December 31<br>2017                      |  |                                   |
|---|--|--|--|-----------------------------------|
| <b>Operational data</b>   |  |  |  |                                   |
| Number of properties  | <b>84</b>  | 66                                       |  |                                   |
| Gross leasable area (square feet)   | <b>3,702,901</b>                                   | 2,689,536                                |  |                                   |
| Occupancy rate <sup>(1)</sup>   | <b>98.2%</b>                                       | 95.7%                                    |  |                                   |
| Weighted average lease term to maturity (years)                                     | <b>6.1</b>   | 6.9                                      |  |                                   |
|   | <b>3 Months<br/>Ended<br/>December 31<br/>2018</b> | 3 Months<br>Ended<br>December 31<br>2017 | <b>Year Ended<br/>December 31<br/>2018</b> | Year Ended<br>December 31<br>2017 |
| <i>(CAD \$ thousands except unit, per unit amounts and unless otherwise stated)</i> |  |  |  |                                   |
| <b>Financial data</b>   |  |  |  |                                   |
| Property revenue  | \$ <b>12,207</b>                                   | \$ 8,161                                 | \$ <b>40,889</b>                           | \$ 29,639                         |
| Net operating income (NOI) <sup>(2)</sup>   | \$ <b>7,661</b>                                    | \$ 4,954                                 | \$ <b>26,049</b>                           | \$ 18,266                         |
| Total assets  | \$ <b>509,663</b>                                  | \$ 365,894                               | \$ <b>509,663</b>                          | \$ 365,894                        |
| Debt to Gross Book Value <sup>(2)</sup>   | <b>58.63%</b>                                      | 62.30%                                   | <b>58.63%</b>                              | 62.30%                            |
| Interest Coverage Ratio <sup>(2)</sup>  | <b>2.6x</b>  | 2.6x                                     | <b>2.6x</b>                                | 2.7x                              |
| Debt Service Coverage Ratio <sup>(2)</sup>  | <b>1.6x</b>  | 1.6x                                     | <b>1.6x</b>                                | 1.6x                              |
| Weighted average interest rate on mortgage debt                                     | <b>3.89%</b>                                       | 3.73%                                    | <b>3.89%</b>                               | 3.73%                             |
| Net cash flows provided from operating activities                                   | \$ <b>5,102</b>                                    | \$ 3,917                                 | \$ <b>13,885</b>                           | \$ 9,053                          |
| Funds from Operations (FFO) <sup>(2)</sup>  | \$ <b>3,921</b>                                    | \$ 2,317                                 | \$ <b>12,255</b>                           | \$ 9,400                          |
| Basic FFO per unit <sup>(2)(3)</sup>  | \$ <b>0.0417</b>                                   | \$ 0.0379                                | \$ <b>0.1559</b>                           | \$ 0.1722                         |
| Diluted FFO per unit <sup>(2)(3)</sup>  | \$ <b>0.0410</b>                                   | \$ 0.0371                                | \$ <b>0.1529</b>                           | \$ 0.0168                         |
| Adjusted Funds from Operations (AFFO) <sup>(2)</sup>                                | \$ <b>4,234</b>                                    | \$ 2,813                                 | \$ <b>14,340</b>                           | \$ 10,325                         |
| Basic AFFO per unit <sup>(2)(3)</sup>   | \$ <b>0.0450</b>                                   | \$ 0.0460                                | \$ <b>0.1825</b>                           | \$ 0.1892                         |
| Diluted AFFO per unit <sup>(2)(3)</sup>   | \$ <b>0.0442</b>                                   | \$ 0.0451                                | \$ <b>0.1789</b>                           | \$ 0.1854                         |
| AFFO Payout Ratio – Basic <sup>(2)(4)</sup>   | <b>116.7%</b>                                      | 114.1%                                   | <b>115.1%</b>                              | 111.0%                            |
| AFFO Payout Ratio – Diluted <sup>(2)(4)</sup>                                       | <b>118.8%</b>                                      | 116.4%                                   | <b>117.4%</b>                              | 113.3%                            |

<sup>(1)</sup> Occupancy rate includes lease contracts for future occupancy of currently vacant space. Management believes the inclusion of this committed space provides a more balanced reporting. The committed space at December 31, 2018 was approximately 27,925 square feet of gross leasable area ("GLA") (41,600 square feet of GLA at December 31, 2017).

<sup>(2)</sup> Non-IFRS measure. See "Non-IFRS and Operational Key Performance Indicators".

<sup>(3)</sup> Total basic units consist of Units (as defined herein) and Class B LP Units (as defined herein). Total diluted units also include deferred trust units and restricted trust units issued under the REIT's long-term incentive plan.

<sup>(4)</sup> See discussion on "January 2018 and September 2018 Equity Issuances" in the "Distribution and Adjusted Funds from Operations" section.

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

This management discussion and analysis ("MD&A") sets out PRO Real Estate Investment Trust's (the "REIT") operating strategies, risk profile considerations, business outlook and analysis of its financial performance and condition for the three month period and year ended December 31, 2018. This MD&A should be read in conjunction with the REIT's audited consolidated financial statements and accompanying notes for the year ended December 31, 2018, prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

The REIT's reporting currency is the Canadian dollar ("CAD"). All amounts except unit, per unit and square footage amounts and as otherwise stated, are in thousands of CAD and have been rounded to the nearest CAD thousand. This MD&A is current as of March 27, 2019.

Additional information about the REIT can be found in the REIT's filings with securities regulatory authorities, including the REIT's annual information form for the year ended December 31, 2018 which are available under the REIT's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

#### FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities legislation, including statements relating to certain expectations, projections, growth plans and other information related to REIT's business strategy and future plans. Forward-looking statements can, but may not always, be identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "would", "should", "believe", "objective", "ongoing", "imply", "assumes", "goal", "likely" and similar references to future periods or the negatives of these words and expressions and by the fact that these statements do not relate strictly to historical or current matters. These forward-looking statements are based on management's current expectations and are subject to a number of risks, uncertainties, and assumptions, including market and economic conditions, business prospects or opportunities, future plans and strategies, projections and anticipated events and trends that affect the REIT and its industry. Although the REIT and management believe that the expectations reflected in such forward-looking statements are reasonable and are based on reasonable assumptions and estimates as of the date hereof, there can be no assurance that these assumptions or estimates are accurate or that any of these expectations will prove accurate. Forward-looking statements are inherently subject to significant business, economic and competitive risks, uncertainties and contingencies that could cause actual events to differ materially from those expressed or implied in such statements.

Some of the specific forward-looking statements in this MD&A include, but are not limited to, statements with respect to the following:

- the intention of the REIT to distribute a portion of its available cash to securityholders and the amount of such distributions;
- the ability of the REIT to execute its growth strategies;
- the expected tax treatment of the REIT's distributions to unitholders;
- the REIT's capital expenditure requirements for its properties;
- the ability of the REIT to qualify for the REIT Exception;
- the expected occupancy and the performance of the REIT's properties; and
- the debt maturity profile of the REIT.

Actual results and developments are likely to differ, and may differ materially, from those anticipated by the REIT and expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions and risks which may prove to be incorrect. Important assumptions relating to the forward-looking statements contained in this MD&A include assumptions concerning the REIT's future growth potential, expected capital expenditures, competitive conditions, results of operations, future prospects and opportunities, industry trends remaining unchanged, future levels of indebtedness, the tax laws as currently in effect remaining unchanged and the current economic conditions remaining unchanged. Many factors could cause the REIT's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, without limitation, risks and uncertainties relating to the properties of the REIT, the REIT's expectations regarding future occupancy rates of its properties, and including those risks and uncertainties discussed under the heading "Risks and Uncertainties" in this MD&A.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements contained in this MD&A. These factors should be considered carefully and prospective investors should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this MD&A are based upon what management currently believes to be reasonable assumptions, the REIT cannot assure prospective investors that actual results, performance or achievements will be consistent with these forward-looking statements and additional risks and uncertainties discussed in the REIT's materials filed with the Canadian securities regulatory authorities from time to time, available under the REIT's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

These forward-looking statements are made as of the date of this MD&A and the REIT does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by law. The REIT cannot assure investors that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Investors are cautioned that forward-looking statements are not guarantees of future performance and accordingly investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein.

## NON-IFRS AND OPERATIONAL KEY PERFORMANCE INDICATORS

The following non-IFRS and operational key performance indicators are important measures used by management in evaluating the REIT's underlying operating performance and debt management. These measures are not defined by IFRS, do not have a standardized meaning, may not be comparable with similar measures presented by other income trusts or enterprises and should not be construed as alternatives to other financial measures determined in accordance with IFRS.

### Net Operating Income ("NOI")

NOI is defined by the REIT as revenues from investment properties less property operating expenses such as taxes, utilities, property level general administrative costs, advertising, repairs and maintenance. NOI does not include charges for interest and other amortization. This non-IFRS measurement is an important measure used by the REIT in evaluating property operating performance. Refer to the table under "Part III – Results of Operations" and the table under "Part V – Summary of Quarterly Results" for the calculation of NOI.

### Same Property NOI ("Same Property NOI")

Same Property NOI is a non-IFRS financial measure used by the REIT to assess the period over period performance of those properties owned by the REIT in both periods. In calculating Same Property NOI, NOI for the period is adjusted to remove the impact of straight-line rent revenue and tenant inducements amortized to revenue in order to highlight the 'cash impact' of contractual rent increases embedded in the underlying lease agreements. Same property performance is a meaningful measure of operating performance because it allows management to assess rent growth and leasing activity of its portfolio on a REIT property basis and the impact of capital investments. See "Part III – Results of Operations – Overall Analysis-Same Property NOI Analysis".

### Funds from Operations ("FFO")

Management believes FFO is an important measure of the REIT's operating performance. This non-IFRS measurement is a commonly used measure of performance of real estate operations; however, it does not represent net income nor cash generated from operating activities, as defined by IFRS, and is not necessarily indicative of cash available to fund the REIT's needs. The REIT calculates FFO in accordance with the *White Paper on FFO and AFFO for IFRS* (the "FFO and AFFO White Paper") issued in February 2017 by the Real Property Association of Canada ("Realpac"). Management believes that FFO provides an operating performance measure that, when compared period-over period, reflects the impact on operations of trends in occupancy levels, rental rates, operating costs and property taxes, acquisition activities and interest costs, and provides a perspective of the financial performance that is not immediately apparent from net income determined in accordance with IFRS.

FFO has been reconciled to net comprehensive income in the table under "Part IV – Distributions and Adjusted Funds from Operations". FFO adds back to net income items that do not arise from operating activities, such as fair value adjustments. FFO, however, still includes non-cash revenues related to accounting for straight-line rent and makes no deduction for the recurring capital expenditures necessary to sustain the existing earnings stream.

### Adjusted Funds from Operations ("AFFO")

The REIT does not calculate AFFO in accordance with the FFO and AFFO White Paper. AFFO is defined by the REIT as FFO of the REIT, subject to certain adjustments, including: (i) amortization of fair value mark-to-market adjustments on mortgages acquired, amortization of deferred financing costs, amortization of tenant incentives and leasing costs, straight-line adjustments to rent and compensation expense related to unit-based incentive plans; (ii) deducting normalized maintenance capital expenditures and normalized leasing costs, as determined by the REIT, and (iii) one time costs related to the settlement of debt. Normalized leasing costs represent leasing costs paid and amortized over the new lease term. Other adjustments may be made to AFFO as determined by the trustees of the REIT in their discretion. Management believes AFFO is an important measure of the REIT's economic performance and is indicative of the REIT's ability to pay distributions. This non-IFRS measurement is commonly used for assessing real estate performance; however, it does not represent cash generated from operating activities, as defined by IFRS, and is not necessarily indicative of cash available to fund the REIT's needs. AFFO has been reconciled to net comprehensive income in the table under "Part IV – Distributions and Adjusted Funds from Operations" and to cash flow provided from operating activities in the table under "Part IV – Distributions and Adjusted Funds from Operations – Distributions".

### Adjusted Cashflow from Operations ("ACFO")

ACFO is a new non-IFRS financial measure developed by Realpac for use by the real estate industry as a sustainable economic cash flow metric. ACFO should not be considered as an alternative to cash generated from operating activities determined in accordance with IFRS. The REIT calculates its ACFO in accordance with Realpac's *White Paper on Adjusted Cashflow from Operations for IFRS* issued in February 2017. The purpose of this white paper is to provide guidance on the definition of ACFO to promote consistent disclosure amongst reporting issuers. The use of ACFO, combined with the required IFRS presentations, has been included for the purpose of improving the understanding of operating cash flow of the REIT. Management believes that ACFO is a sustainable economic cash flow metric that, when compared period-over period, reflects the impact on cash flow generated from operating activities after providing for net interest and other financing charges and operating capital requirements. ACFO has been reconciled to cash flow provided from operating activities in the table under "Part IV – Distributions and Adjusted Funds from Operations – Distributions".

**AFFO Payout Ratio ("AFFO Payout Ratio")**

The AFFO Payout Ratio is a non-IFRS measure of the sustainability of the REIT's distribution payout. The REIT uses this metric to provide transparency on performance and the overall management of the existing portfolio assets. Management considers the AFFO Payout Ratio the best measure of the REIT's distribution capacity. The AFFO Payout Ratio is calculated as distributions per unit divided by the AFFO per unit.

**Gross Book Value ("Gross Book Value")**

Gross Book Value is a non-IFRS measure defined in the REIT's Declaration of Trust (as defined herein) and is a measure of the REIT's asset base and financial position. Refer to the table under "Part IV – Capitalization and Debt Profile – Debt Ratios" for the calculation of Gross Book Value.

**Debt to Gross Book Value ("Debt to Gross Book Value")**

Debt to Gross Book Value is a non-IFRS measure and the REIT has adopted an indebtedness ratio guideline which management uses as a measure to evaluate its leverage and the strength of its equity position. Refer to the table under "Part IV – Capitalization and Debt Profile – Debt Ratios" for the calculation of Debt to Gross Book Value.

**Adjusted EBITDA ("Adjusted EBITDA")**

Adjusted EBITDA is a non-IFRS measure and is used by the REIT to monitor the REIT's ability to satisfy and service its debt as well as monitor requirements imposed by the REIT's lenders. Specifically, Adjusted EBITDA is used to monitor the REIT's Interest Coverage Ratio and Debt Service Coverage Ratio, which the REIT uses to measure its debt profile and assess its ability to satisfy its obligations, including servicing its debt. Adjusted EBITDA represents earnings before interest, income taxes, depreciation and amortization, fair value gains (losses), while also excluding non-recurring items. Refer to the table under "Part IV – Capitalization and Debt Profile – Adjusted EBITDA" for the calculation of the Adjusted EBITDA.

**Interest Coverage Ratio ("Interest Coverage Ratio")**

Management believes this non-IFRS measurement is an important measure in determining the REIT's ability to service the interest requirements of its outstanding debt. The REIT calculates its Interest Coverage Ratio by dividing Adjusted EBITDA by the REIT's interest obligations for the period. Management uses this ratio to measure and limit the REIT's leverage. Refer to the table under "Part IV – Capitalization and Debt Profile – Interest Coverage Ratio" for the calculation of the Interest Coverage Ratio.

**Debt Service Coverage Ratio ("Debt Service Coverage Ratio")**

The Debt Service Coverage Ratio is determined by the REIT as Adjusted EBITDA divided by the debt service requirements for the period, whereby the debt service requirements reflect principal repayments and interest expensed during the period. Payments related to prepayment penalties or payments upon discharge of a mortgage are excluded from the calculation. The Debt Service Coverage Ratio is a useful measure and is used by the REIT's management to monitor the REIT's ability to meet annual interest and principal payments. Refer to the table under "Part IV – Capitalization and Debt Profile – Debt Service Coverage Ratio" for the calculation of the Debt Service Coverage Ratio.

**PART II**

**REIT OVERVIEW**

The REIT is an unincorporated open ended real estate investment trust established pursuant to a declaration of trust dated February 7, 2013 and amended on December 21, 2018 (as amended from time to time, the "Declaration of Trust") and was established under the laws of the Province of Ontario. The REIT's trust units ("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.

The REIT owns a portfolio of Canadian commercial investment properties, comprised of retail, office, commercial mixed-use and industrial properties. At December 31, 2018, the REIT owned a portfolio of 84 income-producing commercial properties representing an aggregate of approximately 3.7 million square feet of GLA located in Quebec, Atlantic Canada, Ontario and Western Canada.

**OBJECTIVES AND STRATEGIES**

**Objectives**

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



## Strategy

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

### Stable Cash Distributions

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

### Enhance Value

- **Experienced management team and Board with a proven track record of value creation.** In aggregate, the REIT's executive officers and Trustees have over 100 years of operating, acquisitions, and financing experience in the Canadian real estate industry. They have extensive relationships with a broad network of real estate industry owners and service professionals across Canada, and expect to leverage these relationships to source accretive high-quality acquisitions. Given the management team's experience in the Quebec, Atlantic Canada, Ontario and Western Canadian markets, it possesses a unique and valuable set of skills and relationships that can be leveraged to the benefit of the REIT.
- **Strategic relationship with Lotus Crux enhances geographical expertise, especially in Ontario and in Western Canada, and provides a pipeline for future acquisitions and investment opportunities.** The REIT is a party to a strategic investment agreement with Lotus Crux Acquisition LP ("Lotus Crux"), which management of the REIT believes will provide the REIT with enhanced coverage of major Canadian markets, especially in Western Canada, as well as access to Lotus Crux's network of relationships with real estate market participants in these markets, resulting in access to a pipeline of potential acquisition and investment opportunities not otherwise available to the REIT.

### Expand the Asset Base

- **Internal Growth Strategies**  
The REIT's internal growth strategy includes the following:
  - Nurturing existing tenant relationships, ensuring tenant retention and accommodating tenant growth.
  - Increasing rental income and minimizing operating expenses through operating improvements and preventative maintenance programs.
  - Pursuing expansion and redevelopment opportunities within the REIT's portfolio.
- **External Growth Strategies**  
The REIT's external growth strategy includes the following:
  - Acquiring stable investment properties that are accretive to the REIT.
  - Acquiring a broad range of commercial properties within its target markets to maximize diversification within its portfolio.
  - Pursuing selective development and expansion opportunities within the REIT's portfolio.
  - Strategic relation with Lotus Crux allowing access to a unique pipeline of potential future acquisitions and investments.

## SUMMARY OF SIGNIFICANT EVENTS

On January 29, 2018, the REIT closed a public offering of Units (the "January 2018 Offering") on a bought deal basis. The REIT issued 12,500,500 Units at a price of \$2.30 per Unit for total gross proceeds to the REIT of \$28.8 million, including 1,630,500 Units issued pursuant to the full exercise of the over-allotment option. As disclosed in its prospectus dated January 24, 2018, prepared in connection with the January 2018 Offering under "Use of Proceeds", the REIT used approximately \$14.5 million of the net proceeds to repay a portion of the amounts outstanding under its credit facilities and approximately \$10 million to repay all amounts outstanding under a term loan, the balance of the net proceeds being used to fund future acquisitions and for general trust purposes.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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On June 14, 2018, the REIT closed the acquisition of the property located at 598 Union Street in Fredericton, New Brunswick for a purchase price of \$4.5 million (excluding closing costs). The property is a retail strip mall adjacent to the downtown Fredericton business core and is anchored by a national pharmacy brand and other national tenants occupying over 90% of the mall. The purchase price of \$4.5 million was satisfied by a new 4.15% five year mortgage of \$3.2 million and by the issuance of 391,305 Units at a price of \$2.30 per Unit. The balance of the purchase was settled from cash on hand.

On June 27, 2018, the REIT closed the acquisition of the business and assets of Compass Commercial Realty Limited ("Compass"), a prominent property management firm based in Halifax, Nova Scotia. Compass is an established property manager and had at closing approximately 60 properties under management, totaling more than 3.7 million square feet of GLA, in Atlantic Canada, Ontario and Alberta. At December 31, 2018, Compass managed 65 properties of the REIT and an additional 36 properties. The REIT currently expects that Compass will continue under its current brand. The acquisition of Compass will enable the REIT to internalize the property management function for its properties and provide an opportunity to the REIT to repatriate property management fees. The purchase price for the acquisition was satisfied by the issuance of 869,565 Class B LP Units at a price of \$2.30 per unit and with \$3.4 million of cash on hand.

On June 28, 2018, the REIT closed the acquisition of the 50% interest that it did not already own in the property located at 1750 Jean-Berchmans-Michaud Street in Drummondville, Quebec. The additional interest was acquired for \$4.39 million. The REIT assumed an existing 10-year mortgage of approximately \$2.5 million bearing interest at 4% and funded the balance of the purchase price by using its lines of credit freed up from the January 2018 Public Offering.

On June 29, 2018, the REIT closed the acquisition of a portfolio of five industrial buildings and one commercial mixed used building together with further developable land in Winnipeg, Manitoba for an aggregate purchase price of \$27.3 million (excluding closing costs). The GLA of the six properties is 237,430 square feet. The \$27.3 million acquisition was financed by an \$18.9 million first mortgage on the portfolio having a five-year term and an interest rate of 3.9%. The balance of the purchase price of the portfolio was settled from the REIT's line of credit, in part freed up from the proceeds of the January 2018 Public Offering.

On August 14, 2018, the REIT completed the acquisition of four retail properties located in Montréal, Sherbrooke, Laurier Station and Lévis, in Québec (the "Quebec Retail Portfolio"). The properties are 100% leased to Couche Tard convenience stores and include a Tim Hortons. The four buildings total 13,606 square feet of GLA and were acquired for \$8.95 million (excluding closing costs). The purchase price was financed by two new five-year first mortgages of \$3.7 million in total on two of the properties, the assumption of existing first mortgages on the two other properties of approximately \$2.3 million in total and bearing interest at approximately 4.4% and 4.5% per annum and maturing in September 2021 and June 2022 respectively, approximately \$0.65 million from cash on hand and approximately \$2.3 million by the issuance of 995,150 Class B LP Units at a price of \$2.30 per unit. The properties were acquired from two vendors in which Vincent Chiara, a trustee of the REIT, had a 50% interest.

On September 28, 2018, the REIT closed a public offering of Units (the "September 2018 Offering") on a bought deal basis. The REIT issued 17,365,000 Units at a price of \$2.32 per Unit for total gross proceeds to the REIT of \$40.286 million, including 2,265,000 Units issued pursuant to the full exercise of the over allotment option. The REIT used approximately \$33 million of the net proceeds to temporarily repay a portion of the amounts outstanding under its credit facilities in anticipation of the acquisition of five office properties in Ottawa, Ontario and one industrial property in Saint-Hyacinthe, Quebec. As disclosed in the prospectus of the REIT dated September 21, 2018, prepared in connection with the September 2018 Offering, under "Use of Proceeds", the REIT ultimately used approximately \$18.2 million of the net proceeds by using its credit facilities to partially fund its acquisitions in Ottawa, Ontario that closed on November 14, 2018. The REIT also ultimately used approximately \$2.5 million of the net proceeds by using its credit facilities to partially fund the acquisition of the property located at 6375 Picard Street in Saint Hyacinthe, Quebec and approximately \$2.5 million of the net proceeds by using its credit facilities to pay real estate transaction costs in connection with the foregoing acquisitions. The balance of the net proceeds was used for general trust purposes. The REIT initially expected to assume a \$6.3 million mortgage in connection with the acquisition of the property located at 6375 Picard Street in Saint Hyacinthe, Quebec, as disclosed in its prospectus, but ultimately obtained a new first mortgage in the amount of \$7.5 million.

On November 7, 2018, the REIT closed the acquisition of a single tenant industrial building at 6375 Picard Street in Saint-Hyacinthe, Quebec. The 176,070 square foot facility is leased to Barry Callebaut, a publicly traded international food manufacturer with over 50 factories and 11,000 employees across the globe, with six years remaining on a ten-year lease. The purchase price of the Saint-Hyacinthe property was \$10 million (excluding closing costs) and was satisfied by a 7-year first mortgage of \$7.5 million at 4.6% arranged with a Tier 1 Canadian Chartered Bank. The remaining balance of the purchase price was financed by the REIT's lines of credit partially freed up from the September 2018 Offering.

On November 14, 2018, the REIT completed the acquisition of an office building portfolio in Ottawa, which consists of five high quality suburban Ottawa office properties and represented the REIT's initial entry into the Ottawa commercial market. The purchase price for the Ottawa office portfolio was \$51.7 million (excluding closing costs) and was satisfied by way of a new \$33.5 million first mortgage with a five-year term, at 4.33% from a Tier 1 Canadian Chartered Bank. The remaining balance of the purchase price was financed by the REIT's lines of credit partially freed up from the September 2018 Offering.

On December 20, 2018, the REIT completed the acquisition of two light industrial properties in Southwestern Ontario for a total of \$15.4 million (excluding closing costs). The two industrial properties are strategically located just west of Cambridge, and in Hamilton, both within Ontario's Golden Horseshoe area. They are each on major transportation corridors. The \$15.4 million purchase price was financed by the assumption of \$8.4 million in existing mortgages at a weighted average interest rate of 3.15%. The balance of the purchase price was satisfied with cash on hand and from existing lines of credit.

#### **SUBSEQUENT EVENTS**

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.

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.

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 April 15, 2019 to unitholders of record as at March 29, 2019.

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.

On March 27, 2019, the REIT exercised its option to complete the internalization of asset management function in accordance with the terms of its external management agreement ("Management Agreement") with Labec Realty Advisors Inc. (the "Manager"). The internalization will result in the elimination of the asset management and acquisition fees payable to the Manager, will facilitate economies of scale and provide greater transparency. The REIT and the Manager have agreed that 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, and Gordon Lawlor will be promoted to the position of Executive Vice President, in addition to his current role of Chief Financial Officer and Secretary.

In accordance with the terms of the Management Agreement, the Manager will be entitled to a termination payment of approximately \$2.3 million, representing one time the management fees and expenses paid to it in the most recent fiscal year prior to the internalization.

#### **OUTLOOK**

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

MANAGEMENT'S DISCUSSION AND ANALYSIS

SELECTED ANNUAL INFORMATION

| <i>(CAD \$ thousands except unit, per unit amounts)</i> | Year Ended<br>December 31<br>2018 | Year Ended<br>December 31<br>2017 | Year Ended<br>December 31<br>2016 |
|---|-----------------------------------|-----------------------------------|-----------------------------------|
| Property revenue  | \$ 40,889                         | \$ 29,639                         | \$ 22,963                         |
| NOI <sup>(1)</sup>                                      | \$ 26,049                         | \$ 18,266                         | \$ 14,105                         |
| Net comprehensive income                                | \$ 18,770                         | \$ 10,055                         | \$ 6,669                          |
| Net cash flows provided from operating activities       | \$ 13,885                         | \$ 9,053                          | \$ 3,568                          |
| <br>  |                                   |                                   |                                   |
| AFFO <sup>(1)</sup>                                     | \$ 14,340                         | \$ 10,325                         | \$ 7,619                          |
| Basic AFFO per unit <sup>(1)(2)</sup>                   | \$ 0.1825                         | \$ 0.1892                         | \$ 0.2066                         |
| Diluted AFFO per unit <sup>(1)(2)</sup>                 | \$ 0.1789                         | \$ 0.1854                         | \$ 0.2015                         |
| <br>  |                                   |                                   |                                   |
| Distributions declared per Unit and Class B LP Units    | \$ 0.2100                         | \$ 0.2100                         | \$ 0.2100                         |
| <br>  |                                   |                                   |                                   |
| Basic weighted average number of units <sup>(3)</sup>   | \$ 78,590,839                     | \$ 54,587,227                     | \$ 36,885,621                     |
| Diluted weighted average number of units <sup>(3)</sup> | \$ 80,170,432                     | \$ 55,697,287                     | \$ 37,818,239                     |
| <br>  |                                   |                                   |                                   |
| Total assets  | \$ 509,663                        | \$ 365,894                        | \$ 257,995                        |
| Total non-current liabilities                           | \$ 259,180                        | \$ 209,942                        | \$ 145,072                        |
| <br>  |                                   |                                   |                                   |
| Interest Coverage Ratio <sup>(1)</sup>                  | 2.6x                              | 2.7x                              | 2.6x                              |
| Debt Service Coverage Ratio <sup>(1)</sup>              | 1.6x                              | 1.6x                              | 1.6x                              |

<sup>(1)</sup> Non-IFRS measure. See "Non-IFRS and Operational Key Performance Indicators".

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

<sup>(3)</sup> Total basic units consist of Units (as defined herein) and Class B LP Units (as defined herein). Total diluted units also include deferred trust units and restricted trust units issued under the REIT's long-term incentive plan.

PART III

RESULTS OF OPERATIONS

| <i>(CAD \$ thousands)</i>                        | <b>3 Months<br/>Ended<br/>December 31<br/>2018</b> | 3 Months<br>Ended<br>December 31<br>2017 | <b>Year Ended<br/>December 31<br/>2018</b> | Year Ended<br>December 31<br>2017 |
|--|--|--|--|-----------------------------------|
| Property revenue                                 | \$ 12,207  | \$ 8,161                                 | \$ 40,889                                  | \$ 29,639                         |
| Property operating expenses                      | 4,546  | 3,207                                    | 14,840                                     | 11,373                            |
| <b>Net operating income (NOI) <sup>(1)</sup></b> | <b>7,661</b>                                       | 4,954                                    | <b>26,049</b>                              | 18,266                            |
| General and administrative expenses              | 513  | 361                                      | 1,845                                      | 1,237                             |
| Long-term incentive plan expense                 | (305)  | 438                                      | 402  | 1,161                             |
| Depreciation of property and equipment           | 19   | 8  | 52   | 45                                |
| Amortization of intangible assets                | 185  | -  | 185  | -                                 |
| Interest and financing costs                     | 2,922  | 1,979                                    | 9,827                                      | 6,757                             |
| Distributions - Class B LP Units                 | 452  | 357                                      | 1,618                                      | 1,035                             |
| Fair value adjustment - Class B LP Units         | (3,100)  | 748                                      | (3,360)                                    | 750                               |
| Fair value adjustment - investment properties    | 588  | (3,873)                                  | (4,236)                                    | (2,740)                           |
| Transaction costs                                | -  | -  | 501  | -                                 |
| Other income                                     | (646)  | -  | (1,199)                                    | -                                 |
| Other expenses                                   | 557  | -  | 925  | -                                 |
| Debt settlement costs                            | -  | -  | 719  | -                                 |
| Settlement of expired warrants                   | -  | -  | -  | (34)                              |
| <b>Net comprehensive income</b>                  | <b>\$ 6,476</b>                                    | \$ 4,936                                 | <b>\$ 18,770</b>                           | \$ 10,055                         |

<sup>(1)</sup> See "Non-IFRS and Operational Key Performance Indicators".

**Comparison of the Results from Operations**

The REIT's results of operations for the three month period and year ended December 31, 2018 are not directly comparable to the three month period and year ended December 31, 2017, given the REIT's consistent growth primarily through acquisitions period over period. The REIT owned 84 investment properties at December 31, 2018, compared to 66 properties it owned at December 31, 2017. The REIT acquired 19 investment properties and sold one investment property in the twelve month period ended December 31, 2018. Notwithstanding the foregoing, year-over-year figures for the three month period and year ended December 31, 2018 and 2017 are presented in this MD&A. The principal reason for the variances between the financial figures presented in such year-over-year periods is the net increase in the number of properties and their respective results of operations during such comparative periods.

**Overall Analysis**

**Property Revenue**

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

For the three month period and year ended December 31, 2018, property revenue increased by \$4,046 and \$11,250 respectively, compared to the same periods in 2017. The increase is principally due to the incremental revenues from the acquisition of 19 investment properties offset by the sale of one investment property in the twelve month period ended December 31, 2018.

**Property Operating Expenses**

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

## MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three month period and year ended December 31, 2018, property operating expense increased by \$1,339 and \$3,467 respectively, compared to the same periods in 2017. The increase is primarily driven by the incremental expenses from the acquisition of 19 investment properties offset by the sale of one investment property in the twelve month period ended December 31, 2018.

### Same Property NOI Analysis

Same Property NOI analysis includes properties that were owned by the REIT for a full quarterly and yearly period in both the current and comparative periods.

The following table summarizes the REIT's property count by the following categories:

|  | <b>3 Months<br/>Ended<br/>December 31<br/>2018</b> | 3 Months<br>Ended<br>December 31<br>2017 | <b>Year Ended<br/>December 31<br/>2018</b> | Year Ended<br>December 31<br>2017 |
|--|--|--|--|-----------------------------------|
| Number of same properties                  | 43   | 43                                       | 38   | 38                                |
| Number of properties acquired or developed | 41   | 22                                       | 46   | 27                                |
| Number of properties sold                  | -  | 1  | -  | 1                                 |
|  | <b>84</b>  | 66                                       | <b>84</b>                                  | 66                                |

The following is the Same Property NOI excluding non-cash adjustments such as straight-line rent and tenant inducements amortized to revenue. The Same Property NOI represents only 51% and 45% of the entire portfolio for the three month period and year ended December 31, 2018:

| <i>(CAD \$ thousands)</i>               | <b>3 Months<br/>Ended<br/>December 31<br/>2018</b> | 3 Months<br>Ended<br>December 31<br>2017 | <b>Year Ended<br/>December 31<br/>2018</b> | Year Ended<br>December 31<br>2017 |
|---|--|--|--|-----------------------------------|
| Property revenue                        | \$ 8,249   | \$ 7,649                                 | \$ 25,876                                  | \$ 25,595                         |
| Property operating expenses             | 3,210  | 3,094                                    | 10,458                                     | 10,351                            |
| <b>Same Property NOI <sup>(1)</sup></b> | <b>\$ 5,039</b>                                    | <b>\$ 4,555</b>                          | <b>\$ 15,418</b>                           | <b>\$ 15,244</b>                  |

<sup>(1)</sup> See "Non-IFRS and Operational Key Performance Indicators".

The increase in the Same Property NOI for the three month period and year ended December 31, 2018 is principally driven by the overall increase in occupancy of approximately 1.8% and 2.5% respectively compared to the same periods in 2017. Synergies related to the acquisition of Compass were approximately \$17 and \$69 for the three month period and year ended December 31, 2018.

Same Property NOI by asset class for the three month period and year ended December 31, 2018 and 2017:

| <i>(CAD \$ thousands)</i>               | <b>3 Months<br/>Ended<br/>December 31<br/>2018</b> | 3 Months<br>Ended<br>December 31<br>2017 | <b>Year Ended<br/>December 31<br/>2018</b> | Year Ended<br>December 31<br>2017 |
|---|--|--|--|-----------------------------------|
| Retail                                  | \$ 2,634   | \$ 2,180                                 | \$ 8,770                                   | \$ 8,553                          |
| Office                                  | 444  | 462                                      | 1,658                                      | 1,680                             |
| Commercial Mixed Use                    | 562  | 573                                      | 2,272                                      | 2,334                             |
| Industrial                              | 1,399  | 1,340                                    | 2,718                                      | 2,677                             |
| <b>Same Property NOI <sup>(1)</sup></b> | <b>\$ 5,039</b>                                    | <b>\$ 4,555</b>                          | <b>\$ 15,418</b>                           | <b>\$ 15,244</b>                  |

<sup>(1)</sup> See "Non-IFRS and Operational Key Performance Indicators".

Same Property NOI increased in the retail and industrial segments for the three month period and year ended December 31, 2018 is a result of positive leasing and renewals along with contractual increases in rent. The retail segment for the three month period ended December 31, 2018 includes a one-time increase in revenue of approximately \$240 related to the reversal of an accrued expense that was not incurred. Same Property NOI for the year ended December 31, 2018 increased by 1.1% compared to the same period in 2017.

Same Property NOI for the office and commercial mixed use segments decreased for the three month period and year ended December 31, 2018 due to certain one-time revenues recorded in the three month period and year ended December 31, 2017.

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

Same property occupancy by asset class excluding any committed space:

|                      | <b>Same Properties</b>      |       | <b>Same Properties</b> |       |
|----------------------|-----------------------------|-------|------------------------|-------|
|                      | <b>3 month period ended</b> |       | <b>Year ended</b>      |       |
|                      | <b>December 31</b>          |       | <b>December 31</b>     |       |
|                      | <b>2018</b>                 | 2017  | <b>2018</b>            | 2017  |
| Retail               | <b>96.9%</b>                | 96.4% | <b>96.7%</b>           | 96.2% |
| Office               | <b>89.8%</b>                | 89.8% | <b>89.8%</b>           | 89.8% |
| Commercial Mixed Use | <b>95.1%</b>                | 93.7% | <b>95.1%</b>           | 93.7% |
| Industrial           | <b>99.5%</b>                | 96.1% | <b>98.8%</b>           | 91.7% |
| <b>Total</b>         | <b>97.3%</b>                | 95.5% | <b>96.4%</b>           | 94.0% |

**General and Administrative Expenses**

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.

General and administrative expenses for the three month period and year ended December 31, 2018 were \$513 and \$1,845 respectively, an increase of \$152 and \$608 over the same periods in 2017. The increase over the same periods in 2017 is indicative of the REIT's continual growth and more specifically due to an increase of certain expenses such as audit related fees, investor relation fees, as well as the increase on the contracted asset management fees of \$70 and \$268 over the same periods in 2017.

**Long-Term Incentive Plan**

Long-term incentive plan gain of \$305 and expense of \$402 during the three month period and year ended December 31, 2018 relates to deferred units which vest over a three year period, and is a non-cash item.

**Interest and Financing Costs**

Interest and financing costs were \$2,922 and \$9,827 for the three month period and year ended December 31, 2018. The increase of \$943 and \$3,070 over the same periods in 2017 is due to the increase of debt related to the 19 properties acquired in 2018 as well as the increase in weighted average interest rate on mortgage debt to 3.89% at December 31, 2018 from 3.73% at December 31, 2017.

**Distributions – Class B LP Units**

The REIT currently pays monthly distributions of \$0.0175 per Class B LP Units or \$0.2100 per Class B LP units on an annualized basis. Distributions on the Class B LP Units were \$452 and \$1,618 for the three month period and year ended December 31, 2018. The increase is due to the increase in number of Class B LP Units in 2018 compared to the same period in 2017.

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

A fair value gain of \$3,100 and \$3,360 on the Class B LP Units was recorded for the three month period and year ended December 31, 2018 respectively, resulting from a change in the quoted market price of the REIT's publicly traded Units. This is a non-cash item.

**Fair Value Adjustment – Investment Properties**

The REIT has selected the fair value method to account for real estate classified as investment property and records investment properties at their purchase price including transaction costs (less any purchase price adjustments) in the quarter of acquisition. Any changes in the fair value of investment properties are recognized as fair value gains and losses in the statement of comprehensive income in the quarter in which they occur.

The fair value loss of \$588 and fair value gain of \$4,236 on investment properties for the three month period and year ended December 31, 2018, is due to changes in projected future cash flows, changes in capitalization rates and market rent assumptions on certain of the REIT's properties, fair value gains on certain acquisitions completed throughout the respective periods offset by certain non-recoverable expenditures and leasing costs incurred.

The REIT calculates fair value using both the discounted cash flow method and direct capitalization method which are generally accepted appraisal methodologies. Fair value is based on, among other things, assumptions of future cash flows in respect of current and future leases, capitalization rates, terminal capitalization rates, discount rates, market rents, tenant inducements and leasing cost assumptions and expected lease rollovers. Fair values are supported by a combination of internal financial information, market data and external independent valuations.

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**Debt Settlement Costs**

On February 1, 2018, the REIT repaid in full, a \$10.0 million term loan that was entered into in connection with the acquisition of 19 properties in the fourth quarter of 2017. This prepayment of the term loan resulted in the REIT incurring debt settlement costs of \$719.

**Other income and Other expenses**

Further to the acquisition of Compass on June 27, 2018 (see "Summary of Significant Events" section), the REIT records revenues generated as well as relevant expenses incurred ("other expenses") not related to the properties owned by the REIT in the consolidated statement of comprehensive income.

**SEGMENTED ANALYSIS**

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 for each segment are the same as disclosed in the REIT's consolidated financial statements. Operating performance is evaluated by the REIT's management primarily based on NOI. 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  |  |
|---|--------|------|--------|------|----------------------|------|------------|------|--------|--|
|   | \$     | %    | \$     | %    | \$                   | %    | \$         | %    | \$     |  |
| <i>(CAD \$ thousands)</i>                 |        |      |        |      |                      |      |            |      |        |  |
| <b>3 Months Ended December 31, 2018</b>   |        |      |        |      |                      |      |            |      |        |  |
| Property revenue                          | 5,744  | 47.1 | 1,752  | 14.4 | 1,495                | 12.2 | 3,216      | 26.3 | 12,207 |  |
| Net operating income (NOI) <sup>(1)</sup> | 3,859  | 50.4 | 901    | 11.8 | 789                  | 10.3 | 2,112      | 27.6 | 7,661  |  |
| <b>3 Months Ended December 31, 2017</b>   |        |      |        |      |                      |      |            |      |        |  |
| Property revenue                          | 3,983  | 48.8 | 978    | 12.0 | 1,020                | 12.5 | 2,180      | 26.7 | 8,161  |  |
| Net operating income (NOI) <sup>(1)</sup> | 2,392  | 48.3 | 495    | 10.0 | 615                  | 12.4 | 1,452      | 29.3 | 4,954  |  |

|   | Retail  |      | Office |      | Commercial Mixed Use |      | Industrial |      | Total   |  |
|---|---------|------|--------|------|----------------------|------|------------|------|---------|--|
|   | \$      | %    | \$     | %    | \$                   | %    | \$         | %    | \$      |  |
| <i>(CAD \$ thousands)</i>                 |         |      |        |      |                      |      |            |      |         |  |
| <b>Year Ended December 31, 2018</b>       |         |      |        |      |                      |      |            |      |         |  |
| Property revenue                          | 20,941  | 51.2 | 4,257  | 10.4 | 5,379                | 13.2 | 10,312     | 25.2 | 40,889  |  |
| Net operating income (NOI) <sup>(1)</sup> | 14,077  | 54.0 | 2,099  | 8.1  | 3,082                | 11.8 | 6,791      | 26.1 | 26,049  |  |
| Investment properties                     | 214,429 | 43.4 | 74,900 | 15.1 | 57,400               | 11.6 | 147,771    | 29.9 | 494,500 |  |
| Mortgages payable                         | 113,268 | 44.0 | 38,065 | 14.8 | 17,379               | 6.7  | 89,002     | 34.5 | 257,714 |  |
| <b>Year Ended December 31, 2017</b>       |         |      |        |      |                      |      |            |      |         |  |
| Property revenue                          | 15,176  | 51.2 | 3,462  | 11.7 | 3,897                | 13.1 | 7,104      | 24.0 | 29,639  |  |
| Net operating income (NOI) <sup>(1)</sup> | 9,363   | 51.3 | 1,674  | 9.2  | 2,440                | 13.4 | 4,789      | 26.2 | 18,266  |  |
| Investment properties                     | 199,762 | 56.1 | 21,460 | 6.0  | 48,332               | 13.6 | 86,501     | 24.3 | 356,055 |  |
| Mortgages payable                         | 116,764 | 59.1 | 4,987  | 2.5  | 21,573               | 10.9 | 54,387     | 27.5 | 197,711 |  |

<sup>(1)</sup> Non-IFRS measure. See "Non-IFRS and Operational Key Performance Indicators."

The main driver for the increase in revenues, NOI, fair values of investment properties and mortgages payables in the Retail, Office, Commercial Mixed Use and Industrial segments is primarily due to the 19 investment properties acquired offset by the sale of one investment property in 2018.

As at December 31, 2018, the Retail segment consists of 49 properties (December 31, 2017 – 45 properties), having a total GLA of approximately 1,079,000 square feet (December 31, 2017 – ~1,044,000 square feet).

As at December 31, 2018, the Office segment consists of 9 properties (December 31, 2017 – 4 properties), having a total GLA of approximately 436,000 square feet (December 31, 2017 – ~154,000 square feet).



## MANAGEMENT'S DISCUSSION AND ANALYSIS

As at December 31, 2018, the Commercial Mixed Use segment consists of 7 properties (December 31, 2017 – 6 properties), having a total GLA of approximately 444,000 square feet (December 31, 2017 – ~400,000 square feet).

As at December 31, 2018, the Industrial segment consists of 19 properties (December 31, 2017 – 11 properties), having a total GLA of approximately 1,744,000 square feet (December 31, 2017 – ~1,091,000 square feet).

### PORTFOLIO PROFILE

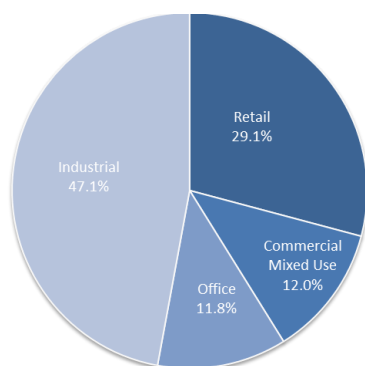
At December 31, 2018, the REIT's portfolio consisted of 84 properties, located in prime locations within their respective markets, representing a total GLA of 3,702,901 square feet. The increase of 1,013,365 square feet compared to December 31, 2017 is a result of the addition of 19 investment properties offset by the sale of one investment property in the twelve month period ended December 31, 2018.

| <i>(CAD \$ thousands unless otherwise stated)</i> | Year Ended/<br>At December 31, 2018 |                          |                  |                    | Year Ended/<br>At December 31, 2017 |                          |                  |                    |
|---|-------------------------------------|--------------------------|------------------|--------------------|-------------------------------------|--------------------------|------------------|--------------------|
|   | # of<br>Properties                  | Occupancy <sup>(1)</sup> | GLA (sq. ft.)    | NOI <sup>(2)</sup> | # of<br>Properties                  | Occupancy <sup>(1)</sup> | GLA (sq. ft.)    | NOI <sup>(2)</sup> |
| Retail  | 49                                  | 97.8%                    | 1,079,074        | \$ 14,077          | 45                                  | 96.4%                    | 1,044,011        | \$ 9,363           |
| Office  | 9                                   | 94.6%                    | 436,143          | 2,099              | 4                                   | 89.9%                    | 154,493          | 1,674              |
| Commercial Mixed Use                              | 7                                   | 97.0%                    | 443,678          | 3,082              | 6                                   | 89.5%                    | 400,375          | 2,440              |
| Industrial  | 19                                  | 99.7%                    | 1,744,006        | 6,791              | 11                                  | 98.1%                    | 1,090,657        | 4,789              |
| <b>Total</b>                                      | <b>84</b>                           | <b>98.2%</b>             | <b>3,702,901</b> | <b>\$ 26,049</b>   | <b>66</b>                           | <b>95.7%</b>             | <b>2,689,536</b> | <b>\$ 18,266</b>   |

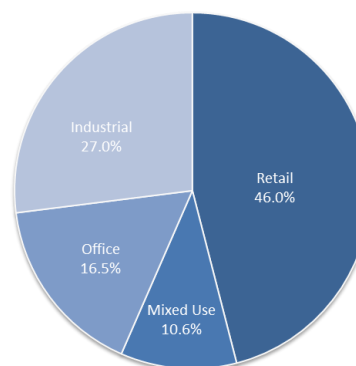
<sup>(1)</sup> Occupancy rate includes lease contracts for future occupancy of currently vacant space. Management believes the inclusion of this committed space provides a more balance reporting. The committed space at December 31, 2018 was approximately 27,925 square feet of GLA (41,600 square feet of GLA at December 31, 2017).

<sup>(2)</sup> Non-IFRS measure. See "Non-IFRS and Operational Key Performance Indicators".

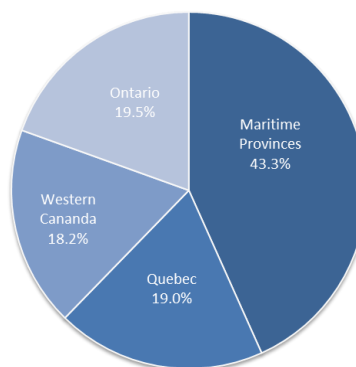
**GLA by Asset Class <sup>(1)</sup>  
December 31, 2018**



**Base Rent by Asset Class <sup>(1)</sup>**



**Base Rent by Province <sup>(1)</sup>**



<sup>(1)</sup> Based on annualized in-place and committed base rent at December 31, 2018

**Top Ten Tenants**

The ten largest tenants in the REIT's portfolio accounted for approximately 35.9% on annualized in-place and committed base rent at December 31, 2018 and comprise approximately 8.3 years of remaining average lease term.

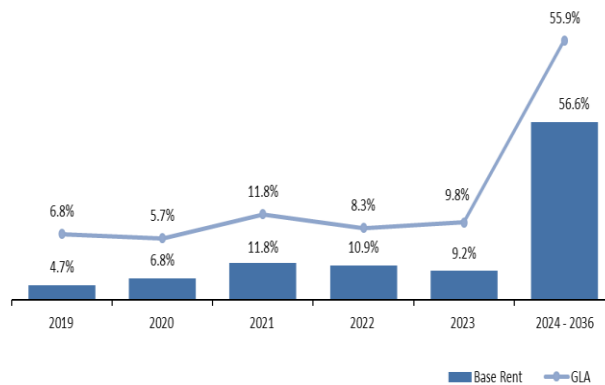
| Tenant                    | % in-Place Base Rent <sup>(1)</sup> | GLA (Sq. Ft.)    | Remaining Average Lease Term (years) | Credit Rating <sup>(2)</sup> |
|---------------------------|-------------------------------------|------------------|--------------------------------------|------------------------------|
| Rexall                    | 7.6%                                | 104,929          | 10.6                                 | Baa2/BBB+/na                 |
| Sobeys                    | 7.4%                                | 222,491          | 8.6                                  | na/BB+/BBH                   |
| Government of Canada      | 4.3%                                | 77,125           | 3.4                                  | Aaa/AAA/AAA                  |
| Shoppers Drug Mart        | 4.3%                                | 66,083           | 6.3                                  | na/BBB/BBB                   |
| Versacold                 | 2.4%                                | 88,840           | 9.1                                  | na                           |
| Barry Callebaut           | 2.1%                                | 176,070          | 6.4                                  | Ba1/BB+/na                   |
| Lawtons Pharmacy          | 2.0%                                | 40,901           | 7.7                                  | na/BB+/BBH                   |
| Province of New Brunswick | 2.0%                                | 20,219           | 12.0                                 | Aa2/A+/AH                    |
| DATA Communications       | 1.9%                                | 172,719          | 9.5                                  | na                           |
| Value Village             | 1.9%                                | 44,720           | 9.2                                  | na                           |
| <b>Total</b>              | <b>35.9%</b>                        | <b>1,014,097</b> | <b>8.3</b>                           |                              |

<sup>(1)</sup> Based on annualized in-place and committed base rent at December 31, 2018.

<sup>(2)</sup> Source: Moody's, S&P, and DBRS. Credit rating assigned to tenant or its parent.

Seven of the top ten tenants are credit rated and credit quality tenants accounts for 49.6% of total annualized in-place and committed base rent at December 31, 2018.

The REIT's diverse tenant base has a staggered lease maturity profile with no more than 11.8% of base rent maturing in any given period before 2024.



**PART IV**

**LIQUIDITY AND CAPITAL RESOURCES**

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

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

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

| <i>(CAD \$ thousands)</i>             | <b>3 Months<br/>Ended<br/>December 31<br/>2018</b> | 3 Months<br>Ended<br>December 31<br>2017 | <b>Year Ended<br/>December 31<br/>2018</b> | Year Ended<br>December 31<br>2017 |
|---------------------------------------|--|--|--|-----------------------------------|
| <b>Cash provided from (used in):</b>  |  |  |  |                                   |
| Operating activities                  | \$ 5,102   | \$ 3,917                                 | \$ 13,885                                  | \$ 9,053                          |
| Financing activities                  | 65,236   | 60,069                                   | 106,156                                    | 77,831                            |
| Investing activities                  | (72,788)   | (64,505)                                 | (119,669)                                  | (85,196)                          |
| <b>Change in cash during the year</b> | <b>(2,450)</b>                                     | <b>(519)</b>                             | <b>372</b>                                 | <b>1,688</b>                      |
| Cash, beginning of year               | 6,566  | 4,263                                    | 3,744                                      | 2,056                             |
| <b>Cash, end of year</b>              | <b>\$ 4,116</b>                                    | <b>\$ 3,744</b>                          | <b>\$ 4,116</b>                            | <b>\$ 3,744</b>                   |

**Three Month Period Ended December 31, 2018**

Cash flows from operating activities relate primarily to the collection of rent and payment of operating expenses. The cash provided from operating activities of \$5,102 for the three month period ended December 31, 2018 was impacted mainly by the timing of cash receipts and settlement of payables.

Cash provided from financing activities during the three month period ended December 31, 2018 of \$65,236 is attributed to the increase in debt of \$47,099, the increase in borrowings on the credit facility of \$24,400 offset by issuance costs of Units of \$128, repayment of debt of \$1,608, distributions paid of \$3,975 and financing costs incurred of \$552.

Cash used in investing activities of \$72,788 during the three month period ended December 31, 2018 primarily consists of the acquisition of \$70,634 of properties, the additions of non-recoverable capital expenditures and leasing costs of \$1,737, the additions to property and equipment of \$32, the working capital adjustment related to the acquisition of the assets of Compass of \$359, offset by the decrease of deferred acquisition costs of \$26.

**Year Ended December 31, 2018**

Cash flows from operating activities relate primarily to the collection of rent and payment of operating expenses. The cash provided from operating activities of \$13,885 for the year ended December 31, 2018 was impacted mainly by the timing of cash receipts and settlement of payables.

Cash provided from financing activities during the year ended December 31, 2018 of \$106,156 is attributed to the issuance of Units, net of issue costs, of \$63,199, the increase in debt of \$87,379, the increase in borrowings on the credit facility of \$54,400 offset by the repayment of debt of \$47,475, repayment of the credit facility of \$36,500, distributions paid of 13,678 and financing costs incurred of \$1,169.

Cash used in investing activities of \$119,669 during the year ended December 31, 2018 primarily consists of the acquisition of \$109,496 of properties, the additions of non-recoverable capital expenditures and leasing costs of \$7,370, the additions to property and equipment of \$94, the acquisition of the assets of Compass of \$3,759, offset by the decrease of deferred acquisition costs of \$215 and the net proceeds of sale from an investment property of \$835.

**CAPITALIZATION AND DEBT PROFILE**

| <i>(CAD \$ thousands)</i>                             | <b>December 31<br/>2018</b> |
|---|-----------------------------|
| Mortgages payable (net of financing costs of \$2,348) | \$ 257,714                  |
| Term loans (net of financing costs of \$227)          | 8,573                       |
| Vendor take-back mortgage                             | 750                         |
| Credit facility                                       | 29,249                      |
| Class B LP Units                                      | 16,182                      |
| Unitholders' equity                                   | 184,284                     |
| <b>Total Capitalization</b>                           | <b>\$ 496,752</b>           |

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. At December 31, 2018, advances under the revolving credit facility was \$29,400.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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.

The REIT also had two term loans at December 31, 2018. The first 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. 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. At December 31, 2018, advances under this term loan were \$7,000.

The REIT's second term loan is in the amount of \$1.8 million bearing interest only at 6.25% per annum with a January 2022 maturity date. This term loan is secured by a second charge on a certain investment property with a fair value of approximately \$7,500.

In connection with the acquisition of 19 properties in the fourth quarter of 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.

The debt is repayable no later than 2033.

### Contractual Obligations

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

*(CAD \$ thousands)*

| <b>Due within:</b>                     | <b>1 Year</b>    | <b>1-2 Years</b> | <b>2-3 Years</b> | <b>3-4 Years</b> | <b>4-5 Years</b> | <b>Later</b>     |
|--|------------------|------------------|------------------|------------------|------------------|------------------|
| 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> |

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

### Debt Ratios

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

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

The REIT's other objectives when managing capital on a long-term basis include enhancing the value of the assets and maximizing unit value through the ongoing active management of the REIT's assets, expanding the asset base through acquisitions of additional properties and the re-development of projects which are leased to creditworthy tenants, and generating sufficient returns to provide unitholders with stable and growing cash distributions. The REIT's strategy is driven by policies as set out in the Declaration of Trust, as well as requirements from certain lenders.

The requirements of the REIT's operating policies as outlined in the Declaration of Trust include requirements that the REIT will not:

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

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

Gross Book Value is calculated as follows:

| <i>(CAD \$ thousands unless otherwise stated)</i>                         | <b>December 31<br/>2018</b> |
|---|-----------------------------|
| Total assets, including investment properties stated at fair value        | \$ 509,663                  |
| Accumulated depreciation on property and equipment and intangible assets  | 371                         |
| Gross Book Value <sup>(1)</sup>   | <b>510,034</b>              |
| Debt, excluding unamortized financing costs                               | 269,612                     |
| Credit facility, excluding unamortized financing costs                    | 29,400                      |
| Debt  | \$ 299,012                  |
| <b>Debt, as above, as a percentage of Gross Book Value <sup>(1)</sup></b> | <b>58.63%</b>               |

<sup>(1)</sup> Non-IFRS measure. See "Non-IFRS and Operational Key Performance Indicators".

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

**Financial Measures**

In addition to the REIT's level of indebtedness calculated in accordance with the REIT's Declaration of Trust, management also monitors certain financial measures, which include the (i) interest coverage ratio, and (ii) the debt service coverage ratio. All of these measures are non-IFRS measures. See "Non-IFRS and Operational Key Performance Indicators".

**Adjusted EBITDA**

Adjusted EBITDA is used by the REIT to monitor the REIT's ability to satisfy and service its debt and monitor requirements imposed by the REIT's lenders. Specifically, Adjusted EBITDA is used to monitor the REIT's interest coverage ratio and debt service ratio, which the REIT uses to measure its debt profile and assess its ability to satisfy its obligations, including servicing its debt.

The following is a calculation of the Adjusted EBITDA for the three month period and year ended December 31, 2018 and 2017:

| <i>(CAD \$ thousands)</i>                     | <b>3 Months<br/>Ended<br/>December 31<br/>2018</b> | <b>3 Months<br/>Ended<br/>December 31<br/>2017</b> | <b>Year Ended<br/>December 31<br/>2018</b> | <b>Year Ended<br/>December 31<br/>2017</b> |
|---|--|--|--|--|
| Net comprehensive income                      | \$ 6,476   | \$ 4,936   | \$ 18,770                                  | \$ 10,055                                  |
| Interest and financing costs                  | 2,922  | 1,979  | 9,827                                      | 6,757                                      |
| Depreciation of property and equipment        | 19   | 8  | 52   | 45   |
| Amortization of intangible assets             | 185  | -  | 185  | -  |
| Fair value adjustment - Class B LP Units      | (3,100)  | 748  | (3,360)                                    | 750  |
| Fair value adjustment - investment properties | 588  | (3,873)  | (4,236)                                    | (2,740)                                    |
| Distributions – Class B LP Units              | 452  | 357  | 1,618                                      | 1,035                                      |
| Straight-line rent                            | (194)  | 90   | (717)                                      | (507)                                      |
| Long-term incentive plan expense              | (305)  | 438  | 402  | 1,161                                      |
| Transaction costs                             | -  | -  | 501  | -  |
| Debt settlement costs                         | -  | -  | 719  | -  |
| Settlement of expired warrants                | -  | -  | -  | (34)                                       |
| <b>Adjusted EBITDA <sup>(1)</sup></b>         | <b>\$ 7,043</b>                                    | <b>\$ 4,683</b>                                    | <b>\$ 23,761</b>                           | <b>\$ 16,522</b>                           |

<sup>(1)</sup> Non-IFRS measure. See "Non-IFRS and Operational Key Performance Indicators".

**Interest Coverage Ratio**

The Interest Coverage Ratio is useful in determining the REIT's ability to service the interest requirements of its outstanding debt. The interest coverage ratio is calculated by dividing Adjusted EBITDA by the REIT's interest obligations for the period. Management utilizes this ratio to measure and limit the REIT's leverage.

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

The following is a calculation of the Interest Coverage Ratio for the three month period and year ended December 31, 2018 and 2017:

| <i>(CAD \$ thousands)</i>                     | <b>3 Months<br/>Ended<br/>December 31<br/>2018</b> | 3 Months<br>Ended<br>December 31<br>2017 | <b>Year Ended<br/>December 31<br/>2018</b> | Year Ended<br>December 31<br>2017 |
|---|--|--|--|-----------------------------------|
| Adjusted EBITDA <sup>(1)</sup>                | \$ 7,043   | \$ 4,683                                 | \$ 23,761                                  | \$ 16,522                         |
| Interest expense                              | \$ 2,752   | \$ 1,820                                 | \$ 9,238                                   | \$ 6,038                          |
| <b>Interest Coverage Ratio <sup>(1)</sup></b> | <b>2.6x</b>  | 2.6x                                     | <b>2.6x</b>                                | 2.7x                              |

<sup>(1)</sup> Non-IFRS measure. See "Non-IFRS and Operational Key Performance Indicators".

The Interest Coverage Ratio decreased to 2.6x for the year ended December 31, 2018 from 2.7x for the prior year as a result of the increased debt levels and the increase in weighted average interest rate on mortgage debt to 3.89% during the period. The weighted average interest rate on mortgage debt is 3.89% at December 31, 2018 from 3.73% at December 31, 2017.

**Debt Service Coverage Ratio**

The Debt Service Coverage Ratio is determined as Adjusted EBITDA divided by the debt service requirements for the period, whereby the debt service requirements reflect principal repayments and interest expensed during the period. Payments related to prepayment penalties or payments upon discharge of a mortgage are excluded from the calculation. The Debt Service Coverage Ratio is a useful measure and is used by the REIT's management to monitor the REIT's ability to meet annual interest and principal payments.

The following is a calculation of the Debt Service Coverage Ratio for the three month period and year ended December 31, 2018 and 2017:

| <i>(CAD \$ thousands)</i>                         | <b>3 Months<br/>Ended<br/>December 31<br/>2018</b> | 3 Months<br>Ended<br>December 31<br>2017 | <b>Year Ended<br/>December 31<br/>2018</b> | Year Ended<br>December 31<br>2017 |
|---|--|--|--|-----------------------------------|
| Adjusted EBITDA <sup>(1)</sup>                    | \$ 7,043   | \$ 4,683                                 | \$ 23,761                                  | \$ 16,522                         |
| Interest expense                                  | 2,752  | 1,820                                    | 9,238                                      | 6,038                             |
| Principal repayments                              | 1,608  | 1,165                                    | 5,812                                      | 4,222                             |
| <b>Debt Service Requirements</b>                  | <b>\$ 4,360</b>                                    | <b>\$ 2,985</b>                          | <b>\$ 15,050</b>                           | <b>\$ 10,260</b>                  |
| <b>Debt Service Coverage Ratio <sup>(1)</sup></b> | <b>1.6x</b>  | 1.6x                                     | <b>1.6x</b>                                | 1.6x                              |

<sup>(1)</sup> Non-IFRS measure. See "Non-IFRS and Operational Key Performance Indicators".

MANAGEMENT'S DISCUSSION AND ANALYSIS

**DISTRIBUTIONS AND ADJUSTED FUNDS FROM OPERATIONS**

| <i>(CAD \$ thousands except unit, per unit amounts and unless otherwise stated)</i> | <b>3 Months<br/>Ended<br/>December 31<br/>2018</b> | 3 Months<br>Ended<br>December 31<br>2017 | <b>Year Ended<br/>December 31<br/>2018</b> | Year Ended<br>December 31<br>2017 |
|---|--|--|--|-----------------------------------|
| <b>Net comprehensive income for the year</b>  | \$ 6,476   | \$ 4,936                                 | \$ 18,770                                  | \$ 10,055                         |
| <b>Add:</b>   |  |  |  |                                   |
| Long-term incentive plan  | (680)  | 149                                      | (722)                                      | 205                               |
| Distributions - Class B LP Units  | 452  | 357                                      | 1,618                                      | 1,035                             |
| Fair value adjustment - investment properties                                       | 588  | (3,873)                                  | (4,236)                                    | (2,740)                           |
| Fair value adjustment - Class B LP Units  | (3,100)  | 748                                      | (3,360)                                    | 750                               |
| Amortization of intangible assets   | 185  | -  | 185  | -                                 |
| Tenant inducements amortized to revenue   | -  | -  | -  | 95                                |
| <b>FFO <sup>(1)</sup></b>   | <b>\$ 3,921</b>                                    | <b>\$ 2,317</b>                          | <b>\$ 12,255</b>                           | <b>\$ 9,400</b>                   |
| <b>Deduct:</b>  |  |  |  |                                   |
| Straight-line rent adjustment   | \$ (194)   | \$ 90                                    | \$ (717)                                   | \$ (507)                          |
| Stabilized leasing costs  | (66)   | (47)                                     | (264)                                      | (204)                             |
| <b>Add:</b>   |  |  |  |                                   |
| Long-term incentive plan  | 375  | 289                                      | 1,124                                      | 956                               |
| Amortization of financing costs   | 198  | 164                                      | 722  | 714                               |
| Transaction costs   | -  | -  | 501  | -                                 |
| Debt settlement costs   | -  | -  | 719  | -                                 |
| Settlement of expired warrants  | -  | -  | -  | (34)                              |
| <b>AFFO <sup>(1)</sup></b>  | <b>\$ 4,234</b>                                    | <b>\$ 2,813</b>                          | <b>\$ 14,340</b>                           | <b>\$ 10,325</b>                  |
| <b>Basic FFO per unit <sup>(1)(2)</sup></b>   | <b>\$ 0.0417</b>                                   | <b>\$ 0.0379</b>                         | <b>\$ 0.1559</b>                           | <b>\$ 0.1722</b>                  |
| <b>Diluted FFO per unit <sup>(1)(2)</sup></b>                                       | <b>\$ 0.0410</b>                                   | <b>\$ 0.0371</b>                         | <b>\$ 0.1529</b>                           | <b>\$ 0.1688</b>                  |
| <b>Basic AFFO per unit <sup>(1)(2)</sup></b>  | <b>\$ 0.0450</b>                                   | <b>\$ 0.0460</b>                         | <b>\$ 0.1825</b>                           | <b>\$ 0.1892</b>                  |
| <b>Diluted AFFO per unit <sup>(1)(2)</sup></b>                                      | <b>\$ 0.0442</b>                                   | <b>\$ 0.0451</b>                         | <b>\$ 0.1789</b>                           | <b>\$ 0.1854</b>                  |
| <b>Distributions declared per Unit and Class B LP unit</b>                          | <b>\$ 0.0525</b>                                   | <b>\$ 0.0525</b>                         | <b>\$ 0.2100</b>                           | <b>\$ 0.2100</b>                  |
| <b>AFFO Payout Ratio – Basic <sup>(1)</sup></b>                                     | <b>116.7%</b>                                      | <b>114.1%</b>                            | <b>115.1%</b>                              | <b>111.0%</b>                     |
| <b>AFFO Payout Ratio – Diluted <sup>(1)</sup></b>                                   | <b>118.8%</b>                                      | <b>116.4%</b>                            | <b>117.4%</b>                              | <b>113.3%</b>                     |
| <b>Basic weighted average number of units <sup>(2)(3)</sup></b>                     | <b>94,020,118</b>                                  | <b>61,150,876</b>                        | <b>\$ 78,590,839</b>                       | <b>\$ 54,587,227</b>              |
| <b>Diluted weighted average number of units <sup>(2)(3)</sup></b>                   | <b>95,686,597</b>                                  | <b>62,415,923</b>                        | <b>\$ 80,170,432</b>                       | <b>\$ 55,697,287</b>              |

<sup>(1)</sup> Non-IFRS measure. See “Non-IFRS and Operational Key Performance Indicators”.

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

<sup>(3)</sup> Total basic units consist of Units (as defined herein) and Class B LP Units (as defined herein). Total diluted units also include deferred trust units and restricted trust units issued under the REIT's long-term incentive plan.

The increase in FFO of \$1,604 and \$2,855 for the three month period and year ended December 31, 2018, compared to the same periods in 2017 is directly related to the acquisition of 19 investment properties offset by the sale of one investment property and the non-recurring debt settlement costs and transactions costs totaling \$Nil and \$1,220 for the three month period and year ended December 31, 2018 respectively.

The increase in AFFO of \$1,421 and \$4,015 for the three month period and year ended December 31, 2018, compared to the same periods in 2017 is directly related to the acquisition of 19 investment properties offset by the sale of one investment property. Basic AFFO per Unit was \$0.0450 and \$0.1825 respectively for the three month period and year ended December 31, 2018 with a corresponding basic AFFO Payout Ratio of 116.7% and 115.1%.

### January 2018 and September 2018 Equity Issuances

The REIT raised approximately \$26.1 million of net equity (an increase of 12,500,500 Units) under the January 2018 Offering. The REIT used approximately \$14.5 million of the net proceeds to repay a portion of the amounts outstanding under its credit facilities and approximately \$10 million to repay all amounts outstanding under a term loan. At the end of June 2018, the REIT acquired six investment properties as well as the remaining 50% undivided interest in the property located at 1750 Jean-Berchmans-Michaud Street financed in part by the REIT's lines of credit freed up from the January 2018 Offering (see "Summary of Significant Events").

Furthermore, the REIT raised approximately \$37.2 million of net equity (an increase of 17,365,500 Units) under the September 2018 Offering. The REIT used approximately \$33 million of the net proceeds to temporarily repay a portion of the amounts outstanding under its credit facilities in anticipation of the acquisition of five office properties in Ottawa, Ontario and one industrial property in Saint-Hyacinthe, Quebec. As disclosed in the prospectus of the REIT dated September 21, 2018, prepared in connection with the September 2018 Offering, under "Use of Proceeds", the REIT ultimately used approximately \$18.2 million of the net proceeds by using its credit facilities to partially fund its acquisitions in Ottawa, Ontario that closed on November 14, 2018. The REIT also ultimately used approximately \$2.5 million of the net proceeds by using its credit facilities to partially fund the acquisition of the property located at 6375 Picard Street in Saint Hyacinthe, Quebec and approximately \$2.5 million of the net proceeds by using its credit facilities to pay real estate transaction costs in connection with the foregoing acquisitions. The balance of the net proceeds was used for general trust purposes. The REIT initially expected to assume a \$6.3 million mortgage in connection with the acquisition of the property located at 6375 Picard Street in Saint Hyacinthe, Quebec, as disclosed in its prospectus, but ultimately obtained a new first mortgage in the amount of \$7.3 million (see "Summary of Significant Events").

The AFFO payout ratio for the three month and year ended December 31, 2018 exceeded 100% given that the June 2018 acquisitions and the fourth quarter 2018 acquisitions contributed marginally to AFFO for the respective periods notwithstanding the incremental monthly distributions made on the units issued from the January 2018 Offering and the September 2018 Offering.

### Distributions

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

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

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

The distributions declared during the three month period and year ended December 31, 2018 resulted in 247,933 and 797,668 Units issued or issuable under the DRIP respectively.

Distributions of \$0.0525 and \$0.2100 per Unit and Class B LP Unit were declared during the three month period and year ended December 31, 2018 and 2017. Distributions were paid on or about the 15<sup>th</sup> day of the month following the declaration.



**MANAGEMENT'S DISCUSSION AND ANALYSIS**

The following reconciles AFFO to cash flows from operating activities reported in the consolidated financial statements:

| <i>(CAD \$ thousands)</i>                                   | <b>3 Months<br/>Ended<br/>December 31<br/>2018</b> | <b>3 Months<br/>Ended<br/>December 31<br/>2017</b> | <b>Year Ended<br/>December 31<br/>2018</b> | <b>Year Ended<br/>December 31<br/>2017</b> |
|---|--|--|--|--|
| <b>Cash flow provided from operating activities</b>         | \$ 5,102   | \$ 3,917   | \$ 13,885                                  | \$ 9,053                                   |
| Add (deduct):   |  |  |  |  |
| Non-cash portion of debt settlement costs                   | -  | -  | (243)                                      | -  |
| Changes in non-cash working capital                         | (1,235)  | (1,406)  | (1,824)                                    | 486  |
| Distributions – Class B LP Units                            | 452  | 357  | 1,618                                      | 1,035                                      |
| Stabilized leasing costs                                    | (66)   | (47)   | (264)                                      | (204)                                      |
| Depreciation of property and equipment                      | (19)   | (8)  | (52)                                       | (45)                                       |
| Transaction costs   | -  | -  | 501  | -  |
| Debt settlement costs                                       | -  | -  | 719  | -  |
| <b>Adjusted Funds From Operations (AFFO) <sup>(1)</sup></b> | <b>\$ 4,234</b>                                    | <b>\$ 2,813</b>                                    | <b>\$ 14,340</b>                           | <b>\$ 10,325</b>                           |

<sup>(1)</sup> Non-IFRS measure. See "Non-IFRS and Operational Key Performance Indicators".

The table below compares AFFO to total distributions paid or payable on Units and Class B LP Units:

| <i>(CAD \$ thousands)</i>   | <b>3 Months<br/>Ended<br/>December 31<br/>2018</b> | <b>3 Months<br/>Ended<br/>December 31<br/>2017</b> | <b>Year Ended<br/>December 31<br/>2018</b> | <b>Year Ended<br/>December 31<br/>2017</b> |
|---|--|--|--|--|
| Adjusted Funds From Operations (AFFO) <sup>(1)</sup>                                    | \$ 4,234   | \$ 2,813   | \$ 14,340                                  | \$ 10,325                                  |
| Total distributions paid or payable in cash – Units and Class B LP Units <sup>(2)</sup> | 4,402  | 2,856  | 15,234                                     | 10,250                                     |
| <b>Excess of AFFO over distributions paid or payable</b>                                | <b>\$ (168)</b>                                    | <b>\$ (43)</b>                                     | <b>\$ (894)</b>                            | <b>\$ 75</b>                               |

<sup>(1)</sup> Non-IFRS measure. See "Non-IFRS and Operational Key Performance Indicators".

<sup>(2)</sup> Excludes DRIP Units paid or payable.

For the three month period and year ended December 31, 2018 and for the three month period ended December 31, 2017, the REIT's distributions paid or payable exceeded AFFO given that the June 2018 acquisitions and the fourth quarter 2018 acquisitions contributed marginally to AFFO for the respective periods notwithstanding the incremental monthly distributions made on the units issued from the January 2018 Offering and the September 2018 Offering as described in the "Distributions and Adjusted Funds From Operations" section of this MD&A. The REIT financed the shortfall using cash on hand and/or using the REIT's revolving credit facility of \$30,000 which bears interest at prime plus 150.0 basis points or bankers' acceptance rate plus 250.0 basis points.

The following reconciles ACFO to cash flows from operating activities reported in the consolidated financial statements:

| <i>(CAD \$ thousands)</i>  | <b>3 Months<br/>Ended<br/>December 31<br/>2018</b> | <b>3 Months<br/>Ended<br/>December 31<br/>2017</b> | <b>Year Ended<br/>December 31<br/>2018</b> | <b>Year Ended<br/>December 31<br/>2017</b> |
|--|--|--|--|--|
| <b>Cash flow provided from operating activities</b>                                  | \$ 5,102   | \$ 3,917   | \$ 13,885                                  | \$ 9,053                                   |
| Add (deduct):  |  |  |  |  |
| Change in non-cash working capital balances not indicative of sustainable cash flows | (363)  | 1,055  | (360)                                      | 1,073                                      |
| Stabilized leasing costs   | (66)   | (47)   | (264)                                      | (204)                                      |
| Amortization of deferred financing costs   | (198)  | (164)  | (722)                                      | (714)                                      |
| <b>Adjusted Cashflow from Operations (ACFO) <sup>(1)</sup></b>                       | <b>\$ 4,475</b>                                    | <b>\$ 4,761</b>                                    | <b>\$ 12,539</b>                           | <b>\$ 9,208</b>                            |

<sup>(1)</sup> Non-IFRS measure. See "Non-IFRS and Operational Key Performance Indicators".

## MANAGEMENT'S DISCUSSION AND ANALYSIS

The table below compares ACFO to distributions paid or payable on Units:

| <i>(CAD \$ thousands)</i>   | <b>3 Months<br/>Ended<br/>December 31<br/>2018</b> | 3 Months<br>Ended<br>December 31<br>2017 | <b>Year Ended<br/>December 31<br/>2018</b> | Year Ended<br>December 31<br>2017 |
|---|--|--|--|-----------------------------------|
| Adjusted Cashflow from Operations (ACFO) <sup>(1)</sup>               | \$ 4,475   | \$ 4,761                                 | \$ 12,539                                  | \$ 9,208                          |
| Total distributions paid or payable in cash – Units <sup>(2)(3)</sup> | 3,950  | 2,499                                    | 13,615                                     | 9,214                             |
| <b>Excess (Shortfall) of ACFO over distributions paid or payable</b>  | <b>\$ 525</b>                                      | <b>\$ 2,262</b>                          | <b>\$ (1,076)</b>                          | <b>\$ (6)</b>                     |

<sup>(1)</sup> Non-IFRS measure. See "Non-IFRS and Operational Key Performance Indicators".

<sup>(2)</sup> This excludes distributions paid or payable on Class B LP Units given the ACFO has been reduced to this amount.

<sup>(3)</sup> Excludes DRIP Units paid or payable.

For the three month periods ended December 31, 2018 and 2017, the REIT had sufficient ACFO to cover the total distributions paid or payable in cash. For the years ended December 31, 2018 and 2017, the REIT had an ACFO shortfall to cover the distribution paid or payable as a result of a lag in deployment of funds as described in the "Distributions and Adjusted Funds From Operations" section of this MD&A. The REIT financed the shortfall using cash on hand and/or using the REIT's revolving credit facility of \$30,000 which bears interest at prime plus 150.0 basis points or bankers' acceptance rate plus 250.0 basis points.

The following table compares cash flows provided from operations to total distributions paid or payable:

| <i>(CAD \$ thousands)</i>   | <b>3 Months<br/>Ended<br/>December 31<br/>2018</b> | 3 Months<br>Ended<br>December 31<br>2017 | <b>Year Ended<br/>December 31<br/>2018</b> | Year Ended<br>December 31<br>2017 |
|---|--|--|--|-----------------------------------|
| Cash flow provided from operating activities  | \$ 5,102   | \$ 3,917                                 | \$ 13,885                                  | \$ 9,053                          |
| Total distributions paid or payable in cash – Units <sup>(1)(2)</sup>                               | 3,950  | 2,499                                    | 13,615                                     | 9,214                             |
| <b>Excess (Shortfall) of cash flow from operating activities over distributions paid or payable</b> | <b>\$ 1,152</b>                                    | <b>\$ 1,418</b>                          | <b>\$ 270</b>                              | <b>\$ (161)</b>                   |

<sup>(1)</sup> This excludes distributions paid or payable on Class B LP Units given cash flows from operating activities has been reduced by this amount.

<sup>(2)</sup> Excludes DRIP Units paid or payable.

For the year ended December 31, 2017, the REIT's distribution paid or payable was in excess of cash flow from operating activities. This represents a return of capital, rather than a return on capital, since it represents cash payments in excess of cash generated by the REIT's continuing operations during the respective period. The shortfall of cash flow from operating activities over total distributions is mainly due to the seasonal fluctuations in non-cash working capital, distributions on Class B LP Units that are recorded as a reduction of net comprehensive income, the impact of stabilized leasing costs which change with lease maturities and lease renewals, and non-recurring items. The REIT financed the shortfall using cash on hand and/or using the REIT's revolving credit facility of \$30,000 which bears interest at prime plus 150.0 basis points or bankers' acceptance rate plus 250.0 basis points. The REIT has elected to provide distributions partly representing a return of capital in order to maintain the stability of current distribution levels. Management believes that current per Unit levels of distributions is sustainable, given that cash flows from operations is expected to improve as the REIT continues its growth.

The REIT has estimated that distributions to be made for the year ending December 31, 2018 represent an approximate 100% return of capital.

### ISSUED AND OUTSTANDING SECURITIES AND NORMAL COURSE ISSUER BID

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

#### Units

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

Total Units outstanding as of March 27, 2019 were 86,180,710.

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

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

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

Total Class B LP Units outstanding as of March 27, 2019 were 8,090,514.

### **Deferred Units and Restricted Units**

The REIT has a long term incentive plan pursuant to which it may grant deferred units or restricted units to its trustees and senior officers and certain of its employees and consultants. Units are issued to participants in the plan upon vesting of the deferred units or restricted units, unless deferred in accordance with the terms of the plan.

Total deferred units and restricted units outstanding as of March 27, 2019 were 2,413,583 and 314,354.

### **Normal Course Issuer Bid**

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 at the beginning of the normal course issuer bid. 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 is making the normal course issuer bid because it believes that the market price of the Units does not always reflect their underlying value, and that purchasing Units for cancellation may from time to time be an appropriate use of available resources and in the best interests of the REIT. Unitholders can obtain a copy of the notice filed with TSXV, without charge, by contacting the REIT at 514-933-9552. The REIT repurchased 138,400 Units and cancelled Nil Units during the three month period and year ended December 31, 2018.

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**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<br>December 31<br>2018 | Fair Value<br>December 31<br>2018 |
|--|-----------------|---------------------------------------|-----------------------------------|
| <b>Loans and Receivables</b>   |                 |                                       |                                   |
| Cash (a)   | Amortized cost  | \$ 4,116                              | \$ 4,116                          |
| Receivables and other excluding prepaid expenses, deposits, deferred acquisition costs and other receivables (a) | Amortized cost  | 2,786                                 | 2,786                             |
|  |                 | <b>\$ 6,902</b>                       | <b>\$ 6,902</b>                   |
| <b>Financial Liabilities Through Profit and Loss</b>   |                 |                                       |                                   |
| Class B LP Units   | Fair value (L2) | \$ 16,182                             | \$ 16,182                         |
| Long-term incentive plan   | Fair value (L2) | 3,471                                 | 3,471                             |
|  |                 | <b>\$ 19,653</b>                      | <b>\$ 19,653</b>                  |
| <b>Other Financial Liabilities</b>   |                 |                                       |                                   |
| Accounts payable and other liabilities (a)   | Amortized cost  | \$ 7,792                              | \$ 7,792                          |
| Credit facility (a)  | Amortized cost  | 29,249                                | 29,249                            |
| Distributions payable (a)  | Amortized cost  | 1,648                                 | 1,648                             |
| Debt (b)   | Amortized cost  | 267,037                               | 267,037                           |
|  |                 | <b>\$ 305,726</b>                     | <b>\$ 305,726</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).

**Off Balance Sheet Arrangements**

The REIT had no off balance sheet arrangements.

**PART V**

**CONTROLS AND PROCEDURES**

*Disclosure Controls and Procedures over Financial Reporting*

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

*Internal Controls over Financing Reporting*

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

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

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

## **RISKS AND UNCERTAINTIES**

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

### *Real Property Ownership*

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

### *Diversification Risk*

The REIT's revenues will be sensitive to the ability of the REIT's key tenants to meet their rent obligations and the REIT's ability to collect rent from these tenants. Approximately 29% of GLA of the portfolio of properties of the REIT is comprised of single-tenant properties. In the event that such tenants were to terminate their tenancies or become insolvent, the REIT's financial results would be materially adversely affected. Until the REIT is in a position to acquire more assets and further diversify its tenant base, the REIT will take certain steps to mitigate any credit risk by closely monitoring its tenants' compliance with the terms of their respective leases and to report any issues as soon as they are identified.

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

The REIT expects to generate approximately 35.9% of its base rental revenue from its 10 largest tenants. Accordingly, revenue will be dependent on the ability of those tenants to meet rent payments. If any of the 10 largest tenants default on their rent obligations, the REIT's financial condition and operations could be adversely affected. Until the REIT is in a position to acquire more assets and further diversify its tenant base, the REIT will take certain steps to mitigate any credit risk by closely monitoring its tenants' compliance with the terms of their respective leases and to report any issues as soon as they are identified.

Upon the expiry of any lease, there can be no assurance that the lease will be renewed or the tenant replaced. In certain cases and in certain jurisdictions, tenants may have the contractual or statutory right to terminate the leases prior to the expiration of their term, upon certain conditions. In the event that a lease was terminated prior to its term, the terms of any subsequent lease may be less favourable to the REIT than the existing lease. In the event of default by a tenant, delays or limitations in enforcing rights as a lessor may be experienced and substantial costs in protecting the REIT's investment may be incurred. Furthermore, at any time, a tenant of any of the REIT's properties may seek the protection of bankruptcy, insolvency or similar laws that could result in the rejection and termination of such tenant's lease and thereby cause a reduction in the cash flow available to the REIT. Costs may be incurred in making improvements or repairs required by a new tenant. The failure to rent unleased space on economically favourable lease terms on a timely basis or at all would likely have an adverse effect on the financial condition of the REIT.

*Dependence on Key Personnel*

The success of the REIT is highly dependent on the services of certain key personnel, including in particular James W. Beckerleg and Gordon G. Lawlor, who are respectively the President and Chief Executive Officer and the Chief Financial Officer of the REIT. There can be no assurance that the REIT will be able to retain its existing key personnel, attract qualified executives or adequately fill new or replace existing senior management positions or vacancies created by expansion, turnover or otherwise. The loss of the services of any one or more of the REIT's key personnel or the inability to retain, attract or fill any such personnel or positions or vacancies could have an adverse effect on the REIT and adversely impact the REIT's financial condition and decrease the amount of cash available for distribution.

*Fixed Costs*

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

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

*Financing Risks and Leverage*

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

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

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

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

*Liquidity of Real Property Investments*

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

*Current Global Capital Market Conditions*

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

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

*Acquisition and Development*

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

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

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

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

*Potential Conflicts of Interest*

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

*Competition*

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

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

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

#### *Geographic Concentration*

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

#### *General Uninsured Losses*

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

#### *Access to Capital*

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

#### *Interest Rate Exposure*

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

#### *Environmental Matters*

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



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

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

The REIT is not aware of any material non-compliance with environmental laws at its properties, and is not aware of any pending or threatened investigations or actions by environmental regulatory authorities or complaints by private parties in connection with its properties. The REIT intends to implement policies and procedures to assess, manage and monitor environmental conditions at its properties to manage exposure to liability. The REIT intends to make the necessary capital and operating expenditures to comply with environmental laws and address any material environmental issues and such costs relating to environmental matters may have a material adverse effect on the REIT's business, financial condition or results of operation and decrease the amount of cash available for distribution.

#### *Litigation Risk*

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

#### *Potential Undisclosed Liabilities*

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

#### *Security of Information Technology*

The REIT requires protection of company information, including security over tenant lease details, financial records and operational data ("Confidential Information"). Some of this Confidential Information is held and managed by third party service providers. Any failure in data security or any system vulnerability (internal or external) could result in harm to the reputation or competitive position of the REIT.

All of the Trust's information systems, including its back-up systems and any third party service provider systems that it employs, are vulnerable to damage, interruption, disability or failures due to a variety of reasons, including physical theft, fire, power loss, computer and telecommunication failures or other catastrophic events, as well as from internal and external security breaches, denial of service attacks, viruses, worms and other known or unknown disruptive events.

The REIT or its third party service providers may be unable to anticipate, timely identify or appropriately respond to one or more of the rapidly evolving and increasingly sophisticated means by which computer hackers, cyber terrorists and others may attempt to breach the REIT's security measures or those of our third party service providers' information systems.

As cyber threats evolve and become more difficult to detect and successfully defend against, one or more cyber threats might defeat the REIT's security measures or those of its third party service providers. Moreover, employee error or malfeasance, faulty password management or other irregularities may result in a breach of the REIT's or its third party service providers' security measures, which could result in a breach of Confidential Information.

If the REIT does not allocate and effectively manage the resources necessary to build and sustain reliable IT infrastructure, fails to timely identify or appropriately respond to cybersecurity incidents, or the REIT's or its third party service providers' information systems are damaged, destroyed, shut down, interrupted or cease to function properly, the REIT's business could be disrupted and the REIT could, among other things, be subject to: the loss of or failure to attract new tenants; the loss of revenue; the loss or unauthorized access to Confidential Information or other assets; the loss of or damage to trade secrets; damage to its reputation; litigation; regulatory enforcement actions; violation of privacy, security or other laws and regulations; and remediation costs.

*Indexation for Inflation and Duration of Lease Contracts*

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

*Limit on Activities*

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

*Volatile Market Price for Units*

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

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

*Cash Distributions Are Not Guaranteed*

The REIT does not have a fixed obligation to make payments to holders of Units and does not promise to return the initial purchase price of a Unit. There can be no assurance regarding the amount of income to be generated by the REIT's properties and future financial performance of the REIT may not meet its future plans or budgets. Distributions made to holders of Units and holders of Class B LP Units, may exceed actual cash available to the REIT from time to time. Although the REIT intends to make cash distributions to unitholders, these cash distributions may be reduced or suspended. The ability of the REIT to make cash distributions and the actual amount distributed are entirely dependent on the operations and assets of the REIT and its subsidiaries, and are subject to various factors including financial performance, obligations under applicable credit facilities, the sustainability of income derived from anchor tenants and capital expenditure requirements. Cash available to the REIT to fund distributions may be limited from time to time because of such items as principal repayments, tenants' allowances, leasing commissions, capital expenditures and redemptions of Units, if any. The REIT may be required to use part of its debt capacity or to reduce distributions in order to accommodate such items. The market value of the Units will deteriorate if the REIT is unable to continue its distribution levels in the future, and that deterioration may be significant. In addition, the composition of cash distributions for tax purposes may change over time and may affect the after-tax return for investors.

#### *Restrictions on Redemptions*

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

#### *Subordination of the Units*

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

#### *Tax Related Risk Factors*

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

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

The REIT Exception is comprised of a number of technical tests and the determination as to whether the REIT qualifies for the REIT Exception in any particular taxation year can only be made with certainty at the end of that taxation year. As of the date hereof, management of the REIT believes that the REIT has met the requirements of the REIT Exception from the time of its inception to the date hereof and will continue to meet such requirements throughout 2018 and future years. However, there can be no assurance that the REIT will be able to qualify for the REIT Exception such that the REIT and the unitholders will not be subject to the tax imposed by the SIFT Rules in 2019 or future years.

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

#### *Nature of Investment*

A holder of a Unit or a Class B LP Unit does not hold a share of a body corporate. Unitholders or holders of Class B LP Units do not have statutory rights normally associated with ownership of shares of a corporation including, for example, the right to bring "oppression" or "derivative" actions. The rights of holders of Units and Class B LP Units are based primarily on the Declaration of Trust and the limited partnership agreement of PRLP, respectively. There is no statute governing the affairs of the REIT or PRLP equivalent to the Canada Business Corporations Act which sets out the rights and entitlements of shareholders of corporations in various circumstances. Neither the Units nor the Class B LP Units are "deposits" within the meaning of the Canada Deposit Insurance Corporation Act, nor will they be insured under the provisions of that statute or any other legislation. Furthermore, the REIT is not a trust company and, accordingly, is not registered under any trust and loan company legislation as it does not carry on or intend to carry on the business of a trust company.

#### *Unitholder Liability*

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

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

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

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

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

#### *Dilution*

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

#### *Change of Tax Laws*

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

### **CRITICAL ACCOUNTING ESTIMATES**

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

- (i) Valuation of investment properties – Investment properties are presented at fair value at the reporting date. Currently, any change in fair value is determined by 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 establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported value of financial instruments.

### **FUTURE CHANGES IN ACCOUNTING POLICIES**

The future changes in accounting policies and future applicable accounting standards are discussed in the REIT's consolidated financial statements for the year ended December 31, 2018 and the notes contained therein.

## RELATED PARTY TRANSACTIONS

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

The total amount due to the Manager at December 31, 2018 was \$452 (December 31, 2017 - \$235).

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.

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. 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 for a purchase price of \$4.39 million 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, Peter Aghar.

The vendors of the Quebec Retail Portfolio, which was acquired by the REIT on August 14, 2018 for a purchase price of \$8.95 million (excluding closing costs), were two vendors in which Vincent Chiara, a trustee of the REIT, had a 50% interest.

MANAGEMENT'S DISCUSSION AND ANALYSIS

SUMMARY OF QUARTERLY RESULTS

| <i>(CAD \$ thousands except unit, per unit amounts and unless otherwise stated)</i> | 3 Months<br>Ended<br>Dec 31<br>2018 | 3 Months<br>Ended<br>Sept 30<br>2018 | 3 Months<br>Ended<br>June 30<br>2018 | 3 Months<br>Ended<br>Mar 31<br>2018 | 3 Months<br>Ended<br>Dec 31<br>2017 | 3 Months<br>Ended<br>Sept 30<br>2017 | 3 Months<br>Ended<br>June 30<br>2017 | 3 Months<br>Ended<br>Mar 31<br>2017 |
|---|-------------------------------------|--------------------------------------|--------------------------------------|-------------------------------------|-------------------------------------|--------------------------------------|--------------------------------------|-------------------------------------|
| Property revenue  | \$ 12,207                           | \$ 10,210                            | \$ 9,075                             | \$ 9,397                            | \$ 8,161                            | \$ 6,960                             | \$ 7,035                             | \$ 7,483                            |
| Property operating expenses   | 4,546                               | 3,567                                | 3,220                                | 3,506                               | 3,207                               | 2,625                                | 2,591                                | 2,950                               |
| <b>Net operating income (NOI) <sup>(1)</sup></b>                                    | <b>7,661</b>                        | <b>6,643</b>                         | <b>5,855</b>                         | <b>5,891</b>                        | <b>4,954</b>                        | <b>4,335</b>                         | <b>4,444</b>                         | <b>4,533</b>                        |
| General and administrative expenses   | 513                                 | 458                                  | 472                                  | 401                                 | 361                                 | 306                                  | 283                                  | 287                                 |
| Long-term incentive plan expense  | (305)                               | 335                                  | 383                                  | (10)                                | 438                                 | 159                                  | 309                                  | 255                                 |
| Depreciation of property and equipment  | 19                                  | 13                                   | 10                                   | 11                                  | 8                                   | 21                                   | 8                                    | 8                                   |
| Interest and financing costs  | 2,922                               | 2,636                                | 2,096                                | 2,173                               | 1,979                               | 1,600                                | 1,598                                | 1,580                               |
| Distributions - Class B LP Units  | 452                                 | 438                                  | 372                                  | 357                                 | 357                                 | 300                                  | 188                                  | 190                                 |
| Fair value adjustment - Class B LP Units  | (3,100)                             | (107)                                | 459                                  | (612)                               | 748                                 | (265)                                | 71                                   | 196                                 |
| Fair value adjustment - investment properties                                       | 588                                 | (6,767)                              | 444                                  | 1,498                               | (3,873)                             | (65)                                 | 1,068                                | 130                                 |
| Transaction costs   | -                                   | 26                                   | 475                                  | -                                   | -                                   | -                                    | -                                    | -                                   |
| Other income  | (646)                               | (553)                                | -                                    | -                                   | -                                   | -                                    | -                                    | -                                   |
| Other expenses  | 557                                 | 368                                  | -                                    | -                                   | -                                   | -                                    | -                                    | -                                   |
| Amortization of intangible assets   | 185                                 | -                                    | -                                    | -                                   | -                                   | -                                    | -                                    | -                                   |
| Debt settlement costs   | -                                   | -                                    | -                                    | 719                                 | -                                   | -                                    | -                                    | -                                   |
| Settlement of expired warrants  | -                                   | -                                    | -                                    | -                                   | -                                   | -                                    | -                                    | (34)                                |
| <b>Net comprehensive income</b>   | <b>\$ 6,476</b>                     | <b>\$ 9,796</b>                      | <b>\$ 1,144</b>                      | <b>\$ 1,354</b>                     | <b>\$ 4,936</b>                     | <b>\$ 2,279</b>                      | <b>\$ 919</b>                        | <b>\$ 1,921</b>                     |
| <b>Debt to Gross Book Value <sup>(1)</sup></b>                                      | <b>58.63%</b>                       | <b>51.05%</b>                        | <b>60.11%</b>                        | <b>55.42%</b>                       | <b>62.30%</b>                       | <b>55.08%</b>                        | <b>50.87%</b>                        | <b>58.72%</b>                       |
| <b>FFO <sup>(1)</sup></b>   | <b>\$ 3,921</b>                     | <b>\$ 3,344</b>                      | <b>\$ 2,522</b>                      | <b>\$ 2,470</b>                     | <b>\$ 2,317</b>                     | <b>\$ 2,157</b>                      | <b>\$ 2,385</b>                      | <b>\$ 2,542</b>                     |
| <b>AFFO <sup>(1)</sup></b>  | <b>\$ 4,234</b>                     | <b>\$ 3,652</b>                      | <b>\$ 3,256</b>                      | <b>\$ 3,200</b>                     | <b>\$ 2,813</b>                     | <b>\$ 2,425</b>                      | <b>\$ 2,525</b>                      | <b>\$ 2,567</b>                     |
| <b>Basic FFO per unit <sup>(1)(2)</sup></b>   | <b>\$ 0.0417</b>                    | <b>\$ 0.0439</b>                     | <b>\$ 0.0340</b>                     | <b>\$ 0.0354</b>                    | <b>\$ 0.0379</b>                    | <b>\$ 0.0362</b>                     | <b>\$ 0.0479</b>                     | <b>\$ 0.0534</b>                    |
| <b>Diluted FFO per unit <sup>(1)(2)</sup></b>                                       | <b>\$ 0.0410</b>                    | <b>\$ 0.0429</b>                     | <b>\$ 0.0333</b>                     | <b>\$ 0.0347</b>                    | <b>\$ 0.0371</b>                    | <b>\$ 0.0354</b>                     | <b>\$ 0.0468</b>                     | <b>\$ 0.0521</b>                    |
| <b>Basic AFFO per unit <sup>(1)(2)</sup></b>  | <b>\$ 0.0450</b>                    | <b>\$ 0.0479</b>                     | <b>\$ 0.0439</b>                     | <b>\$ 0.0459</b>                    | <b>\$ 0.0460</b>                    | <b>\$ 0.0407</b>                     | <b>\$ 0.0508</b>                     | <b>\$ 0.0539</b>                    |
| <b>Diluted AFFO per unit <sup>(1)(2)</sup></b>                                      | <b>\$ 0.0442</b>                    | <b>\$ 0.0469</b>                     | <b>\$ 0.0430</b>                     | <b>\$ 0.0450</b>                    | <b>\$ 0.0451</b>                    | <b>\$ 0.0399</b>                     | <b>\$ 0.0496</b>                     | <b>\$ 0.0526</b>                    |
| <b>AFFO Payout Ratio – Basic <sup>(1)</sup></b>                                     | <b>116.7%</b>                       | <b>109.6%</b>                        | <b>119.6%</b>                        | <b>114.4%</b>                       | <b>114.1%</b>                       | <b>129.0%</b>                        | <b>103.3%</b>                        | <b>97.3%</b>                        |
| <b>AFFO Payout Ratio – Diluted <sup>(1)</sup></b>                                   | <b>118.8%</b>                       | <b>111.9%</b>                        | <b>122.1%</b>                        | <b>116.7%</b>                       | <b>116.4%</b>                       | <b>131.7%</b>                        | <b>105.8%</b>                        | <b>99.8%</b>                        |
| Number of commercial properties   | 84                                  | 76                                   | 73                                   | 66                                  | 66                                  | 43                                   | 38                                   | 40                                  |
| GLA (square feet)   | 3,702,901                           | 3,041,030                            | 3,039,510                            | 2,684,653                           | 2,689,536                           | 2,383,738                            | 1,792,211                            | 2,090,214                           |
| Occupancy rate  | 98.2%                               | 98.1%                                | 97.6%                                | 96.0%                               | 95.7%                               | 95.2%                                | 94.0%                                | 95.2%                               |
| Weighted average lease term to maturity   | 6.1                                 | 6.5                                  | 6.6                                  | 6.7                                 | 6.9                                 | 6.1                                  | 6.3                                  | 6.4                                 |

<sup>(1)</sup> See "Non-IFRS and Operational Key Performance Indicators".

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