



PRO REAL ESTATE INVESTMENT TRUST

Annual Information Form

For the Year Ended December 31, 2021

Dated March 23, 2022

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GLOSSARY OF TERMS

The following terms used in this annual information form have the meanings set out below unless the context otherwise requires:

“**2019 Public Offering**” has the meaning given to such term under “General Development of the Business – Year Ended December 31, 2019 – 2019 Public Offering of the REIT”.

“**2021 Financial Statements**” means the REIT’s audited consolidated financial statements and accompanying notes for the years ended December 31, 2021 and 2020, available under the REIT’s profile on SEDAR at www.sedar.com.

“**2021 MD&A**” means the management’s discussion and analysis of the REIT in respect of its 2021 financial year, available under the REIT’s profile on SEDAR at www.sedar.com.

“**2021 Public Offering**” has the meaning given to such term under “General Development of the Business – Year Ended December 31, 2021 – 2021 Equity Financings”.

“**2021 Q2 Private Placement**” has the meaning given to such term under “General Development of the Business – Year Ended December 31, 2021 – 2021 Equity Financings”.

“**2021 Q4 Private Placement**” has the meaning given to such term under “General Development of the Business – Year Ended December 31, 2021 – 2021 Equity Financings”.

“**Acquiring Person**” has the meaning given to such term under “Description of the Trust and Description of the Securities – REIT Unitholders’ Rights Plan – Acquiring Person”.

“**Affiliate**” means any Person that would be deemed to be an affiliated entity of such person within the meaning of National Instrument 45-106 – *Prospectus Exemptions*, as replaced or amended from time to time (including any successor rule or policy thereto).

“**AFFO**” or Adjusted Funds from Operations, is a non-IFRS financial measure which is defined by the REIT as FFO of the REIT less amortization of straight-line rents, maintenance capital expenditures and normalized stabilized leasing costs, as determined by the REIT, plus long-term incentive plan expenses, amortization of financing costs and one-time costs such as debt settlement costs. Normalized stabilized leasing costs represent leasing costs paid and amortized over the new lease term. See “Non-IFRS Measures”.

“**AIF**” means this annual information form.

“**annuitant**” has the meaning given to such term under “Risk Factors – Risks Relating to the Units – Unitholder Liability”.

“**Board**” or “**Board of Trustees**” means the board of Trustees of the REIT.

“**Borrowing Base**” has the meaning given to such term under “Indebtedness – Composition of Indebtedness – Revolving Credit Facility”.

“**CANMARC**” means CANMARC Real Estate Investment Trust.

“**CBCA**” means the *Canada Business Corporations Act*.

“**CDS**” means CDS Clearing and Depository Services Inc.

“**Class A LP Units**” means the Class A limited partnership units in the capital of PROREIT LP, and “**Class A LP Unit**” means any one of the foregoing.

“**Class B LP Units**” means the Class B limited partnership units in the capital of PROREIT LP, and “**Class B LP Unit**” means any one of the foregoing.

“**Closing Market Price**” has the meaning given to such term under “Description of the Trust and Description of the Securities – Redemption Right”.

“**Code of Conduct**” means the code of business conduct and ethics adopted by the REIT.

“**Competing Permitted Bid**” has the meaning given to such term under “Description of the Trust and Description of the Securities – REIT Unitholders’ Rights Plan – Summary”.

“**Consolidation**” has the meaning given to such term under “Legal Structure of the REIT – The REIT”.

“**CRA**” means the Canada Revenue Agency.

“**Declaration of Trust**” means the declaration of trust of the REIT made as of February 7, 2013, as amended and restated on December 21, 2018 and as it may be further amended, supplemented or amended and restated from time to time.

“**Deferred Units**” means the deferred units under the LTIP.

“**DRIP**” means the distribution reinvestment plan of the REIT described under “Distribution Policy – Distribution Reinvestment Plan”.

“**Environmental Reports**” has the meaning given under “Environmental Site Assessments”.

“**Exchange Agreement**” means the exchange agreement made as of March 11, 2013 between the REIT, PROREIT GP, PROREIT LP and each person who from time to time executes the agreement or is deemed to be a party thereto, as it may be amended, supplemented or amended and restated from time to time.

“**FFO**” or Funds from Operations, is a non-IFRS financial measure which is defined by the REIT in accordance with the White Paper on FFO and AFFO for IFRS issued in February 2019 by the Real Property Association of Canada. FFO is defined as net income and comprehensive income adjusted for fair value changes of (i) long-term incentive plan, (ii) investment properties, and (iii) Class B LP Units, plus distributions on Class B LP Units and amortization of intangible assets. 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. See “Non-IFRS Measures”.

“**Financially Literate**” has the meaning given to financial literacy under National Instrument 52-110 – *Audit Committees*.

“**Flip-In Event**” has the meaning given to such term under “Description of the Trust and Description of the Securities – REIT Unitholders’ Rights Plan – Flip-In Event”.

“**GLA**” means gross leasable area.

“**Grandfathered Person**” has the meaning given to such term under “Description of the Trust and Description of the Securities – REIT Unitholders’ Rights Plan – Acquiring Person”.

“**Gross Book Value**” is a non-IFRS financial measure defined in the REIT’s Declaration of Trust. The REIT calculates Gross Book Value by adding back to its total assets the amount of accumulated depreciation on property and equipment and intangible assets, less (a) the amount of any receivable reflecting interest rate subsidies on any debt assumed by the REIT and (b) the amount of future income tax liability arising out of the fair value adjustment in respect of the indirect acquisitions of certain properties; provided however that, if approved by a majority of the Trustees, the appraised value of the assets of the REIT and its Subsidiaries may be used instead of book value.

“**IFRS**” means International Financial Reporting Standards as issued by the International Accounting Standards Board and as adopted by the Chartered Professional Accountants of Canada in Part I of The CPA Canada Handbook — Accounting, as amended from time to time.

“**Independent Trustee**” means a Trustee who, in relation to the REIT or any of its related parties, is “independent” within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as amended or replaced from time to time (including any successor rule or policy thereto).

“**LTIP**” means the long-term incentive plan of the REIT adopted by the Trustees.

“**Management Agreement**” means the first amended and restated management agreement dated March 11, 2013, as amended, entered into between, *inter alia*, the REIT, through one of its Subsidiary, Taggart, and the Manager pursuant to which the Manager provided until March 31, 2019 property and asset management, administrative and other services to the REIT and its Subsidiaries.

“**Manager**” means Labec Realty Advisors Inc., a company incorporated under the laws of Canada, the former property and asset manager of the REIT and its Subsidiaries pursuant to the Management Agreement.

“**Market Price**” has the meaning given to such term under “Description of the Trust and Description of the Securities – Redemption Right”.

“**Monthly Limit**” has the meaning given to such term under “Description of the Trust and Description of the Securities – Redemption Right”.

“**NI 62-104**” means National Instrument 62-104 - *Take-Over Bids and Issuer Bids*, as amended from time to time.

“**Offeror**” has the meaning given to such term under “Description of the Trust and Description of the Securities – REIT Unitholders’ Rights Plan – Separation Time”.

“**Permitted Bid**” has the meaning given to such term under “Description of the Trust and Description of the Securities – REIT Unitholders’ Rights Plan – Summary”.

“**Person**” means an individual, firm, trust, trustee, syndicate, corporation, partnership, limited partnership, association, government, governmental agency or other entity.

“**Phase I ESA**” has the meaning given under “Environmental Site Assessments”.

“**PROREIT GP**” means PRO REIT GP Inc., a wholly-owned Subsidiary of the REIT incorporated under the laws of Canada.

“**PROREIT LP**” means PRO REIT Limited Partnership, a limited partnership formed under the laws of the Province of Québec pursuant to the PRO REIT LP Agreement.

“**PROREIT LP Agreement**” means the amended and restated limited partnership agreement of PROREIT LP made as of November 12, 2012, as amended and restated on December 21, 2018, between PROREIT GP, as general partner, the REIT, as limited partner, and each Person who is admitted to the partnership as a limited partner in accordance with the terms of the agreement, as the same may be further amended, supplemented or amended and restated from time to time.

“**Redemption Date**” has the meaning given to such term under “Description of the Trust and Description of the Securities – Redemption Right”.

“**Redemption Price**” has the meaning given to such term under “Description of the Trust and Description of the Securities – Redemption Right”.

“**REIT**” means PRO Real Estate Investment Trust and references in this AIF to the “REIT” should be interpreted as described under “Legal Structure of the REIT – The REIT”.

“**REIT Exception**” means 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.

“**Restricted Units**” means the restricted units under the LTIP.

“**Revolving Credit Facility**” has the meaning given to such term under “Indebtedness – Revolving Credit Facility”.

“**Right**” has the meaning given to such term under “Description of the Trust and Description of the Securities – REIT Unitholders’ Rights Plan”.

“**Rights Plan**” has the meaning given to such term under “Description of the Trust and Description of the Securities – REIT Unitholders’ Rights Plan”.

“**Rights Redemption Price**” has the meaning given to such term under “Description of the Trust and Description of the Securities – REIT Unitholders’ Rights Plan – Redemption and Waiver”.

“**SIFT**” means specified investment flow-through trust or specified investment flow-through partnership, as the case may be, within the meaning of the SIFT Rules.

“**SIFT Rules**” means the rules applicable to “SIFT trusts” and “SIFT partnerships” (each as defined in the Tax Act) in the Tax Act.

“**Separation Time**” has the meaning given to such term under “Description of the Trust and Description of the Securities – REIT Unitholders’ Rights Plan”.

“**Special Voting Unit**” means a special voting unit in the capital of the REIT, as described under “Description of the Trust and Description of the Securities – Units, Special Voting Units and Other Securities – Special Voting Units”.

“**Subsidiary**” means, with respect to any person, company, partnership, limited partnership, trust or other entity, any company, partnership, limited partnership, trust or other entity controlled, directly or indirectly, by such person, company, partnership, limited partnership, trust or other entity, and without limiting the generality of the foregoing, includes in respect of the REIT, PROREIT LP and any partnership of which PROREIT LP is, directly or indirectly, a member.

“**Subsidiary Securities**” means notes or other securities of PROREIT LP or such other notes or securities of a Subsidiary of PROREIT LP as the Trustees designate as such from time to time.

“**Taggart**” means PRO REIT Management Inc., formerly known as Taggart Capital Corp., now a wholly-owned Subsidiary of PROREIT LP incorporated under the *Business Corporations Act* (Ontario).

“**Tax Act**” means the *Income Tax Act* (Canada) and the regulations thereunder, as amended.

“**Tax Proposals**” means all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof.

“**Transfer Agent**” means TSX Trust Company, in its capacity as registrar and transfer agent of the Units, at its principal office in Toronto, Ontario.

“**Trustees**” means the trustees from time to time of the REIT.

“**Trust Liability**” has the meaning given to the term under “Risk Factors – Risks Relating to the Units – Unitholder Liability”.

“**TSX**” means the Toronto Stock Exchange.

“**TSXV**” means the TSX Venture Exchange.

“**Unitholder**” means a holder of Units, and any reference to a Unitholder in the context of such Unitholder’s right to vote at a meeting of Unitholders also includes a holder of Special Voting Units.

“**Units**” means trust units in the capital of the REIT, and specifically excludes Special Voting Units.

“**Voting Units**” means the Units and/or the Special Voting Units, as the context requires.

EXPLANATORY NOTES

The information in this AIF is stated as at December 31, 2021, unless otherwise indicated. For an explanation of the capitalized terms and expressions and certain defined terms, please refer to the “Glossary of Terms” at the beginning of this AIF.

In this AIF, where the context so requires, references to the “REIT”, “it”, “its” or similar expressions refer to PRO Real Estate Investment Trust and its consolidated Subsidiaries, including PROREIT LP, collectively or individually. Similarly, references to the properties, the portfolio of properties or investments in properties or operations of the REIT apply to the REIT and its consolidated Subsidiaries, including PROREIT LP, taken as a whole. All dollar amounts set forth in this AIF are expressed in Canadian dollars, except where otherwise indicated. References to Canadian dollars, CDN\$ or \$ are to the currency of Canada. Rounded numbers are used in this AIF and, as such, totals may not add to 100 percent.

FORWARD-LOOKING STATEMENTS

This AIF 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”, “strategy”, “opportunity”, “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 AIF 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 AIF. 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 AIF 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 "Risk Factors".

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 AIF. 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 AIF 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.

These forward-looking statements are made as of the date of this AIF 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 MEASURES

The REIT's consolidated financial statements are prepared in accordance with IFRS. In addition to reported IFRS measures, industry practice is to evaluate real estate entities giving consideration, in part, to certain non-IFRS financial measures, non-IFRS ratios and other specified financial measures (collectively, "**non-IFRS measures**"). In this AIF, as a complement to results provided in accordance with IFRS, PROREIT discloses and discusses certain non-IFRS financial measures, including AFFO, FFO and Gross Book Value. These non-IFRS measures are not defined by IFRS and do not have a standardized meaning under IFRS. The REIT's method of calculating these non-IFRS measures may differ from other issuers and may not be comparable with similar measures presented by other income trusts. The REIT presents such non-IFRS measures as management believes they are relevant measures of the REIT's underlying operating and financial performance. For information on the most directly comparable IFRS measures, composition of the non-IFRS measure, a description of how the REIT uses these measures, an explanation of how these measures provide useful information to investors, and as applicable reconciliations for these measures, refer to the "Non-IFRS Measures" section of the 2021 MD&A, available under the REIT's SEDAR profile at www.sedar.com, which is incorporated by reference into this AIF. Non-IFRS measures should not be considered as alternatives to net income, cash flows provided by operating activities, cash and cash equivalents, total assets, total equity, or comparable metrics determined in accordance with IFRS as indicators of the REIT's performance, liquidity, cash flow, and profitability.

LEGAL STRUCTURE OF THE REIT

The REIT

The REIT is an unincorporated, open-ended real estate investment trust established by the Declaration of Trust and governed by the laws of the Province of Ontario. The REIT is a “mutual fund trust” as defined in the Tax Act, but is not a “mutual fund” within the meaning of applicable Canadian securities legislation. The principal, registered and head office of the REIT is located at 2000 Mansfield Street, Suite 1000, Montréal, Québec, H3A 2Z7. A copy of the Declaration of Trust is available under the REIT’s profile on SEDAR at www.sedar.com.

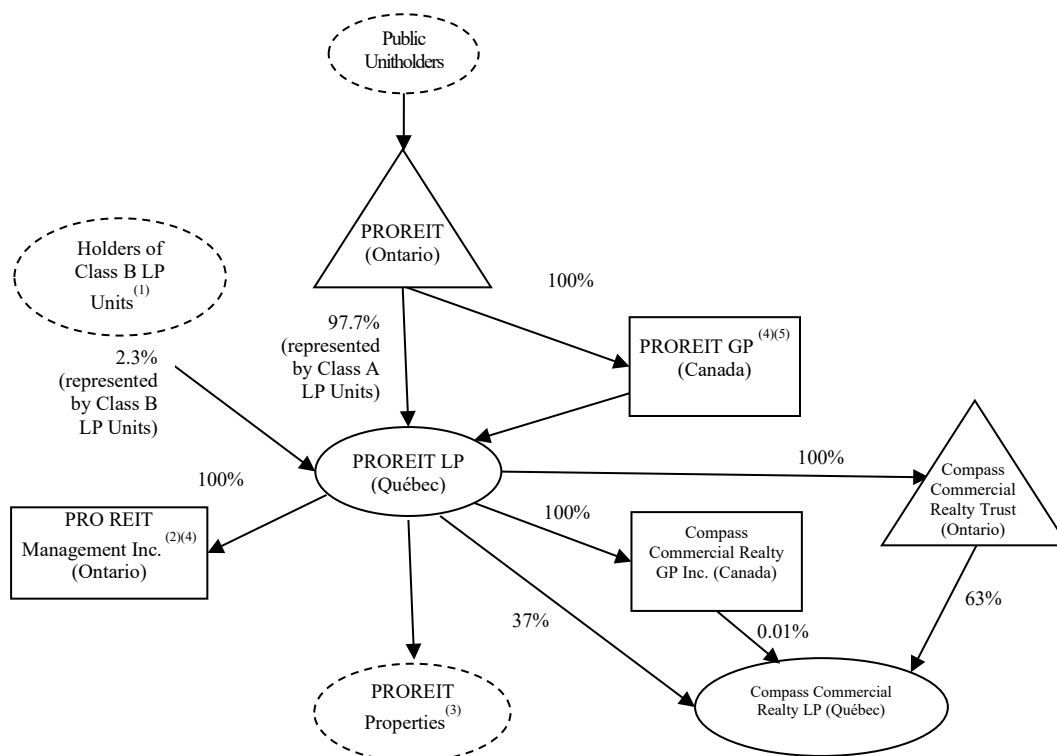
The original predecessor company to the REIT was Taggart, a capital pool company that was listed on the TSXV. On January 29, 2013, Taggart completed its qualifying transaction within the meaning of the rules of the TSXV by acquiring a property. On March 8, 2013, the shareholders of Taggart approved the conversion of Taggart into the REIT, which closed on March 11, 2013 under a plan of arrangement. The shareholders of Taggart became Unitholders of the REIT as part of that conversion by receiving Units and/or Class B LP Units, as applicable. In connection with the conversion, the Units were listed for trading on the TSXV under the symbol “PRV.UN”, and the common shares of Taggart were delisted from the TSXV on March 13, 2013.

On May 7, 2019, the Units commenced trading on the TSX under the symbol “PRV.UN” at which time the Units were delisted from, and ceased trading on, the TSXV. In connection with the TSX listing, the Voting Units were consolidated on the basis of one (1) post-consolidation Voting Unit for three (3) pre-consolidation Voting Units and the Class B LP Units of PROREIT LP and the units under the REIT’s LTIP were concurrently consolidated on the basis of the same consolidation ratio (the “**Consolidation**”). The Consolidation was implemented after the close of markets on May 6, 2019.

The Class B LP Units are intended to be, to the greatest extent practicable, the economic equivalent of Units. Holders of Class B LP Units are entitled to receive distributions paid by PROREIT LP, which distributions are equivalent, to the greatest extent practicable, to the amount of distributions paid by the REIT to holders of Units. Each Class B LP Unit is accompanied by one Special Voting Unit which provides the holder of such Special Voting Unit with a right to vote on matters respecting the REIT proportionate with its indirect ownership in the REIT. Pursuant to the Exchange Agreement, holders of Class B LP Units are entitled to require the REIT to exchange any or all of the Class B LP Units held by such holder for an equal number of Units, subject to customary anti-dilution adjustments set out in the Exchange Agreement. See “Description of PROREIT LP”.

Organizational Structure

The following chart is a simplified illustration of the organizational structure of the REIT as at December 31, 2021:



Notes:

- (1) Each Class B LP Unit is accompanied by one Special Voting Unit which provides the holder of such Special Voting Unit with a right to vote on matters respecting the REIT proportionate with its indirect ownership in the REIT.
- (2) Formerly known as Taggart Capital Corp.
- (3) The properties of the REIT are held through wholly-owned subsidiaries of PROREIT LP.
- (4) James W. Beckerleg and Gordon G. Lawlor, respectively the President and Chief Executive Officer and the Executive Vice President, Chief Financial Officer and Secretary of the REIT, are the directors of PROREIT GP and PRO REIT Management Inc.
- (5) PROREIT GP is the general partner of PROREIT LP.

GENERAL DEVELOPMENT OF THE BUSINESS

The following is a summary of the significant events that have influenced the general development of the business of the REIT over the last three completed financial years.

Year Ended December 31, 2019

Internationalization of Asset Management Function

On April 1, 2019, the REIT internalized its asset management function in accordance with the terms of the Management Agreement. The Manager was controlled by the President and Chief Executive Officer of the REIT, James W. Beckerleg, and the Executive Vice President, Chief Financial Officer and Secretary of the REIT, Gordon G. Lawlor. The internalization resulted in the termination of the Management Agreement and the elimination of the asset management and acquisition fees payable to the Manager thereunder. As a result of the internalization, the REIT's executive officers, James W. Beckerleg and Gordon G. Lawlor, are employed directly by the REIT since April 1, 2019. In accordance with the terms of the Management Agreement, the Manager received upon completion of the internalization 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.

Consolidation and Graduation to the TSX

On May 7, 2019, the Units commenced trading on the TSX under the symbol “PRV.UN” at which time the Units were delisted from, and ceased trading on, the TSXV. In connection with the TSX listing, the REIT implemented the Consolidation after the close of markets on May 6, 2019.

2019 Public Offering of the REIT

On August 16, 2019, the REIT completed a public offering of 8,222,500 Units issued at a price of \$7.00 per unit, for total gross proceeds to the REIT of approximately \$57.6 million (the “**2019 Public Offering**”), including the Units issued as a result of the exercise by the syndicate of underwriters of its over-allotment option in full. The REIT used the net proceeds from the 2019 Public Offering to repay certain indebtedness, to partially finance certain property acquisitions and for general business and working capital purposes.

2019 Property Acquisitions

In 2019, the REIT completed \$106.3 million of acquisitions.

On September 10, 2019, the REIT closed the acquisition of an 11-storey boutique office tower situated in the central business district of Ottawa for \$21.2 million before closing costs. The purchase price was financed in part by the proceeds from a new \$13.3 million 10-year first mortgage at an interest rate of 2.94%. The balance of the purchase price was satisfied with cash on hand of \$7.9 million received from the 2019 Public Offering.

On September 16, 2019, the REIT closed the acquisition of a portfolio of five light industrial properties in Dartmouth, Nova Scotia for an aggregate purchase price of \$28.1 million before closing costs. The properties are respectively located at 26-28 Topple Drive, 45 Wright Avenue, 71 Ilsley Avenue, 81 Ilsley Avenue and 101 Ilsley Avenue. The purchase price was financed in part by the proceeds from a new \$19.7 million 10-year first mortgage at a rate of 2.93%. The balance of the purchase price was satisfied with cash on hand of \$8.4 million received from the 2019 Public Offering.

On September 27, 2019, the REIT closed the acquisition of a 100% interest in a mixed-use property in Kanata, Ontario for \$48.5 million before closing costs. The purchase price was financed in part by the proceeds from a new \$33.9 million 7-year first mortgage at a rate of 3.51%. The balance of the purchase price was satisfied with cash on hand of \$14.6 million from the 2019 Public Offering.

On December 17, 2019, the REIT closed the acquisition of a 100% interest in a light industrial property in the Burnside Industrial Park, in Dartmouth, Nova Scotia. The building was acquired for \$8.45 million before closing costs, representing a going-in capitalization rate of 6.50%. The \$8.45 million purchase price was financed by the proceeds from a new \$5.75 million 10-year first mortgage at a rate of 3.43%. The balance of the purchase price of \$2.7 million was satisfied through a draw on available operating facilities that were previously paid down in a recent equity financing.

Expansion of Available Credit

On November 29, 2019, the REIT renewed and expanded its Revolving Credit Facility from \$30 million to \$45 million availability and reduced related borrowing costs by 25 basis points compared to the previous term. The new maturity date was December 1, 2021.

On December 4, 2019, the REIT renewed and expanded one of its term loans from \$15 million to \$30 million availability and reduced related borrowing costs by 95 basis points compared to the previous term. The new maturity date was February 1, 2022.

Year Ended December 31, 2020

2020 Property Acquisition

On March 16, 2020, the REIT closed the acquisition of a 100% interest in a 135,494 square foot light industrial property located at 123 Price Street in Moncton, New Brunswick for \$8.36 million before closing costs, representing a going in capitalization rate of 6.8%. The purchase price was in part financed by proceeds from a new \$5.75 million 7-year first mortgage at a rate of 2.64% per annum. The balance of the purchase price of \$2.61 million was satisfied

through a draw on available operating facilities that were previously paid down using a portion of the proceeds from the 2019 Public Offering.

2020 Sale Transactions

On September 28, 2020, REIT completed the sale of a free-standing retail property in Saint John, New Brunswick, for gross proceeds of \$5.1 million (excluding closing costs), which was marginally higher than its carrying value. The net proceeds were used to repay the first ranking mortgage on the property and the balance of \$1.3 million was used to partially repay one of the REIT's term loans.

On December 17, 2020, the REIT completed the sale of a small office property in Pointe-Claire, Québec, for gross proceeds of \$5.0 million (excluding closing costs). The net proceeds were used to partially repay one of the REIT's operating facilities.

Revision of Monthly Distributions

The REIT announced on April 22, 2020 the revision of its monthly distributions to \$0.0375 per Unit, or \$0.45 on annualized basis, starting with the April 2020 distribution. This revision to the REIT's monthly distributions, which were previously of \$0.0525 per Unit, was to allow for a reduction of the REIT's debt and for flexibility in allocating capital to the benefit of the unitholders. See "Risk Factors - Risks Relating to the Units - Cash Distributions Are Not Guaranteed".

In addition, in response to the stock market volatility caused by the COVID-19 pandemic, the REIT also announced on April 22, 2020 the suspension of its DRIP. The DRIP will remain suspended until further notice and distributions of the REIT will be paid only in cash. Upon reinstatement of the DRIP, plan participants enrolled in the DRIP at the time of its suspension and who remain enrolled at the time of its reinstatement will automatically resume participation in the DRIP.

Year Ended December 31, 2021

2021 Acquisitions

On April 23, 2021, the REIT closed the acquisition of a 100% interest in three light industrial buildings in Ottawa, Ontario, totaling 283,495 square feet of GLA, for an aggregate purchase price of \$49.2 million (excluding closing costs), representing a going in capitalization rate of approximately 6.1%. The three small bay industrial properties are located in the City of Ottawa, Ontario, respectively at 1050-1051 Baxter Road, 2615 Lancaster Road and 2620-2650 Lancaster Road. The purchase price was substantially financed by the proceeds from a new \$33 million five-year first mortgage at a rate of 2.87%. The balance of the purchase price of \$16.2 million was satisfied with cash on hand from the 2021 Q2 Private Placement.

On May 14, 2021, the REIT acquired a 100% interest in a vacant 82,000 square foot light industrial building located at 66 English Drive in Moncton, New Brunswick for \$4.5 million (excluding closing costs). The purchase price was substantially financed from the proceeds of a new floating rate \$3.4 million two-year term loan. The balance of the purchase price was satisfied with \$1.1 million of cash on hand available as a result of the 2021 Q2 Private Placement.

On May 25, 2021, the REIT closed the acquisition of a 100% interest in a light industrial property located at 61-85 Muir Road in Winnipeg, Manitoba with approximately 38,000 square feet of GLA for an aggregate purchase price of \$5.2 million (excluding closing costs). The purchase price was satisfied with cash on a hand available as a result of the 2021 Q2 Private Placement.

On June 28, 2021, the REIT closed the acquisition of a 100% interest in five single tenant light industrial properties that are located in four of Atlantic Canada's major cities and represent 430,000 square feet of GLA. The properties are respectively located at 1 Duck Pond Road, Halifax, Nova Scotia, 550 McAllister Drive, Saint John, New Brunswick, 10 Old Placentia Road, St. John's, Newfoundland, 460 MacNaughton Avenue, Moncton, New Brunswick, and 611 Ferdinand Boulevard, Moncton, New Brunswick. The aggregate purchase price of \$42.5 million (excluding closing costs) represented a going in capitalization rate of approximately 6.3%. The purchase price was substantially financed from the proceeds of a new \$29.0 million 5-year first mortgage at a rate of 3.03%, with the balance satisfied with cash on hand of \$5.5 million and operating facilities of \$8.0 million available as a result of the 2021 Q2 Private Placement.

On June 29, 2021, the REIT closed the acquisition of a 100% interest in eight light industrial buildings in Winnipeg, Manitoba with 250,000 square feet of GLA for an aggregate purchase price of \$32.3 million (excluding closing costs), representing a going in capitalization rate of approximately 6.1%. The properties are respectively located at 30 Durand Road, 36-48 Durand Road, 70-104 Durand Road, 32 Beghin Avenue, 45 Beghin Avenue, 115-133 De Baets Street, 141-159 De Baets Street, and 214 De Baets Street. The purchase price was substantially financed from the proceeds of a new \$20.7 million 5-year first mortgage at a rate of 2.95%, with the balance satisfied with \$11.6 million of cash available under operating facilities, including as a result of the 2021 Q2 Private Placement.

On October 29, 2021, the REIT closed the acquisition of an industrial property representing 106,737 square feet of GLA located at 1500 Notre Dame Avenue in Winnipeg, Manitoba, for a purchase price of approximately \$12.3 million (excluding closing costs). The purchase price was substantially financed from the assumption of an \$8.4 million first mortgage, at an effective interest rate of 2.75%, maturing in April 2024 with the balance of \$3.9 million satisfied with cash on hand as a result of the 2021 Public Offering and the 2021 Q4 Private Placement.

On November 8, 2021, the REIT closed the acquisition of a 100% interest in 15 industrial properties located in Atlantic Canada representing 1,073,867 square feet of GLA for an aggregate purchase price of \$150.9 million (excluding closing costs). Of the 15 properties, 14 are located in Dartmouth, Nova Scotia, and one is located at 222 Edinburgh Drive in Moncton, New Brunswick. The properties located in Dartmouth are respectively located at 11 Morris Drive, 10 Morris Drive, 29-59 Mosher Drive, 30-58 Mosher Drive, 11 Vidito Drive, 50 Akerley Boulevard, 55 Akerley Boulevard, 120 Troop Avenue, 320-340 Wright Avenue, 58 Wright Avenue, 40 Thornhill Drive, 50 Thornhill Drive, 60 Thornhill Drive and 101 Thornhill Drive. The purchase price was substantially financed from the proceeds of \$105.6 million in 3-year and 7-year first mortgages at an average rate of 2.97%, with the remaining financed with cash on hand as a result of the 2021 Public Offering and the 2021 Q4 Private Placement.

2021 Equity Financings

On April 14, 2021, the REIT closed a non-brokered private placement of 8,264,463 Units at a price of \$6.05 per unit with Collingwood Investments Incorporated, a member of the Bragg Group of Companies, from Nova Scotia, for aggregate gross proceeds to the REIT of approximately \$50.0 million (the “**2021 Q2 Private Placement**”). As a result of the 2021 Q2 Private Placement, Collingwood Investments Incorporated, together with a related party, acquired a voting and economic interest of approximately 19.6% in the REIT, based on the number of Voting Units outstanding at closing of the transaction. Collingwood Investments Incorporated received a capital commitment fee equal to 3% of the gross proceeds of the 2021 Q2 Private Placement upon closing. The REIT used (i) approximately \$14.0 million of the net proceeds to repay its credit facility which was subsequently redrawn to pay a portion of the purchase price of certain acquisitions as outlined above, (ii) approximately \$6.5 million of the net proceeds to repay one of its term loans in full which was subsequently cancelled, and (iii) approximately \$28 million of the net proceeds to pay a portion of the purchase price for its acquisitions completed since March 31, 2021, as outlined above. See “Risk Factors - Risks Relating to the REIT - Significant Ownership”.

On October 6, 2021, the REIT closed a public offering of Units on a bought deal basis (the “**2021 Public Offering**”). Pursuant to the 2021 Public Offering, the REIT issued 10,074,000 Units at a price of \$6.85 per Unit for total gross proceeds of \$69,007,000, including 1,314,000 Units issued pursuant to the full exercise of the over-allotment option granted to the underwriters. Concurrently with the closing of the 2021 Public Offering, the REIT completed a non brokered private placement pursuant to which it issued 2,085,744 Units at a price of \$6.85 per Unit to Collingwood Investments Incorporated, for total gross proceeds of \$14,287,000 (the “**2021 Q4 Private Placement**”). A capital commitment fee of 2% was paid by the REIT under the 2021 Q4 Private Placement. The REIT used approximately \$52.2 million of the net proceeds from the 2021 Public Offering and the 2021 Q4 Private Placement to partially fund its acquisitions completed in November 2021 as outlined above (including approximately \$3.0 million of transaction costs) and approximately \$18.9 million of the net proceeds to repay certain indebtedness which may be subsequently redrawn.

As a result of the closing of the 2021 Public Offering and the 2021 Q4 Private Placement, Collingwood Investments Incorporated had, as of immediately after such closing, a voting and economic interest of approximately 18.8% in the REIT, or approximately 19.1% together with one of its related parties.

2021 Sale Transactions

On February 18, 2021, the REIT sold a light industrial building located at 26 Hymus Boulevard in Pointe-Claire, Quebec for gross proceeds of approximately \$8.0 million (excluding closing costs). The net proceeds of the sale were used to repay the property mortgage and for general trust purposes.

On April 28, 2021, the REIT sold a non-strategic property located at 598 Union Street, Fredericton, New Brunswick for gross proceed of \$4.9 million, above IFRS carrying value. The proceeds were used to repay the property mortgage and for general corporate purposes.

On September 29, 2021, the REIT sold three non-strategic properties located in New Brunswick for gross proceed of \$8.1 million, above IFRS carrying value. The proceeds were used to repay the property mortgages and for general corporate purposes. The properties were respectively located at 1850 Vanier Boulevard, Bathurst, 879 Main Street, Beresford, and 267 Commerce Street, Beresford.

2021 Mortgage Financing

On February 26, 2021, the REIT received \$46.6 million in new mortgage financing with an extended ten-year repayment term at an annual rate of 3.21%. The mortgage is secured by five industrial assets. The net proceeds were used to repay approximately \$29.0 million of mortgages maturing in 2021 and 2022 and pay approximately \$1.3 million in yield maintenance fees. The remaining net \$16.3 million was used to reduce operating facilities, which are available for general trust purposes.

On June 7, 2021, the REIT received \$24.8 million in new mortgage financing with a term of seven years at a rate of 3.70%. Part of the proceeds were used to repay approximately \$19.8 million of mortgages maturing in 2022, repay a term loan of \$1.8 million maturing in 2022, and pay \$0.4 million in yield maintenance fees.

Recent Developments

COVID-19 Pandemic

Since the onset of the COVID-19 pandemic, the REIT has remained committed to the health and safety of its employees and tenants, as well its tenants' customers and employees. Many of the measures that were introduced at the outset of the pandemic in March 2020 are still in place. The REIT will continue to adjust its operations as necessary in order to support tenants, employees and other stakeholders.

Despite the positive impact of vaccination programs throughout Canada, industries, including retail and commercial real estate, continue to be affected to varying degrees by the pandemic. It continues to be difficult to predict the duration and impact of the pandemic, if any, on the REIT's business and operations, both in the short and long-term. The impact of the pandemic on liquidity, cash flows, property operations and head office facilities have been considered while ensuring the maintenance of controls that aim to protect the integrity of the REIT's reported financial information and safeguard systems and information. These strategies have been successful to date and have allowed the REIT to maintain a financially strong business and to continue to support tenants, employees and other stakeholders.

Given the evolving circumstances surrounding the pandemic, the duration and severity of any future waves and/or viral strains, the availability and distribution of vaccines, the severity of its impact on the REIT's business, operations and financial results cannot be estimated with certainty as the extent of the impact will largely depend on future developments, including actions taken to contain the pandemic. Adverse consequences may include, but are not limited to, business continuity interruptions, disruptions and increased costs of development activities and property operations, unfavorable market conditions, and threats to the health and safety of employees, all of which may impact both the REIT, the REIT's tenants and the communities in which the REIT operates. See "Risk Factors - Risks Relating to the REIT - COVID-19 and Public Health Crises" for further information on the pandemic and its potential impact on the REIT. Additional information may also be found in the 2021 MD&A.

BUSINESS OF THE REIT

General

The REIT owns a portfolio of high-quality commercial properties across Canada, with an industrial focus in strong secondary markets. Established in March 2013, the REIT is present in 10 Canadian provinces, with a high concentration in Eastern and Central Canada, in mid-sized cities with stable economies and strong real estate fundamentals. Many of the target markets comprise fragmented ownership and management believes that commercial real estate in these markets represents compelling valuations relative to similar properties in other Canadian geographies. As of December 31, 2021, the REIT owned 120 commercial properties comprising approximately 6.6 million square feet of GLA. The REIT grew its portfolio of properties from \$6.1 million in early 2013 to over \$974.7 million at December 31, 2021.

The REIT is led by an experienced senior management team, with knowledge and relationships in the REIT's target markets. The management team has, in aggregate, over 70 years of experience in acquiring, managing and financing Canadian real estate, totaling approximately \$5.0 billion of commercial real estate transactions. The REIT's management team has an extensive network of relationships and contacts in the Canadian real estate industry, with particular experience within the REIT's target markets, which management believes assists in the REIT's growth.

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. The REIT seeks to maintain strong and effective governance, with a Board of Trustees comprised of a majority of Independent Trustees who have substantial experience in the Canadian commercial real estate and capital markets. See "Trustees and Executive Officers of the REIT".

From May 2010 until March 2012, the executive officers of the REIT held senior management positions with CANMARC, a publicly-traded REIT that owned a nationally diversified portfolio of 115 commercial properties totalling 9.4 million square feet of GLA, including a significant portfolio of office, retail and industrial properties in Eastern Canada. During their tenure with CANMARC and its predecessor, the REIT's executive officers completed in excess of \$3.9 billion of commercial real estate transactions, including \$700 million of accretive acquisitions subsequent to CANMARC's initial public offering. CANMARC was ultimately acquired by Cominar Real Estate Investment Trust in March 2012 at a price of \$16.50 per unit, representing \$1.9 billion of asset value, and generating a compounded annualized total return of approximately 43% for CANMARC's unitholders, as compared to 28% for the S&P/TSX REIT Index over the same period. Given the management team's experience in the Québec, Atlantic Canada, Alberta and Ontario markets, it possesses a unique and valuable set of skills and relationships that can be leveraged to the benefit of the REIT.

Objectives

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

The REIT intends to grow and diversify its portfolio in order to increase its stability and to reduce its exposure to any particular property, location, tenant or industry. The REIT seeks to identify potential acquisitions using investment criteria that focus on the security of cash flow, potential for increased rents, potential for capital appreciation, potential for operating efficiencies and ability to finance on attractive terms. The REIT's acquisition strategy is dynamic, and is intended to enable the REIT to adapt to changes in the economy, the real estate industry and capital markets conditions. The REIT seeks to identify undervalued opportunities in all market cycles in the commercial real estate industry.

Growth Strategies

Management believes there are opportunities to enhance the value of the REIT's portfolio by optimizing its performance through a number of internal and external growth initiatives designed to increase the REIT's cash flow from operations.

Internal Growth

The REIT's internal growth strategy includes the following:

- *Revenue growth opportunities:* Management believes that there is potential to generate additional rental income by leasing space in properties of the REIT that is currently unoccupied. In addition, several of the REIT's properties are located in areas with low vacancy rates and minimal new competitive supply, which provides the REIT with opportunities to replace expiring leases at market rents that are in excess of in-place rents. Finally, management seeks to include contractual rent escalators in leases to further facilitate stable and predictable growth in rental income.
- *Operating improvements and preventative maintenance programs:* The REIT recognizes the inherent cost efficiencies of maintaining existing tenancies and seeks to engage in ongoing discussions with tenants throughout their lease term, and be proactive with tenants by anticipating and adapting to their changing needs and negotiating early renewals as leases approach their expiries. Management believes this promotes organic growth by minimizing marketing costs, leasing and tenant improvement costs, avoiding interruptions in rental income from periods of vacancy, and providing management with maximum time to re-lease premises as leases expire. Management intends to continue to stagger the REIT's portfolio's lease maturities, in order to limit lease renewal risk and leasing costs in any given year. Typically, where there are several maturities in any one year, they are spread geographically and by sector. Finally, management will ensure preventive maintenance programs are in place focusing on building control systems, roofing, and parking facilities, in order to minimize long term capital expenditures.
- *Expansion opportunities:* Management seeks to strengthen the asset base of the REIT through the judicious expansion and improvement of existing properties. Management believes there are several opportunities to develop additional properties on excess land within the REIT's portfolio, including opportunities at 370 Connell Street, 87 Warwick Street, 50 Plaza Boulevard, 1070 St. George Boulevard, 50 Empire Lane, 5110 St Margaret's Bay Road, 8150 Trans-Canada Highway, 31 Auriga Drive, 1750 Jean-Berchmans-Michaud Street, 1455 Mountain Avenue, 10 Bentall Street, 500 Palladium Drive, 611 Ferdinand Boulevard, and 123 Price Street. In addition, as local market conditions for a specific property change, the REIT will consider alternative strategies such as changing or adding anchor tenants, repositioning the property, or altering the mix of tenants.

External Growth

The REIT's external growth strategy includes the following:

- *Accretive acquisitions of income-producing commercial properties in the industrial sector:* The REIT benefits from the experience and expertise of management and its acquisition and leasing knowledge to identify accretive acquisitions of properties across Canada, with a focus on the industrial sector. The REIT seeks to identify property acquisitions using investment criteria that focus on the quality of the tenants, market demographics, lease terms, opportunities for expansion, security of cash flows, potential for capital appreciation and potential for increasing value through more efficient management of the assets being acquired, including expansion and repositioning. The REIT's acquisition focus is on buildings with minimal capital requirements, including new buildings or well-maintained older buildings. Consistent with the REIT's strategy and in the normal course, the REIT is engaged in discussions with respect to possible acquisitions of properties. See "Risk Factors - Risks Relating to the REIT - Acquisition, Development".
- *Minimizing risk through portfolio diversification:* As part of its growth strategy, the REIT intends to acquire high-quality industrial properties, including different product types and spaces, in different mid-sized cities, mainly in Central and Eastern Canada, to maximize diversification within its portfolio. The REIT intends to target class A and B, single and multi-tenant properties. A class A property is a property with high quality finishes well located in a prominent area, sought by investors and strong tenants and a class B property is a well-designed and well-maintained property that offers useful space in a functional layout.

- *Dispositions of non-strategic assets:* To optimize the performance and value of the portfolio and contribute to decreasing its leverage, the REIT intends to pursue, on an opportunistic basis, the sale of non-strategic properties, mainly smaller properties in the retail and office asset classes.
- *Selective development and expansion of properties:* To complement the REIT's acquisition strategy, selective development and expansion opportunities are undertaken based on tenant demand. When development opportunities are pursued, the REIT generally carries out any such projects externally, through third party developers. These projects are generally aimed at improving the overall age and quality of the REIT's portfolio, while generating strong returns on investment. Many of the key elements and criteria of the REIT's acquisition strategy also apply to the REIT's development and expansion strategy.

Competitive Conditions

The real estate market in Canada is highly competitive and fragmented and the REIT competes 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. 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 compete with the REIT in seeking tenants.

Executive Officers and Employees

The REIT is managed and operated by an experienced internal senior executive team comprised of the REIT's President & Chief Executive Officer and Executive Vice President, Chief Financial Officer & Secretary. As at December 31, 2021, the REIT had approximately 70 employees, including the above-noted executives.

Environmental, Social and Governance

The REIT has developed an inaugural environmental, social and governance ("ESG") program to outline its goals, enhance transparency regarding its material ESG topics, and formalise its priorities as they pertain to sustainability.

Following an in-depth materiality assessment led in 2021, and in line with current industry requirements and standards outlined by governing bodies such as the Sustainability Accounting Standards Board (SASB) and GRESB (formerly known as the "Global Real Estate Sustainability Benchmark"), the REIT aims to integrate its priorities as they relate to sustainability to its decision-making process across the entire business cycle. From strategic planning to acquisitions, all the way to asset and property management functions.

While committed to the alignment of its practices with industry and ESG best practices, the REIT is aware of its limitations on certain fronts, namely regarding its ability to measure and track performance, which is limited due to its lack of operational control for the vast majority of the properties it owns and manages (net lease environment). Moreover, due to the nature of its business, the REIT only has the ability to track information at the time of property acquisition and through tenant turnover.

The REIT's ESG guiding principles include promoting energy efficiency and sustainable practices across properties, creating a work environment that promotes employee well-being and encourages effective tenant communications, and upholding high standards of governance and business ethics.

Environmental

The REIT is committed to environmental sustainability. As owner and operator of real estate across Canada, the REIT's biggest environmental impact comes from its properties. The REIT is committed to adhering to sustainable asset and property management practices to minimize its environmental footprint to the benefit of tenants and the communities where properties are located. The REIT's environmental priorities include:

- Promoting the use of energy efficient fixtures wherever and whenever possible.
- Increasing the number of certified buildings (BOMA, Energy Star), where feasible.
- Maintaining high due diligence standards at time of acquisition.

- Enhancing its ability to track environmental impacts, including energy management and emissions, where feasible.
- Enhancing disclosure on climate change risks in continuous disclosure documents.

Social

The REIT takes great pride in its team and is committed to being an employer of choice. With a lean but extremely competent team of individuals, all are essential to the continued success of the organization, and the REIT aims to provide employees with the necessary conditions that enable them to thrive.

The REIT's commitment to well-being and respect trickles down to tenants, and to the communities where properties are located. Valuing the long-standing relationships with tenants, the REIT aims to be a reliable and trustworthy partner through effective communications, and by ensuring that properties meet needs and expectations. The REIT is also committed to the communities where employees work and live, through volunteering and corporate giving. The REIT's social priorities include:

- Providing a dynamic, inclusive and stimulating work environment that promotes employee well-being.
- Maintaining effective and harmonious communications and engagement with tenants.
- Ensuring building quality and safety.
- Being an engaged corporate citizen that gives back to local communities.

Diversity and Inclusion

The REIT is committed to an equitable and inclusive culture that represents its people, its tenants and their customers, and the communities in which the REIT's properties are located across the country. The REIT believes in the importance of having a diversity of skills, perspectives, experiences, and backgrounds, and is committed to providing a work environment that promotes diversity, equity and inclusion. The REIT also has a formal board diversity policy which has been in place since 2019.

Governance and Ethical Conduct

The REIT is committed to upholding high governance and business ethics standards. The Board and management team are committed to strong governance practices designed to ensure oversight, accountability, and integrity. By following ethical business practices, the REIT aims to promote long-term and sustainable growth of its business, and long-term value to its unitholders.

ESG matters are overseen by the Board, while senior management is accountable for the development and implementation of its ESG program with the support of an ESG steering committee, established in 2021. The ESG steering committee, which is comprised of members of management and employees, is responsible for advising management on how to advance the REIT's ESG program. The REIT's governance priorities include:

- Maintaining a strong and diverse board of trustees.
- Promoting good business behavior through the implementation of, and adherence to, relevant policies.
- Ensuring strong governance oversight of ESG, while staying abreast of emerging ESG trends and best practices.

To encourage and promote a culture of ethical business conduct, the Board has approved the Code of Conduct. See "Trustees and Executive Officers of the REIT - Governance and Board of Trustees".

REAL ESTATE PORTFOLIO

Overview of the Properties

As at December 31, 2021, the REIT owned a portfolio of 120 income-producing commercial properties representing an aggregate of approximately 6.6 million square feet of GLA diversified by property type and geography across Canada. The following table highlights certain information about the REIT's properties. Unless otherwise indicated, the information in the table is presented as at December 31, 2021.

Property	Location	Year Built/ Renovated	# of Tenants	GLA (square feet)	Occupancy ⁽¹⁾
Office					
2 Gurdwara Road	Ottawa, ON	1990/2007/2012	14	94,473	84.5%
1335 Carling Avenue	Ottawa, ON	1975/2008/2012/2018/2019	28	69,551	80.5%
159 Cleopatra Drive	Ottawa, ON	1990/2015	2	58,513	100.0%
251 Laurier Street West	Ottawa, ON	1961/2001/2011	11	58,203	97.1%
55 Technology Drive	Saint John, NB	1999	1	50,732	100.0%
26-32 Prince Arthur/11-15 Princess Street	Amherst, NS	1957/1974/2008/2015	5	49,617	73.8%
31 Auriga Drive	Ottawa, ON	2000/2017	1	29,338	100.0%
9 Auriga Drive	Ottawa, ON	1986/2016	1	29,149	100.0%
139 Douglastown Boulevard	Miramichi, NB	2012	1	28,950	100.0%
			64	468,526	90.8%
Retail					
50 Empire Lane	Windsor, NS	1972/1988/1991/1994/2000/2009	7	125,393	100.0%
370 Connell Street	Woodstock, NB	1972/2001/2015	9	117,569	100.0%
2485 King George Highway	Miramichi, NB	1994/2009/2010/2017	12	70,552	94.2%
87 Warwick Street	Digby, NS	1973/2013/2016/2018	7	61,400	98.5%
5110 St. Margaret's Bay Road	Upper Tantallon, NS	2008-2013	14	58,818	92.9%
8934 – 8944 Commercial Street	New Minas, NS	1988/1997/2007/2008	9	51,678	95.0%
95 Keltic Drive	Sydney, NS	1987/2005	1	50,517	100.0%
165 Chain Lake Drive	Halifax, NS	2005/2007/2012	1	44,720	100.0%
3500 Principale Street	Tracadie-Sheila, NB	1998-1999/2009	4	30,971	99.1%
50 Plaza Boulevard	Moncton, NB	2006	1	25,476	100.0%
531 Main Street	Montague, PEI	1997/1999/2002/2015	1	24,515	100.0%
2 Lawrence Street	Amherst, NS	2009/2016	2	21,212	91.1%
3528 Principale Street	Tracadie-Sheila, NB	1998-1999/2013	3	19,340	100.0%
1670 Notre Dame Street	L'Ancienne-Lorette, QC	1980/2008	1	19,000	100.0%
2480 King George Highway	Miramichi, NB	2000	1	18,600	100.0%
25 Brookside Street	Glace Bay, NS	1991	1	17,200	100.0%
10015 107 th Street	Westlock, AB	1965/2010/2012	2	15,586	100.0%
325 Vanier Boulevard	Bathurst, NB	1986/2015	4	14,750	51.5%
223 Main Street NW	Slave Lake, AB	1971/2002	4	14,154	100.0%
330 45 th Street	Edson, AB	2006	5	13,390	89.9%
8925 Granville Street	Port Hardy, BC	1995/2008	1	11,248	100.0%
420 Albert Street	Regina, SK	2008	1	11,087	100.0%

Property	Location	Year Built/ Renovated	# of Tenants	GLA (square feet)	Occupancy⁽¹⁾
4635 50 th Street	Sylvan Lake, AB	2012	1	10,987	100.0%
5010 53 rd Street	Lacombe, AB	2011	1	10,852	100.0%
1604 Cliffe Avenue	Courtenay, BC	2007	1	10,752	100.0%
135 Main Street	Moncton, NB	2012	1	10,574	100.0%
735 Main Street	Moose Jaw, SK	2006	1	10,540	100.0%
418 Yellowhead Highway	Burns Lake, BC	1978/2015	1	10,488	100.0%
780 Central Avenue North	Swift Current, SK	1957/2008	1	8,515	100.0%
789 Main Street	Pincher Creek, AB	2009	1	8,500	100.0%
610 Newman Road	Quesnel, BC	2001	2	7,531	100.0%
125 Main Street	Moncton, NB	2016	4	7,344	100.0%
449 Principale Street	Daveluyville, QC	1987/2011	1	6,762	100.0%
4508 50 th Street	Spirit River, AB	1973/2014	1	6,353	100.0%
475 Albert Street	Regina, SK	1969/2017	1	6,280	100.0%
1118 Canyon Street	Creston, BC	1919/2010	1	5,200	100.0%
4919 50 th Street	Rocky Mountain House, AB	1930/2013	1	5,000	100.0%
800 Taniata Avenue	Levis, QC	2009	2	4,500	100.0%
4923 50 th Street	Athabasca, AB	1985/2002	1	4,500	100.0%
2481 King George Highway	Miramichi, NB	2017	2	3,500	100.0%
7995 Henri-Bourassa Boulevard East	Montreal, QC	1980/2005	1	3,466	100.0%
875 King Street	Sherbrooke, QC	1984/2012	1	3,240	100.0%
2470 King George Highway	Miramichi, NB	2017	1	2,900	100.0%
123 Laurier Boulevard	Laurier-Station, QC	2010	1	2,400	100.0%
240 Montreal Street	Kingston, ON	1966/2014	1	1,740	100.0%
			120	989,100	97.7%
Industrial					
1400 Commerce Way	Woodstock, ON	2009	3	332,558	100.0%
500 Palladium Drive	Kanata, ON	2000/2002	4	279,388	100.0%
26-28 Topple Drive	Dartmouth, NS	1973/1980/2003/2012/2016	5	201,110	100.0%
6375 Picard Street	Saint-Hyacinthe, QC	1977/2014/2018	1	176,070	100.0%
1750 Jean-Berchmans-Michaud Street	Drummondville, QC	1997/2019	1	171,119	100.0%
320-340 Wright Avenue	Dartmouth, NS	2007	13	170,752	100.0%
1050-1051 Baxter Road	Ottawa, ON	1977/1978/2019	17	161,060	100.0%
1035 Industrial Boulevard	Ayr, ON	1984/1990/2009/2015/2017	1	156,318	100.0%
123 Price Street	Moncton, NB	1979/2000	1	135,494	100.0%
520 Beards Lane	Woodstock, ON	2007	3	123,596	100.0%
10 Morris Drive	Dartmouth, NS	1979/2001	22	118,952	100.0%
1180 St. George Boulevard	Moncton, NB	1976/1999/2016	6	115,386	100.0%
1500 Notre Dame Avenue	Winnipeg, MB	1952/1983/2009/2015	4	106,737	100.0%
1 Duck Pond Road	Halifax, NS	1968/2000	1	105,975	100.0%
550 McAllister Drive	Saint John, NB	2003	1	104,094	100.0%
3200-3260 Guenette Street	St. Laurent, QC	2007	3	99,536	89.5%

Property	Location	Year Built/ Renovated	# of Tenants	GLA (square feet)	Occupancy⁽¹⁾
222 Edinburgh Drive	Moncton, NB	1974/2007/2010	7	94,682	88.0%
1455 Mountain Avenue	Winnipeg, MB	1981/2007/2017	1	94,541	100.0%
11 Morris Drive	Dartmouth, NS	1976/1990/2004/2016/2017	21	90,173	92.4%
120 Troop Avenue	Dartmouth, NS	2004	6	87,214	100.0%
2615 Lancaster Road	Ottawa, ON	1985/2007/2017	24	84,354	100.0%
8150 Trans-Canada	St. Laurent, QC	1969/1994/2015	2	84,731	100.0%
66 English Drive	Moncton, NB	1981/1989/2021	1	82,376	100.0%
80 Rooney Crescent	Moncton, NB	2000/2010	1	81,180	100.0%
10 Old Placentia Road	Mount Pearl, NL	1989/2003	1	80,730	100.0%
460 MacNaughton Avenue	Moncton, NB	1978/1996/2017	1	76,303	100.0%
55 Akerley Boulevard	Dartmouth, NS	1975/2007	8	75,398	100.0%
70-104 Durand Road	Winnipeg, MB	1980/1981/1998/2006/2008	8	72,816	100.0%
5655 de Marseille Street	Montreal, QC	1968/2013/2020	1	65,000	100.0%
611 Ferdinand Boulevard	Dieppe, NB	1997	1	63,053	100.0%
50 Akerley Boulevard	Dartmouth, NS	1983/2005	12	62,980	100.0%
1070 St. George Boulevard	Moncton, NB	1989/1991/2016	7	62,867	84.6%
10 Vidito Drive	Dartmouth, NS	1980/2016	1	61,988	100.0%
101 Thornhill Drive	Dartmouth, NS	1982/1998/2018	7	61,551	100.0%
9002 20 th Street	Edmonton, AB	1978/1989	1	59,390	100.0%
30-58 Mosher Drive	Dartmouth, NS	1972/2017/2020	5	56,899	100.0%
205 Commerce Street	Moncton, NB	2005	2	56,833	100.0%
10100 Côte-de-Liesse Road	Lachine, QC	2004	3	55,471	100.0%
29-59 Mosher Drive	Dartmouth, NS	1974/2015/2019	4	54,741	100.0%
171 John Savage Avenue	Dartmouth, NS	2014	2	50,000	100.0%
1275 Jules Verne Avenue	L'Ancienne Lorette, QC	2004/2016	4	49,760	100.0%
1410 Mountain Avenue	Winnipeg, MB	1989	2	47,521	100.0%
71 Ilsley Avenue	Dartmouth, NS	1985/2003/2010/2017	10	47,072	100.0%
101 Ilsley Avenue	Dartmouth, NS	1984/2004/2016/2018	7	46,968	100.0%
81 Ilsley Avenue	Dartmouth, NS	1985/2003/2010	5	46,873	100.0%
63 Innovation Drive	Hamilton, ON	2001/2009/2017	1	44,947	100.0%
45 Beghin Avenue	Winnipeg, MB	1990/2014/2017	5	43,164	100.0%
58 Wright Avenue	Dartmouth, NS	1972/2010	1	43,000	100.0%
8210 Trans-Canada	St. Laurent, QC	1969/1994/2015	2	41,241	100.0%
214 De Baets Street	Winnipeg, MB	1988/2008/2010	4	39,808	100.0%
61-85 Muir Road	Winnipeg, MB	1975/2008/2017	4	38,101	100.0%
2620-2650 Lancaster Road	Ottawa, ON	1985/1987/2007/2020	16	38,081	100.0%
20 Bentall Street	Winnipeg, MB	1989/2017	1	34,181	100.0%
141-159 De Baets Street	Winnipeg, MB	1979/1980/2008/2010	4	33,225	100.0%
40 Thornhill Drive	Dartmouth, NS	1984/2010	10	32,139	100.0%
50 Thornhill Drive	Dartmouth, NS	1984/2010	11	32,063	100.0%
60 Thornhill Drive	Dartmouth, NS	1983/2009	7	31,929	100.0%
1791 Dublin Avenue	Winnipeg, MB	1988/1999/2005/2008/2017	6	30,823	100.0%

Property	Location	Year Built/ Renovated	# of Tenants	GLA (square feet)	Occupancy ⁽¹⁾
7405 127 th Avenue	Edmonton, AB	1970/1994	1	29,450	100.0%
1313 King Edward Avenue	Winnipeg, MB	1959/1973/2003/2017	1	20,900	100.0%
115-133 De Baets Street	Winnipeg, MB	1979/1998/2008/2010	6	20,800	100.0%
36-48 Durand Road	Winnipeg, MB	1975/1995/2008/2010	5	15,985	100.0%
45 Wright Avenue	Dartmouth, NS	1966/2005/2016	1	15,360	100.0%
32 Beghin Avenue	Winnipeg, MB	1989/1998/2008/2021	1	12,524	100.0%
30 Durand Road	Winnipeg, MB	1987/2008/2019	3	11,760	100.0%
1305 King Edward Avenue	Winnipeg, MB	1991/2013	1	9,464	100.0%
			330	5,130,555	99.2%
TOTAL PORTFOLIO			514⁽²⁾	6,588,181	98.4%

Notes:

(1) Occupancy rate includes committed lease contracts for future occupancy of currently vacant space.

(2) 446 separate and discreet tenants, after accounting for tenants that occupy space in more than one property.

As at December 31, 2021, the 10 largest tenants in the REIT's portfolio of properties had a weighted average remaining lease term of 5.3 years. Seven of the portfolio's top ten tenants have been assigned credit ratings. The information in the following table is presented as at December 31, 2021.

Tenant	% of Base Rent ⁽¹⁾	GLA (Square Feet)	% of GLA	Weighted Average Remaining Lease Term (years)	Credit Rating ⁽²⁾
Rexall	4.5%	104,929	1.6%	7.6	Baa2/BBB+/na
Sobeys	4.3%	222,491	3.4%	5.6	Na/BBB-/BBB-
DRS Technologies Canada	4.0%	127,334	1.9%	3.1	Ba1/BB+/BBB-
Sysco Canada	3.4%	326,061	4.9%	4.1	BBB/BBB/BBB-
Government of Canada	3.3%	133,748	2.0%	2.8	Aaa/AAA/AA+
Shoppers Drug Mart	2.5%	66,083	1.0%	3.5	Na/BBB/BBB
Ribbon Communications	2.4%	98,057	1.5%	8.0	na
Versacold	2.4%	224,334	3.4%	7.7	na
Sherway Warehousing	1.7%	156,318	2.4%	4.7	na
ArcelorMittal Tailored Blanks	1.5%	185,633	2.8%	7.5	Ba1/BBB-/BB+
Top 10 tenants sub-total	30.1%	1,644,988	25.0%	5.3	
Other tenants	69.9%	4,839,480	73.4%	4.2	
Vacant	—	103,713	1.6%	—	
Total	100.0%	6,588,181	100.0%	4.6	

Notes:

(1) Based on annualized base rent.

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

Lease Maturities

As at December 31, 2021, the portfolio of the REIT had an overall weighted average occupancy rate of 98.4% and a weighted average remaining lease term of approximately 4.6 years. The following chart illustrates the lease maturity profile for the REIT's tenants as at December 31, 2021:

Year	Base Rent (\$)	GLA (Square Feet)	% of Base Rent	% of GLA
2022	4,843,122	476,218	8.30%	7.23%
2023	6,197,905	762,184	10.60%	11.57%
2024	7,824,356	879,389	13.40%	13.35%
2025	9,560,908	1,076,095	16.40%	16.33%
2026	9,040,633	1,066,170	15.50%	16.18%
2027 & Beyond	21,004,586	2,224,412	35.90%	35.34%
Vacant	—	103,713	—	1.6%
Total	58,471,510	6,588,181	100.0%	100.0%

Property Descriptions

Office Properties

2 Gurdwara Road, Ottawa, Ontario

The property is a six-storey multi-tenant office building located at 2 Gurdwara Road in Ottawa, Ontario. Built in 1990, it has approximately 94,473 square feet of GLA and has 330 parking stalls. The property is currently 85% leased to 14 tenants, including Investors Group and J2 Global Canada. The property benefits from great visibility from Hunt Club Road and Prince of Wales Drive and is located in an established business park with proximity to the Ottawa International Airport.

1335 Carling Avenue, Ottawa, Ontario

The property is a six-storey multi-tenant office building located at 1335 Carling Avenue in Ottawa, Ontario. Built in 1975, it has approximately 69,551 square feet of GLA and has 234 parking stalls. The property is currently 81% leased to 28 tenants, including Securitas Canada. The property benefits from great visibility and proximity to the 417 and the Queensway Highway.

159 Cleopatra Drive, Ottawa, Ontario

The property is a two-storey multi-tenant office building located at 159 Cleopatra Drive in Ottawa, Ontario. Built in 1990, it has approximately 58,513 square feet of GLA and has 152 parking stalls. The property is 100% leased to two tenants, including the PWGSC (Public Services and Procurement Canada), a Canadian government agency. The property benefits from its location within an established business park and its proximity to the Ottawa International Airport.

251 Laurier Street West, Ottawa, Ontario

The property is an 11-storey office building located at 251 Laurier Street West in Ottawa, Ontario. The property is located in the heart of downtown Ottawa at the corner of Laurier Street and O'Connor Street. The property was originally built in 1961 but has undergone a complete redevelopment and retrofit in 2001 and 2011. The property has 58,203 square feet of GLA is currently 97% leased to a diverse range of tenants and features 5,500 square foot floor plates throughout the property. The property benefits from its location in Ottawa's core business district and its proximity to public transportation, including the Parliament LRT station.

55 Technology Drive, Saint John, New Brunswick

This property is a modern three-storey office building located at 55 Technology Drive in Saint John, New Brunswick, with approximately 50,732 square feet of GLA on approximately 7.7 acres of land. It was built in 1999 and is 100% leased to a single tenant (Xerox Canada) on a long-term lease. The property has 285 outdoor parking spaces.

26-32 Prince Arthur Street and 11-15 Princess Street, Amherst, Nova Scotia

This property is an office complex located at 26-32 Prince Arthur Street and 11-15 Princess Street in Amherst, Nova Scotia, with approximately 49,617 square feet of GLA. It is situated on approximately 1.9 acres of land and has 130 outdoor parking spaces. The building was built in 1957, with renovations over time including 2008 and 2015. The complex is 74% occupied by several tenants, including the Province of Nova Scotia, the Cumberland Health Authority, and the Government of Canada.

31 Auriga Drive, Ottawa, Ontario

The property is a two-storey single-tenant office building located at 31 Auriga Drive in Ottawa, Ontario. Built in 2000, it has approximately 29,338 square feet of GLA and has 108 parking stalls. The property is 100% leased to a strong covenant tenant, Costco Wholesale. The property benefits from its location within an established business park and excess land that can be further developed.

9 Auriga Drive, Ottawa, Ontario

The property is a two-storey single-tenant office building located at 9 Auriga Drive in Ottawa, Ontario. Constructed in 1986, it has approximately 29,149 square feet of GLA and 179 parking stalls. The property has 100% committed occupancy with a long-term lease for an engineering tenant. The property benefits from its proximity to the Ottawa International Airport and its location within an established business park.

139 Douglastown Boulevard, Miramichi, New Brunswick

This property is a two-storey, single tenant office building located at 139 Douglastown Boulevard, Miramichi, New Brunswick, with approximately 28,950 square feet of GLA. The property was built in 2012 and is 100% occupied by the Government of Canada (Public Works and Government Services Canada) under a long-term lease. The property is situated on approximately 12.33 acres of land and has 90 outdoor parking spaces.

Retail Properties

50 Empire Lane, Windsor, Nova Scotia

This property, located at 50 Empire Lane, Windsor, Nova Scotia, is also known as Fort Edward Plaza. It is a Sobeys-anchored multi-tenant retail plaza facing Wentworth Road, which is the main retail artery connecting the city of Windsor with Highway 101. The property was built in 1972 and has been maintained in excellent condition, with renovations in 1988, 1991, 1994, 2000 and 2009. It is comprised of 125,393 square feet of GLA on approximately 28 acres of land. Fort Edward Plaza is 100% occupied by Sobeys, Home Hardware, Rossy and Dollarama, amongst others, and has 601 parking stalls. Sobeys occupies the property under a long-term lease.

370 Connell Street, Woodstock, New Brunswick

This property is located at 370 Connell Street in Woodstock, New Brunswick. The property is a grocery store anchored retail plaza with one free-standing building, with an aggregate of approximately 117,569 square feet of GLA. It is situated on a 26.8 acre site and has open-air parking for 681 vehicles. The property was built in 1972 and renovated in 2001 and 2015. There is potential for an additional 12,000 square foot free-standing pad development at this site. The property is 100% occupied by several tenants, including Sobeys, Pet Valu, a Canadian Schedule I Chartered Bank, and Shopper's Drug Mart, and is shadow anchored by a Canadian Tire store.

2485 King George Highway, Miramichi, New Brunswick

This property located at 2485 King George Highway in Miramichi, New Brunswick includes a grocery store-anchored retail plaza and two free-standing buildings located along the King George Highway. The buildings were built in 1994 and renovated in 2009/2010 and 2017, and is 95% occupied by several tenants, including Sobeys, a Canadian Schedule 1 Chartered Bank, Burger King and Tim Hortons, and is shadow anchored by a Canadian Tire store. Together with 2480 King George Highway, the properties have an aggregate of approximately 89,152 square feet of GLA situated on approximately 29.5 acres of land and have open-air parking for approximately 744 vehicles.

87 Warwick Street, Digby, Nova Scotia

This property is a government anchored shopping center located at 87 Warwick Street in Digby, Nova Scotia, with approximately 61,400 square feet of GLA. The property was built in 1973 and renovated in 2013 and 2016. The property is situated on approximately 7.29 acres of land and has 335 outdoor parking space. It is 99% occupied by several tenants, including Nova Scotia Community College, Shoppers Drug Mart, Dollarama and a Canadian Schedule I Chartered Bank.

5110 St. Margaret's Bay Road, Upper Tantallon, Nova Scotia

This property located at 5110 St. Margaret's Bay Road, Upper Tantallon, Nova Scotia is a Lawtons Drugs anchored multi-tenant three-building retail plaza. The property was built between 2008 and 2013 and is comprised of an aggregate of 58,818 square feet of GLA on approximately 12 acres of land with 280 parking stalls. It is 93% occupied by a variety of tenants, including Lawtons Drugs, Tim Horton's, and Credit Union Atlantic.

8934-8944 Commercial Street, New Minas, Nova Scotia

This property is located at 8934 - 8944 Commercial Street in New Minas, Nova Scotia. The property is comprised of a neighbourhood plaza and a separate free-standing building located at 8944 Commercial Street with an aggregate of approximately 51,678 square feet of GLA. It is situated on approximately 4.4 acres of land and has open-air parking for approximately 250 vehicles. The centre was built in 1987 and 1988 and was renovated in 1997 and 2007/2008. The property is 95% occupied by several tenants including Cineplex Cinemas and Global Pet Foods.

95 Keltic Drive, Sydney River, Nova Scotia

This property, located at 95 Keltic Drive, Sydney River, Nova Scotia, is a single-tenant grocery store leased entirely to Sobeys on a long-term lease. The property was built in 1987 with renovations completed in 2005. It is comprised of 50,517 square feet of GLA, on approximately 6 acres of land, with 380 parking stalls. The Nova Scotia Liquor Corporation occupies 12,500 square feet of the building and is a subtenant of Sobeys. The property is also shadow anchored by a Walmart.

165 Chain Lake Drive, Halifax, Nova Scotia

This property is a single tenant free standing retail property located at 165 Chain Lake Drive in Halifax Nova Scotia, with approximately 44,720 square feet of GLA. The building is 100% occupied by a single national tenant. Built in 2005 and expanded in 2007 and 2012, it stands on 3.6 acres of land with 195 parking stalls.

3500 Principale Street, Tracadie-Sheila, New Brunswick

This property is a pharmacy anchored shopping center located at 3500 Principale Street in Tracadie-Sheila, New Brunswick, with approximately 30,971 square feet of GLA. The property was built in 1998-1999 and renovated in 2009. The property is situated on approximately 1.60 acres of land and has 205 outdoor parking spaces (shared with 3528 Principale Street, Tracadie-Sheila, New Brunswick). It is 99% occupied by several tenants, including Jean Coutu and the Province of New Brunswick.

50 Plaza Boulevard, Moncton, New Brunswick

This property is located at 50 Plaza Boulevard, Moncton, New Brunswick. This property is comprised of a free-standing building with approximately 25,476 square feet of GLA. The property was built in 2006. The property is situated on approximately 3.58 acres of land and has 137 outdoor parking spaces. It is 100% occupied by Best Buy Canada under a long-term lease.

531 Main Street, Montague, Prince Edward Island

This property is a single-tenant grocery store located at 531 Main Street, Montague, Prince Edward Island and leased entirely to Sobeys on a long-term lease. The property has good exposure and is well located in the growing community of Montague, PEI. The property was built in 1997, expanded in 1999 and renovated in 2002. It is comprised of 24,515 square feet of GLA, on approximately 2 acres of land with 100 parking stalls.

2 Lawrence Street, Amherst, Nova Scotia

This property is a two-storey free-standing retail property located at 2 Lawrence Street in Amherst, Nova Scotia, with approximately 21,212 square feet of GLA situated on approximately 1.2 acres of land and has open-air parking for 60 vehicles. The property was built in 2009 and renovated in 2016 and is 91% occupied by Lawton's Drug Store on a long-term lease, with a pharmacy on the main level and subleases to medical/office tenants on the second floor, as well as a physiotherapy clinic under a long-term lease.

3528 Principale Street, Tracadie-Sheila, New Brunswick

This property is a pharmacy anchored shopping center located at 3528 Principale Street in Tracadie-Sheila, New Brunswick, with approximately 19,340 square feet of GLA. The property was built in 1998-1999 and renovated in 2013. The property is situated on approximately 2.89 acres of land and has 205 outdoor parking spaces (shared with 3500 Principale Street, Tracadie-Sheila, New Brunswick). The property is 100% leased by three tenants, including Shoppers Drug Mart and HMR Medical Clinic.

1670 Notre Dame Street, L'Ancienne Lorette, Québec

This property is a one-storey free-standing retail property located at 1670 Notre Dame Street in L'Ancienne-Lorette, Québec, with approximately 19,000 square foot of GLA situated on approximately 2.0 acres of land and has open-air parking for 120 vehicles. The property was built in 1980, renovated in 2008, and is 100.0% occupied by Pharmaprix.

2480 King George Highway, Miramichi, New Brunswick

This property located at 2480 King George Highway, Miramichi, New Brunswick is a free standing building 100% leased to Cineplex Cinemas on a long-term lease. The building was built in 2000 and has approximately 18,600 square feet of GLA. This property, combined with 2485 King George Highway, is situated on approximately 29.5 acres of land and has open-air parking for approximately 744 vehicles.

25 Brookside Street, Glace Bay, Nova Scotia

This property is a single tenant grocery store located at 25 Brookside Street, Glace Bay, Nova Scotia and leased entirely to Foodland (Sobeys) on a long-term lease. It is in the area's primary commercial corridor at the intersection of Brookside Street and Commercial Street. The property, which was built in 1991, is comprised of 17,200 square feet of GLA, on approximately 2 acres of land with 125 parking stalls.

10015 107th Street, Westlock, Alberta

This property is a one storey free-standing retail strip property located at 10015 107th Street, Westlock, Alberta, with approximately 15,586 square feet of GLA. The property was built in 1965 and renovated in 2010 and 2012. The property sits on approximately 0.74 acres of land and has 40 outdoor parking spaces. It is 100% occupied with two national retail tenants, Shoppers Drug Mart and The Source.

325 Vanier Boulevard, Bathurst, New Brunswick

This property is a pharmacy anchored retail service center located at 325 Vanier Boulevard, Bathurst, New Brunswick, with approximately 14,750 square feet of GLA. The property was built in 1986 and renovated in 2015. The property is situated on approximately 2.57 acres of land and has 166 outdoor parking spaces. It is 52% occupied by four tenants, including Pharmasave and various medical doctors.

223 Main Street NW, Slave Lake, Alberta

This property is a one storey free-standing retail strip property located at 223 Main Street, Slave Lake, Alberta, with approximately 14,154 square feet of GLA. The property was built in 1971 and renovated in 2002. The property sits on approximately 0.37 acres of land and has 7 outdoor parking spaces. It is 100% occupied with four tenants and is anchored by Rexall Pharmacy.

330 45th Street, Edson, Alberta

This property is a one storey retail strip property located at 330 45th Street, Edson, Alberta, with approximately 13,390 square feet of GLA. The property was built in 2006 and sits on approximately 1.14 acres of land and has 60 outdoor parking spaces. It is 90% occupied with several tenants, including Pet Valu.

8925 Granville Street, Port Hardy, British Columbia

This property is a one storey free-standing retail property located at 8925 Granville Street, Port Hardy, British Columbia, with approximately 11,248 square feet of GLA. The property was built in 1995 and renovated in 2008. The property sits on approximately 1.71 acres of land and has 25 outdoor parking spaces. It is 100% occupied by Rexall Pharmacy.

420 Albert Street, Regina, Saskatchewan

This property is a one storey free-standing retail property located at 420 Albert Street, Regina, Saskatchewan, with approximately 11,087 square feet of GLA. The property was built in 2008 on approximately 1.37 acres of land and has 61 outdoor parking spaces. It is 100% occupied by Rexall Pharmacy under a long-term lease.

4635 50th Street, Sylvan Lake, Alberta

This property is a one storey free-standing retail property located at 4635 50th Street, Sylvan Lake, Alberta, with approximately 10,987 square feet of GLA. The property was built in 2012 and sits on approximately 0.95 acres of land and has 55 outdoor parking spaces. It is 100% occupied by Rexall Pharmacy under a long-term lease.

5010 53rd Street, Lacombe, Alberta

This property is a one storey free-standing retail property located at 5010 53rd Street, Lacombe, Alberta, with approximately 10,852 square feet of GLA. The property was built in 2011 on approximately 0.80 acres of land and has 70 outdoor parking spaces. It is 100% occupied by Rexall Pharmacy under a long-term lease.

1604 Cliffe Avenue, Courtenay, British Columbia

This property is a one storey free-standing retail property located at 1604 Cliffe Avenue, Courtenay, British Columbia, with approximately 10,752 square feet of GLA. The property was built in 2007 and sits on approximately 1.10 acres of land and has 45 outdoor parking spaces. It is 100% occupied by Rexall Pharmacy under a long-term lease.

135 Main Street, Moncton, New Brunswick

This property is a two-storey free-standing retail property located at 135 Main Street in Moncton, New Brunswick, with approximately 10,574 square feet of GLA. The property was built in 2012 on approximately 2.2 acres of land in Moncton in an expanding retail node and has 30 outdoor parking spaces. It is 100.0% occupied by a Canadian Schedule I Chartered Bank.

735 Main Street, Moose Jaw, Saskatchewan

This property is a one storey free-standing retail property located at 735 Main Street, Moose Jaw, Saskatchewan, with approximately 10,540 square feet of GLA. The property was built in 2006 on approximately 0.86 acres of land and has 45 outdoor parking spaces. It is 100% occupied by Rexall Pharmacy under a long-term lease.

418 Yellowhead Highway, Burns Lake, British Columbia

This property is a one storey free-standing retail property located at 418 Yellowhead Highway, Burns Lake, British Columbia, with approximately 10,488 square feet of GLA. The property was built in 1978 and renovated in 2015. The property sits on approximately 0.91 acre of land and has 20 outdoor parking spaces. It is 100% occupied by IDA Drug Mart.

780 Central Avenue North, Swift Current, Saskatchewan

This property is a one storey free-standing retail property located at 780 Central Avenue North, Swift Current, Saskatchewan, with approximately 8,515 square feet of GLA. The property was built in 1957 and renovated in 2008. The property sits on approximately 0.71 acres of land and has 45 outdoor parking spaces. It is 100% occupied by Rexall Pharmacy under a long-term lease.

789 Main Street, Pincher Creek, Alberta

This property is a one storey free-standing retail property located at 789 Main Street, Pincher Creek, Alberta, with approximately 8,500 square feet of GLA. The property was built in 2009 on approximately 0.50 acres of land and has 21 outdoor parking spaces. It is 100% occupied by Rexall Pharmacy under a long-term lease.

610 Newman Road, Quesnel, British Columbia

This property is a one storey free-standing retail strip property located at 610 Newman Road, Quesnel, British Columbia, with approximately 7,531 square feet of GLA. The property was built in 2001 and sits on approximately 0.85 acres of land and has 40 outdoor parking spaces. It is 100% occupied by two retail tenants and is shadow anchored by Canadian Tire.

125 Main Street, Moncton, New Brunswick

This property is a one storey multi-tenant retail property located at 125 Main Street in Moncton, New Brunswick, with approximately 7,344 square feet of GLA. The property was developed in 2016 by the REIT, is on approximately 1 acre of land and has 31 outdoor parking spaces. It is currently 100% occupied by four tenants with long-term leases.

449 Principale Street, Daveluyville, Québec

This property is a one-storey free-standing retail property located at 449 Principale Street in Daveluyville, Québec, with approximately 6,762 square feet of GLA. The property was built in 1987, substantially renovated in 2011, and is 100.0% occupied by Familiprix under a long-term lease. It is situated on approximately 0.8 acres of land and has 53 outdoor parking spaces.

4508 50th Street, Spirit River, Alberta

This property is a one storey free-standing retail property located at 4508/4510 50th Street, Spirit River, Alberta, with approximately 6,353 square feet of GLA. The property was built in 1957 with further construction in 1973 and renovated in 2014. The property sits on approximately 0.42 acres of land and has 5 outdoor parking spaces. It is 100% occupied by Rexall Pharmacy under a long-term lease.

475 Albert Street, Regina, Saskatchewan

This property is a two-storey free-standing retail property located at 475 Albert Street, Regina, Saskatchewan, with approximately 6,280 square feet of GLA. The property was built in 1969 and renovated in 2017. The property sits on approximately 0.64 acres of land and has 47 outdoor parking spaces. It is 100% occupied by a national tenant under a long-term lease.

1118 Canyon Street, Creston, British Columbia

This property is a one storey free-standing retail property located at 1118 Canyon Street, Creston, British Columbia, with approximately 5,200 square feet of GLA. The property was built in 1919 and renovated in 2010. The property sits on approximately 0.10 acre of land and has street parking available outside. It is 100% occupied by Pharmasave under a long-term lease.

4919 50th Street, Rocky Mountain House, Alberta

This property is a one storey free-standing retail property located at 4919 50th Street, Rocky Mountain House, Alberta, with approximately 5,000 square feet of GLA. The property was built in 1930 and renovated in 2013. The property sits on approximately 0.14 acres of land and has 3 outdoor parking spaces. It is 100% occupied by Rexall Pharmacy under a long-term lease.

800 Taniata Avenue, Lévis, Québec

The property is a one-storey multi-tenant retail building located at 800 Taniata Avenue in Lévis, Québec. Constructed in 2009, it has approximately 4,500 square feet of GLA and is located at the busy intersection of avenue Taniata and rue de la Prairie. The property is 100% leased to two strong covenant tenants, Couche-Tard and Groupe TDL. The property benefits from its central location in the main retail node in a residential neighbourhood.

4923 50th Street, Athabasca, Alberta

This property is a one storey free-standing retail property located at 4923 50th Street, Athabasca, Alberta, with approximately 4,500 square feet of GLA. The property was built in 1985 and renovated in 2002. The property sits on approximately 0.21 acres of land and has 10 outdoor parking spaces. It is 100% occupied by IDA Drug Mart on a long-term lease.

2481 King George Highway, Miramichi, New Brunswick

This property is a one-storey multi-tenant retail property located at 2481 King George Highway, Miramichi, New Brunswick. It has approximately 3,500 square feet of GLA. The property was developed by the REIT in 2017 and is 100% occupied by a national and a regional tenant under long-term leases.

7995 Henri-Bourassa Boulevard East, Montreal, Québec

The property is a one-storey single-tenant retail building located 7995 Henri-Bourassa Boulevard East. It was built in 1984 and renovated and expanded in 2005. It has approximately 3,466 square feet of GLA. The property is 100% leased to a strong covenant tenant, McDonalds.

875 King Street East, Sherbrooke, Québec

The property is a one-storey single-tenant retail building located at 875 King Street East in Sherbrooke, Québec. Built in 2012, it has approximately 3,240 square feet of GLA and is located on the main east-west artery through Sherbrooke. The property is 100% leased to a strong covenant tenant, Couche-Tard. The property benefits from a covenant tenant with a long-term lease and a location on a high traffic volume road.

2470 King George Highway, Miramichi, New Brunswick

This property is a one-storey free-standing retail property located at 2470 King George Highway, Miramichi, New Brunswick. It has approximately 2,900 square feet of GLA. The property was developed by the REIT in 2017 and is 100% occupied by a national tenant under a long-term lease.

123 Laurier Boulevard, Laurier-Station, Québec

The property is a one-storey single-tenant retail property located at 123 Laurier Boulevard in Laurier-Station, Québec. The property is 100% leased to a strong covenant tenant, Couche-Tard. Constructed in 2010, it has approximately 2,400 square feet of GLA and benefits from high traffic volume due to its proximity to the access point to the Trans-Canada highway.

240 Montreal Street, Kingston, Ontario

This property is a one storey free-standing retail property located at 240 Montreal Street, Kingston, Ontario, with approximately 1,740 square feet of GLA. The property was built in 1966 and renovated in 2014. The property sits on approximately 0.31 acres of land and has 12 outdoor parking spaces. It is 100% occupied by Rexall Pharmacy under a long-term lease.

Industrial Properties

1400 Commerce Way, Woodstock, Ontario

This property is a multi-tenant industrial building located at 1400 Commerce Way, Woodstock, Ontario, with approximately 332,558 square feet of GLA. The property was built in 2009 and sits on 16.9 acres of land. The 30-foot clear structure is fully leased to national tenants, the majority on long-term leases. It is part of the Commerce

Way Business Park in Woodstock, in close proximity to both Highway 401 and Highway 403 and strategically located near major markets in both Canada and the United States.

500 Palladium Drive, Kanata, Ontario

The property is a three-storey state of the art commercial flex industrial building that features office, industrial, research lab, and data server space with approximately 279,388 square feet of GLA. The property is located at 500 Palladium Drive in Kanata, Ontario. The property was originally constructed in 2000 and 2002 and features world class building systems. The property is currently 100% occupied by four tenants, including DRS Technologies and Ribbon Communications. The property benefits from its ample parking with approximately 900 parking stalls, clear heights of up to 28 feet, and its excess land that has future development potential.

26-28 Topple Drive, Dartmouth, Nova Scotia

The property is an industrial warehouse building located at 26-28 Topple Drive in Dartmouth, Nova Scotia. The property was built in 1973, expanded in 1980, further improved in 2003, 2012, and 2016, and has approximately 201,110 square feet of GLA. The property is currently 100% occupied by five tenants, including Canada Post. The property benefits from its 24 feet clear height and its location in the established Burnside Industrial Park.

6375 Picard Street, Saint-Hyacinthe, Québec

The property is a single-tenant industrial building located at 6375 Picard Street and facing the Trans-Canada Highway in Saint-Hyacinthe, Québec with easy access to markets in Québec, the US and the Port of Montreal. The property is 100% leased to a strong covenant tenant and international food manufacturer, Barry Callebaut, on a long-term lease. Constructed in 1975, it has approximately 176,070 square feet of GLA and benefits from a 20-foot clear height.

1750 Jean-Berchmans-Michaud Street, Drummondville, Québec

This property is a freestanding single-tenant industrial building located at 1750 Jean-Berchmans-Michaud Street, Drummondville, Québec with approximately 171,119 square feet of GLA. It was built in 1997 on 10.75 acres of land. It is fully occupied by a single tenant under a long-term lease. The property is well located off the Trans-Canada Highway (Route 20), north-east of Montreal, and offers the opportunity for building expansion in the future. The warehouse has a clear height of 24 feet.

320-340 Wright Avenue, Dartmouth, Nova Scotia

The property is made up of two two-storey multi-tenant warehouse buildings located at 320-340 Wright Avenue, Dartmouth, Nova Scotia. The property was originally constructed in 2007. The property has 170,752 square feet of GLA and sits on 10.4 acres of land. The property benefits from 30 shipping doors, 24-foot clear heights, ample parking its location in the premier Burnside Industrial Park, and easy access to main local thoroughfares and public transit. The property is currently 100% occupied by several tenants.

1050-1051 Baxter Road, Ottawa, Ontario

The property is a freestanding one-storey multi-tenant industrial building, located at 1050-1051 Baxter Road, Ottawa, Ontario. The property was built in 1977 and 1978, with further improvements in 2019, and has approximately 161,060 square feet of GLA. The property is 100% leased to a diverse range of tenants, including Funhaven Prime Entertainment, Montrose Technologies, and Sonepar Canada. The property benefits from its direct exposure along the highway 417, 18-foot clear height, 24 shipping doors and ample parking.

1035 Industrial Road, Ayr, Ontario

The property is a single-tenant industrial building located at 1035 Industrial Road in Ayr, Ontario. Built in 1990, it has approximately 156,318 square feet of GLA, 21 loading docks, and has a clear height of 23 feet. The property is currently 100% leased to a single tenant, Sherway Warehousing. The property benefits from its proximity to Highway 401, providing easy access to the Greater Toronto Area and regional markets in Southern Ontario.

123 Price Street, Moncton, New Brunswick

This property is a one-story temperature-controlled light industrial building located at 123 Price Street in Moncton, New Brunswick with approximately 135,494 square feet of GLA. It is occupied by Versacold Logistics Services under a long-term lease. The property was built in 1979 and expanded in 2000 and is adjacent to the Trans-Canada Highway. The warehouse has a clear height of 18 to 50 feet with an additional six acres of land that could be used for further development.

520 Beards Lane, Woodstock, Ontario

This property is a multi-tenant industrial building located at 520 Beards Lane, Woodstock, Ontario, with approximately 123,596 square feet of GLA. The property was built in 2007 and is part of the 270-acre Commerce Way Business Park in Woodstock. The 28-foot clear property sits on 7.6 acres of land and is fully leased to national tenants. The property, which is in close proximity to both Highway 401 and Highway 403, is strategically located near major markets in both Canada and the United States.

10 Morris Drive, Dartmouth, Nova Scotia

The property is made up of three single-storey flex industrial buildings and is located at 10 Morris Drive, Dartmouth, Nova Scotia. The property was originally constructed in 1979 and has received extensive renovations in 2001. The property has 118,952 square feet of GLA and sits on 7.8 acres of land. The property benefits from 37 shipping doors, 18-foot clear heights, ample parking, its location in the premier Burnside Industrial Park, and easy access to main local thoroughfares and public transit. The property is currently 100% occupied by a diverse range of tenants.

1180 St. George Boulevard, Moncton, New Brunswick

This property is located at 1180 St. George Boulevard in Moncton, New Brunswick and is a light industrial property immediately west of the 1070 St. George property, offering leasing and operating efficiencies. It has 115,386 square feet of GLA, sits on 7.12 acres of land (37.6% site coverage) and is 100% leased to several tenants, including Iron Mountain and Emco Corporation, with the majority on long-term leases. The warehouse has a clear height of 28 feet. The 1180 St. George property was constructed in 1976 and expanded in 1999.

1500 Notre Dame Avenue, Winnipeg, Manitoba

The property is a multi-tenant single-storey warehouse located at 1500 Notre Dame Avenue, Winnipeg, Manitoba. The property was originally constructed in 1952, and has received extensive renovations in 1983, 2009, and 2015. The property has 106,737 square feet of GLA and sits on 5.5 acres of land. The property benefits from 9 shipping doors, 16-foot clear heights, ample parking, and direct street exposure and access to Notre Dame Avenue and Dublin Avenue. The property is currently 100% occupied by four tenants.

1 Duck Pond Road, Halifax, Nova Scotia

The property is a single-tenant temperate-controlled warehouse building, located at 1 Duck Pond Road, Halifax, Nova Scotia. The property was built in 1968, expanded and fully renovated in 2000, and sits on over 8 acres of land. The property has approximately 105,975 square feet of GLA and benefits from 14 shipping doors, clear heights of 26 to 34-feet, and ample parking. The property is located in the Lakeside Industrial Park and is located in close proximity to a major highway, Highway 103. The property is 100% occupied by Sysco Canada.

550 McAllister Drive, Saint John, New Brunswick

The property is a single-tenant distribution center building, located at 550 McAllister Drive, Saint John, New Brunswick. The property was built in 2003 and sits on over 10 acres of land. The property has approximately 104,094 square feet of GLA and benefits from 18 shipping doors, a clear height of 28-feet, and ample parking. The property is located in the northeast end of the city and is located in close proximity to the Route 1 Saint John Throughway. The property is 100% occupied by Carquest Canada.

3200-3260 Guenette Street, St. Laurent, Québec

This property is a flex industrial property located at 3200-3260 Guenette Street in St. Laurent, Québec, with approximately 99,536 square feet of GLA. The property was built in 2007 and is 90% occupied by Adetel Group, VF Northface and Kia. The property is situated on approximately 4.6 acres of land and has 170 outdoor parking spaces.

222 Edinburgh Drive, Moncton, New Brunswick

The property is a single-storey multi-tenant light industrial building located at 222 Edinburgh Drive, Moncton, New Brunswick. The property was originally constructed in 1974 and has received extensive renovations in 2007 and 2010. The property has 94,682 square feet of GLA and sits on 8.6 acres of land. The property benefits from 21 shipping doors, 18 to 22-foot clear heights, ample parking, and easy access to main local thoroughfares and public transit. The property is currently 88% occupied by several tenants.

1455 Mountain Avenue, Winnipeg, Manitoba

The property is a freestanding single-tenant industrial building located at 1455 Mountain Avenue in Winnipeg, Manitoba. Built in 1981 and extensively renovated in 2014, it has approximately 94,541 square feet of GLA, 20-foot clear height and three loading docks. It occupies only 18% of 11.9 acres of land, which provides the opportunity to expand the building in the future and to initiate further development when appropriate. The property is 100% leased to one tenant, Canada Goose, on a long-term lease. The property benefits from being located in the well-established Inkster Industrial Park.

11 Morris Drive, Dartmouth, Nova Scotia

The property is composed of two single-storey and one two-storey flex industrial buildings and is located at 11 Morris Drive, Dartmouth, Nova Scotia. The property was originally constructed in 1976, and has received extensive renovations in 1990, 2004, 2016, and 2017. The property has 90,173 square feet of GLA and sits on 5 acres of land. The property benefits from 27 shipping doors, 12 to 18-foot clear heights, ample parking, its location in the premier Burnside Industrial Park, and easy access to main local thoroughfares and public transit. The property is currently 92% occupied by a diverse range of tenants.

120 Troop Avenue, Dartmouth, Nova Scotia

The property is a single-storey multi-tenant warehouse building located at 120 Troop Avenue, Dartmouth, Nova Scotia. The property was originally constructed in 2004. The property has 87,214 square feet of GLA and sits on 5.7 acres of land. The property benefits from 21 shipping doors, 24-foot clear heights, ample parking, its location in the premier Burnside Industrial Park, and easy access to main local thoroughfares and public transit. The property is currently 100% occupied by several tenants.

2615 Lancaster Road, Ottawa, Ontario

The property is a freestanding one-storey multi-tenant industrial building, located at 2615 Lancaster Road, Ottawa, Ontario. The property was built in 1985, with further improvements in 2007 and 2017, and has approximately 84,354 square feet of GLA. The property is 100% leased to a diverse range of tenants, including Eaton Industries. The property benefits from its immediate access to Walkley Road and Highway 417, 14 to 16-foot clear heights, 27 shipping doors, and ample parking.

66 English Drive, Moncton, New Brunswick

The property is a single-storey warehouse and distribution centre, located at 66 English Drive, Moncton, New Brunswick. Built in 1981 and expanded in 1989, the property sits on 8.5 acres of land. With approximately 82,300 square feet of GLA, the building benefits from 6 shipping doors, clear heights of 26 to 30 feet, rail spur access, and ample parking. The property has 100% committed occupancy by a single tenant, Marshall Aerospace Canada, on a long-term lease.

80 Rooney Crescent, Moncton, New Brunswick

This property is a single tenant industrial building located at 80 Rooney Crescent, Moncton, New Brunswick, with approximately 81,180 square feet of GLA. The property was built in 2000 with an expansion in 2010 and is fully

leased to a national tenant. The 28 foot clearance building sits on a 5.7-acre site. The property is well located in the Moncton Industrial Park, which has direct access to the Trans-Canada Highway, and to a four-lane boulevard.

10 Old Placentia Road, Mount Pearl, Newfoundland and Labrador

The property is a single-tenant temperate-controlled warehouse building, located at 10 Old Placentia Road, Mount Pearl, Newfoundland. The property was built in 1989, expanded and fully renovated in 2003, and sits on over 5 acres of land. The property has approximately 80,730 square feet of GLA and benefits from 7 shipping doors, clear heights of 25 to 30-feet, and ample parking. The property is located in the Donovan's Industrial Park and is located in close proximity to the Trans-Canada Highway. The property is 100% occupied by Sysco Canada.

460 MacNaughton Avenue, Moncton, New Brunswick

The property is a single-tenant temperate-controlled warehouse building, located at 460 MacNaughton Avenue, Moncton, New Brunswick. The property was built in 1978, expanded and fully renovated in 1996, and sits on over 3 acres of land. The property has approximately 76,303 square feet of GLA and benefits from 9 shipping doors, a clear height of 25-feet, and ample parking. The property is located in the Caledonia Industrial Park and is located in close proximity to the Trans-Canada Highway. The property is 100% occupied by Sysco Canada.

55 Akerley Boulevard, Dartmouth, Nova Scotia

The property is a single-storey multi-tenant flex industrial building located at 55 Akerley Boulevard, Dartmouth, Nova Scotia. The property was originally constructed in 1975 and has received extensive renovations in 2007. The property has 75,398 square feet of GLA and sits on 5.9 acres of land. The property benefits from 20 shipping doors, 18-foot clear heights, ample parking, its location in the premier Burnside Industrial Park, and easy access to main local thoroughfares and public transit. The property is currently 100% occupied by several tenants.

70-104 Durand Road, Winnipeg, Manitoba

The property is a single-storey multi-tenant light industrial building, located at 70-104 Durand Road, Winnipeg, Manitoba. The property was built in 1980/1981, with further improvements in 1998, 2006, and 2008, and sits on over 3 acres of land. The property has approximately 72,816 square feet of GLA and benefits from 18 shipping doors, clear heights of 15'9 to 16'4-feet, and ample parking. The property is strategically located in the St. Boniface Industrial Park, Winnipeg's second largest Industrial Park, and has nearby access to all major transportation routes. The property is currently 100% occupied by several tenants.

5655 de Marseille Street, Montreal, Québec

This property is a flex industrial building located at 5655 de Marseille Street in Montreal, Québec with approximately 65,000 square feet of GLA. The property was built in 1968 and renovated in 2013 and is situated on approximately 2.0 acres of land. This property has excellent access to major highways and is 100% leased to Hydro-Québec.

611 Ferdinand Boulevard, Dieppe, New Brunswick

The property is a single-tenant temperate-controlled warehouse building, located at 611 Ferdinand Boulevard, Dieppe, New Brunswick. The property was built in 1997 and sits on over 8 acres of land. The property has approximately 63,053 square feet of GLA and benefits from 12 shipping doors, a clear height of 30-feet, and ample parking. The property is located in the Dieppe Industrial Park and is located in close proximity to the Veteran's Memorial Highway and the Greater Moncton Romeo LeBlanc International Airport. The property is 100% occupied by Sysco Canada.

50 Akerley Boulevard, Dartmouth, Nova Scotia

The property is a single-storey multi-tenant flex industrial building located at 50 Akerley Boulevard, Dartmouth, Nova Scotia. The property was originally constructed in 1983 and has received extensive renovations in 2005. The property has 62,980 square feet of GLA and sits on 4.2 acres of land. The property benefits from 16 shipping doors, 14 to 18-foot clear heights, ample parking, its location in the premier Burnside Industrial Park, and easy access to main local thoroughfares and public transit. The property is currently 100% occupied by several tenants.

1070 St. George Boulevard, Moncton, New Brunswick

This property is located at 1070 St. George Boulevard in Moncton, New Brunswick, and is a light industrial property that has prominent street frontage on St. George Boulevard. It is located at the gateway to the Moncton Industrial Park. It has 62,867 square feet of GLA and sits on 5.29 acres of land (27.5% coverage ratio), which allows future expansion of the building. The 1070 St. George property is 85% leased to several tenants, including Sonepar Canada and WSP Canada. The warehouse has a clear height of 25 feet. The 1070 St. George property was constructed in 1989 and expanded in 1991.

10 Vidito Drive, Dartmouth, Nova Scotia

The property is a single-storey distribution center located at 10 Vidito Drive, Dartmouth, Nova Scotia. The property was originally constructed in 1980 and has received extensive renovations in 2016. The property has 61,988 square feet of GLA and sits on 2.7 acres of land. The property benefits from 14 shipping doors, 22-foot clear heights, ample parking, rail spur access, its location in the premier Burnside Industrial Park, and easy access to main local thoroughfares and public transit. The property is 100% occupied by a single tenant, Trebley Warehousing.

101 Thornhill Drive, Dartmouth, Nova Scotia

The property is a single-storey multi-tenant light industrial building located at 101 Thornhill Drive, Dartmouth, Nova Scotia. The property was originally constructed in 1982, with further improvements in 1998 and 2018. The property has 61,551 square feet of GLA and sits on 3.8 acres of land. The property benefits from 22 shipping doors, 18-foot clear heights, ample parking, its location in the premier Burnside Industrial Park, and easy access to main local thoroughfares and public transit. The property is currently 100% occupied by several tenants.

9002 20th Street, Edmonton, Alberta

This property is a one-storey temperature-controlled light industrial building located at 9002 20th Street in Edmonton, Alberta with approximately 59,390 square feet of GLA. It is 100% occupied by Versacold Logistics Services under a long-term lease. The property was built in 1978 and expanded in 1989. The warehouse has a clear height of 16 to 26 feet and ten loading docks. It is situated on approximately 2.25 acres of land and has five outdoor parking spaces.

30-58 Mosher Drive, Dartmouth, Nova Scotia

The property is a single-storey multi-tenant light industrial building located at 30-58 Mosher Drive, Dartmouth, Nova Scotia. The property was originally constructed in 1972 and has received extensive renovations in 2017 and 2020. The property has 56,899 square feet of GLA and sits on 2.6 acres of land. The property benefits from 18 shipping doors, 18-foot clear heights, its location in the premier Burnside Industrial Park, ample parking, and easy access to main local thoroughfares and public transit. The property is currently 100% occupied by several tenants.

205 Commerce Street, Moncton, New Brunswick

This property is a light industrial property located at 205 Commerce Street, Moncton, New Brunswick. It is comprised of 56,833 square feet of GLA, was constructed in 2005, has a 28-foot clear height and is 100% occupied by two national tenants.

10100-10280 Côte-de-Liesse Road, Lachine, Québec

This property is located at 10100-10280 Côte-de-Liesse Road, Lachine, Québec with approximately 55,471 square feet of GLA. The property is 100% occupied by three tenants. The warehouse has a clear height of 25 feet. The property was built in 2004 and is situated on approximately 2.25 acres of land and has approximately 95 outdoor parking spaces.

29-59 Mosher Drive, Dartmouth, Nova Scotia

The property is a single-storey multi-tenant light industrial building located at 29-59 Mosher Drive, Dartmouth, Nova Scotia. The property was originally constructed in 1974 and has received extensive renovations in 2015 and 2019. The property has 54,741 square feet of GLA and sits on 3.7 acres of land. The property benefits from 17 shipping

doors, 18-foot clear heights, ample parking, its location in the premier Burnside Industrial Park, and easy access to main local thoroughfares and public transit. The property is currently 100% occupied by several tenants.

171 John Savage Avenue, Dartmouth, Nova Scotia

The property is a flex industrial building located at 171 John Savage Avenue in Dartmouth, Nova Scotia. The property was recently constructed in 2014 and features 50,000 square feet of GLA. The property is currently 100% occupied by two tenants on long-term leases. The property benefits from its prime location in the established Burnside Industrial Park and from its clear height of 28 feet.

1275 Jules Verne Avenue, L'Ancienne Lorette, Québec

This property is a multi-tenant flex industrial building located at 1275 Jules Verne Avenue in L'Ancienne Lorette, Québec. The property was built in 2004 with renovations completed in 2016. It is comprised of 49,760 square feet of GLA on approximately 4 acres of land with 212 parking stalls. The property is 100% occupied by several tenants.

1410 Mountain Avenue, Winnipeg, Manitoba

The property is a freestanding flex industrial building located at 1410 Mountain Avenue in Winnipeg, Manitoba. The property was built in 1989-1990 and has approximately 47,521 square feet of GLA. The property is 100% leased to two tenants. The property benefits from being located in the well-established Inkster Industrial Park.

71 Ilsley Avenue, Dartmouth, Nova Scotia

The property is a light industrial building located at 71 Ilsley Avenue in Dartmouth, Nova Scotia. The property was built in 1985, further improved in 2003, 2010, and 2017, and has approximately 47,072 square feet of GLA and features a clear height of 22 feet. The property is 100% leased to a diverse range of tenants. The property benefits from its small to medium size bays and its location in the established Burnside Industrial Park.

101 Ilsley Avenue, Dartmouth, Nova Scotia

The property is a light industrial building located at 101 Ilsley Avenue in Dartmouth, Nova Scotia. The property was built in 1984, further improved in 2004, 2016, and 2018, and has approximately 46,968 square feet of GLA and features a clear height of 22 feet. The property is 100% leased to several tenants, including the Government of Canada and Clinical Logistics. The property benefits from its small to medium size bays and its location in the established Burnside Industrial Park.

81 Ilsley Avenue, Dartmouth, Nova Scotia

The property is a light industrial building located at 81 Ilsley Avenue in Dartmouth, Nova Scotia. The property was built in 1985, further improved in 2003 and 2010, and has approximately 46,873 square feet of GLA and features a clear height of 22 feet. The property is 100% leased to several tenants, including the Province of Nova Scotia. The property benefits from its small to medium size bays and its location in the established Burnside Industrial Park.

63 Innovation Drive, Hamilton, Ontario

The property is a single-tenant industrial building located at 63 Innovation Drive in Hamilton, Ontario. Built in 2001, it has approximately 44,947 square feet of GLA and has a clear height of 24 feet. The property is currently 100% leased to a single tenant. The property benefits from its proximity to both Highways 6 and 403, providing easy access to the Greater Toronto Area and regional markets in Southern Ontario.

45 Beghin Avenue, Winnipeg, Manitoba

The property is a single-storey multi-tenant light industrial building, located at 45 Beghin Avenue, Winnipeg, Manitoba. The property was built in 1990, with further improvements in 2014 and 2017, and sits on over 3 acres of land. The property has approximately 43,164 square feet of GLA and benefits from 10 shipping doors, clear heights of 17 to 21-feet, and ample parking. The property is strategically located in the St. Boniface Industrial Park, Winnipeg's second largest Industrial Park, and has nearby access to all major transportation routes. The property is currently 100% occupied by several tenants.

58 Wright Avenue, Dartmouth, Nova Scotia

The property is a single-storey warehouse building located at 58 Wright Avenue, Dartmouth, Nova Scotia. The property was originally constructed in 1972 and has received extensive renovations in 2010. The property has 43,000 square feet of GLA and sits on 2.4 acres of land. The property benefits from 6 shipping doors, 18-foot clear heights, ample parking, rail spur access, its location in the premier Burnside Industrial Park, and easy access to main local thoroughfares and public transit. The property is 100% occupied by a single tenant, Crane Supply.

214 De Baets Street, Winnipeg, Manitoba

The property is a single-storey multi-tenant light industrial building, located at 214 De Baets Street, Winnipeg, Manitoba. The property was built in 1988, with further improvements in 2008 and 2010, and sits on over 2 acres of land. The property has approximately 39,808 square feet of GLA and benefits from 12 shipping doors, a clear height of 17-feet, and ample parking. The property is strategically located in the St. Boniface Industrial Park, Winnipeg's second largest Industrial Park, and has nearby access to all major transportation routes. The property is currently 100% occupied by several tenants.

61-85 Muir Road, Winnipeg, Manitoba

The property is a single-storey multi-tenant light industrial building, located at 61-85 Muir Road, Winnipeg, Manitoba. The property was built in 1975, with further improvements in 2008 and 2017, and sits on over 2 acres of land. The property has approximately 38,101 square feet of GLA and benefits from 9 shipping doors, a clear height of 16-feet, and ample parking. The property is strategically located in the Inkster Industrial Park near the Winnipeg Richardson International Airport and all major transportation routes. The property is currently 100% occupied by several tenants.

2620-2650 Lancaster Road, Ottawa, Ontario

The property is a freestanding one-storey multi-tenant industrial building, located at 2620-2650 Lancaster Road, Ottawa, Ontario. The property was built in 1985, with further improvements in 1987, 2007, and 2020, and has approximately 38,081 square feet of GLA. The property is 100% leased to a diverse range of tenants, including PWGSC. The property benefits from its immediate access to Walkley Rd and Highway 417, 14-foot clear height, 20 shipping doors, and ample parking.

20 Bentall Street, Winnipeg, Manitoba

The property is a freestanding single-tenant industrial building, located at 20 Bentall Street in Winnipeg, Manitoba. The property was built in 1990 and has approximately 34,181 square feet of GLA. The property is 100% leased to one tenant, Wallace & Carey, on a long-term lease. The property benefits from a 21-foot clear height and is located in the well-established Inkster Industrial Park. Adjacent to it is a prime 2.1 acres undeveloped parcel of land, bearing the street address of 10 Bentall, which is included in this property.

141-159 De Baets Street, Winnipeg, Manitoba

The property is a single-storey multi-tenant light industrial building, located at 141-159 De Baets Street, Winnipeg, Manitoba. The property was built in 1979/1980, with further improvements in 2008 and 2010, and sits on approximately 2 acres of land. The property has approximately 33,225 square feet of GLA and benefits from 11 shipping doors, a clear height of 14-feet, and ample parking. The property is strategically located in the St. Boniface Industrial Park, Winnipeg's second largest Industrial Park, and has nearby access to all major transportation routes. The property is currently 100% occupied by several tenants.

40 Thornhill Drive, Dartmouth, Nova Scotia

The property is a single-storey multi-tenant light industrial building located at 40 Thornhill Drive, Dartmouth, Nova Scotia. The property was originally constructed in 1984 and has received extensive renovations in 2010. The property has 32,139 square feet of GLA and sits on 1.9 acres of land. The property benefits from 12 shipping doors, 16-foot clear heights, ample parking, its location in the premier Burnside Industrial Park, and easy access to main local thoroughfares and public transit. The property is currently 100% occupied by several tenants.

50 Thornhill Drive, Dartmouth, Nova Scotia

The property is a single-storey multi-tenant light industrial building located at 50 Thornhill Drive, Dartmouth, Nova Scotia. The property was originally constructed in 1984 and has received extensive renovations in 2010. The property has 32,063 square feet of GLA and sits on 1.9 acres of land. The property benefits from 12 shipping doors, 16 to 18-foot clear heights, ample parking, its location in the premier Burnside Industrial Park, and easy access to main local thoroughfares and public transit. The property is currently 100% occupied by several tenants.

60 Thornhill Drive, Dartmouth, Nova Scotia

The property is a single-storey multi-tenant light industrial building located at 60 Thornhill Drive, Dartmouth, Nova Scotia. The property was originally constructed in 1983 and has received extensive renovations in 2009. The property has 31,929 square feet of GLA and sits on 2.0 acres of land. The property benefits from 12 shipping doors, 16-foot clear heights, ample parking, its location in the premier Burnside Industrial Park, and easy access to main local thoroughfares and public transit. The property is currently 100% occupied by several tenants.

1791 Dublin Avenue, Winnipeg, Manitoba

The property is a freestanding multi-tenant industrial building located at 1791 Dublin Avenue in Winnipeg, Manitoba. The property was built in 1988 and has approximately 30,823 square feet of GLA. The property is 100% occupied by several tenants. The property benefits from a 21-foot clear height and from being located in the well-established St. James Industrial Park. It occupies a 1.6 acres lot.

7405 127th Avenue, Edmonton, Alberta

This property is a one-storey temperature-controlled light industrial building located at 7405 127th Avenue in Edmonton, Alberta with approximately 29,450 square feet of GLA. It is 100% occupied by Versacold Logistics Services under a long-term lease. The property was built in 1970 and expanded in 1994. The warehouse has a clear height of 18 to 22 feet and ten loading docks. It is situated on approximately 1.43 acres of land and has eight outdoor parking spaces.

1313 King Edward Avenue, Winnipeg, Manitoba

The property is a freestanding single-tenant industrial building located at 1313 King Edward Avenue in Winnipeg, Manitoba. The property was built in 1959, with further improvements in 1973, 2003, 2017, and has approximately 20,900 square feet of GLA and sits on 2 acres of land shared with 1305 King Edward Avenue. The property is 100% leased to one tenant, Rexel Canada, and benefits from being located in the well-established St. James Industrial Park.

115-133 De Baets Street, Winnipeg, Manitoba

The property is a single-storey multi-tenant light industrial building, located at 115-133 De Baets Street, Winnipeg, Manitoba. The property was built in 1979, further improved in 1998, 2008, and 2020, and sits on over 2 acres of land. The property has approximately 20,800 square feet of GLA and benefits from 9 shipping doors, a clear height of 14-feet, and ample parking. The property is strategically located in the St. Boniface Industrial Park, Winnipeg's second largest Industrial Park, and has nearby access to all major transportation routes. The property is currently 100% occupied by several tenants.

36-48 Durand Road, Winnipeg, Manitoba

The property is a single-storey multi-tenant light industrial building, located at 36-48 Durand Road, Winnipeg, Manitoba. The property was built in 1975, further improved in 1995, 2008, and 2020, and sits on approximately 1 acre of land. The property has approximately 15,985 square feet of GLA and benefits from 8 shipping doors, a clear height of 16-feet, and ample parking. The property is strategically located in the St. Boniface Industrial Park, Winnipeg's second largest Industrial Park, and has nearby access to all major transportation routes. The property is currently 100% occupied by several tenants.

45 Wright Avenue, Dartmouth, Nova Scotia

The property is a light industrial building located at 45 Wright Avenue in Dartmouth, Nova Scotia. The property was built in 1966, further improved in 2005 and 2016, has approximately 15,360 square feet of GLA and features a

clear height of 18 feet. The property is 100% leased to a single tenant. The property benefits from its low site coverage and its location in the established Burnside Industrial Park.

32 Beghin Avenue, Winnipeg, Manitoba

The property is a single-storey single-tenant light industrial building, located at 32 Beghin Avenue, Winnipeg, Manitoba. The property was built in 1989, further improved in 1998, 2008, and 2021, and sits on over 2 acres of land. The property has approximately 12,524 square feet of GLA and benefits from 4 shipping doors, a clear height of 16'6-feet, and ample parking. The property is strategically located in the St. Boniface Industrial Park, Winnipeg's second largest Industrial Park, and has nearby access to all major transportation routes. The property is 100% occupied by a single tenant, Sherwin Williams Canada.

30 Durand Road, Winnipeg, Manitoba

The property is a single-storey multi-tenant light industrial building, located at 30 Durand Road, Winnipeg, Manitoba. The property was built in 1987, further improved in 2008 and 2019, and sits on approximately 1 acre of land. The property has approximately 11,760 square feet of GLA and benefits from 6 shipping doors, a clear height of 15'8-feet, and ample parking. The property is strategically located in the St. Boniface Industrial Park, Winnipeg's second largest Industrial Park, and has nearby access to all major transportation routes. The property is currently 100% occupied by several tenants.

1305 King Edward Avenue, Winnipeg, Manitoba

The property is a freestanding single-tenant industrial building located at 1305 King Edward Avenue in Winnipeg, Manitoba. The property was built in 1991, further improved in 2013, and sits on 2 acres of land shared with 1313 King Edward Street and has approximately 9,464 square feet of GLA. The property is 100% leased to one tenant, Prairie Communications. The property benefits from a 20-foot clear height and from being located in the well-established St. James Industrial Park.

ENVIRONMENTAL SITE ASSESSMENTS

Each of the properties of the REIT has been the subject of a Phase I Environmental Site Assessment ("Phase I ESA") and, as required, Phase II environmental site assessment reports (collectively, the "Environmental Reports") at the request of the REIT.

The Environmental Reports were completed in accordance with Canadian Standards Association requirements, including a review of published geological maps and reports, a review of reasonable accessible historical and regulatory records to the site and adjacent properties, interviews, and visual site reconnaissance. The Environmental Reports were conducted to document site conditions on the day of site reconnaissance and, if possible, to identify former or current practices at the site that may represent issues of potential environmental concern. A Phase I ESA cannot confirm the presence or absence of contaminants at the site; this can only be confirmed through a program of intrusive test and analysis of soil and groundwater. Pursuant to the Environmental Reports, no further action was required.

Management is not aware of any non-compliance with environmental laws at any of the properties of the REIT that they believe would have a material adverse effect on the REIT. Management is not aware of any pending or threatened investigations or actions by environmental regulatory authorities in connection with any of the properties that would materially adversely affect the REIT or the values of these properties, taken as a whole, as determined by the independent third party environmental consultant.

INDEBTEDNESS

General

The REIT seeks to maintain a combination of short, medium and long-term debt maturities that are appropriate for its portfolio, taking into account the availability of financing, market conditions, and the physical and financial characteristics of each property. The Declaration of Trust provides that the REIT may not incur or assume any indebtedness if, after giving effect to the incurrence or assumption of such indebtedness, the total indebtedness of the REIT would be more than 70% of its Gross Book Value. The Declaration of Trust also limits the incurrence or

assumption of indebtedness secured by one or more mortgages on individual properties or pools of properties to no more than 75% of their market value. Interest rates and debt maturities will be reviewed regularly by the Trustees to ensure the appropriate debt management strategies are implemented.

The REIT intends to satisfy principal repayments on its debt in future years through a combination of the re-financing of the REIT's mortgages, the REIT's working capital and the Revolving Credit Facility. As at December 31, 2021, the REIT was compliant with all financial covenants with respect to its indebtedness. For more information on the REIT's Gross Book Value, its indebtedness and its objectives, refer to the 2021 Financial Statements and the 2021 MD&A.

Composition of Indebtedness

Mortgages and Term Loans

As at December 31, 2021, the REIT had outstanding mortgages with an aggregate principal amount of approximately \$501.9 million, bearing interest at a weighted average rate of 3.39% per annum, maturing between 2022 and 2033, and \$9.5 million in term loans, including a \$3.3 million amount relating to a development property. The mortgages are secured by first charges against specific properties of the REIT.

On November 26, 2020 the REIT entered into a term loan in the amount of \$13.25 million. The term loan bears interest at a rate of 6.45% per annum, matures in November 2023 and is secured by a pool of second charges on certain investment properties. A principal repayment of \$7.0 million was made during 2021 with the remaining balance of \$6.2 million outstanding at December 31, 2021.

Revolving Credit Facility

The REIT has a floating rate revolving credit facility of \$60.0 million, with a term of 36 months expiring in November 2024 (the "**Revolving Credit Facility**"). The Revolving Credit Facility bears interest at prime rate plus 100 basis points or banker's acceptance rate plus 200 basis points and is secured by a pool of first and second mortgages on certain investment properties totaling approximately \$111.7 million (the "**Borrowing Base**"). The REIT is entitled to borrow a maximum of 70% of the lesser of the purchase price and fair market value of properties comprising the Borrowing Base subject to a first security position, and 65% of the lesser of the purchase price and fair market value of properties comprising the Borrowing Base subject to a second security position, subject to the limitations on the ability of the REIT to incur indebtedness contained in the Declaration of Trust. The Revolving Credit Facility provides the REIT with flexibility to add or remove properties from the Borrowing Base, subject to compliance with certain conditions.

The Revolving Credit Facility includes conditions precedent, financial and non-financial covenants, and events of default customary for a credit facility of this nature. In addition, the Revolving Credit Facility includes certain restrictions regarding properties to qualify for inclusion in the Borrowing Base under such facility. As at December 31, 2021, \$15.0 million was drawn under the Revolving Credit Facility.

Debt Maturities

The following table sets out, as at December 31, 2021, the principal instalments, debt maturity and the percentage of total maturing debt of the REIT that are in place as at December 31, 2021 and paid over the periods indicated (dollar amounts in thousands).

Year	Payments of Principal	Debt Maturing During Year	Total Principal Payments	Percentage of Total Debt
Within one year	\$14,363	\$6,986	\$21,349	4.2%
One to two years	\$13,826	\$75,101	\$88,927	17.4%
Two to three years	\$12,567	\$28,085	\$40,652	7.8%
Three to four years	\$12,326	\$15,038	\$27,364	5.4%
Four to five years	\$10,660	\$121,092	\$131,752	25.8%
After five years (no later than 2034)	\$20,867	\$180,534	\$201,401	39.4%
Total	\$84,609	\$426,836	\$511,445	100.0%

Additional Financing

The REIT may seek additional financing with one or more financial institutions from time to time. Such financing will be used for general trust purposes, which may include the funding of the REIT's operations or future property acquisitions.

TRUSTEES AND EXECUTIVE OFFICERS OF THE REIT

Trustees and Executive Officers

The Board of Trustees is comprised of eight Trustees, seven of whom are Independent Trustees. Pursuant to NI 58-101, an Independent Trustee is one who is free from any direct or indirect relationship which could, in the view of the Board of Trustees, be reasonably expected to interfere with a Trustee's independent judgment. The REIT has determined that Peter Aghar, Vincent Chiara, Martin Coté, Shenoor Jadavji, John Levitt, Christine Pound and Ronald E. Smith are Independent Trustees under these standards. James W. Beckerleg is not independent, as he is an executive officer of the REIT. All of the trusteeships and directorships of the Trustees with other public entities are disclosed in the biographical information for each Trustee set out below.

The Trustees are appointed at each annual meeting of the holders of Units and Special Voting Units to hold office for a term expiring at the close of the next annual meeting or until their respective successors are elected or appointed. The nominees for election of the Trustees will be determined by the Board with the recommendations of the Nominating Committee in accordance with the provisions of the Declaration of Trust and the charter of the Nominating Committee and will be included in the proxy-related materials to be sent to Unitholders prior to each annual meeting. With the assistance of the Nominating Committee and the Governance and Compensation Committee, the Board of Trustees will assess annually, and at such other times as it deems appropriate, the effectiveness of the Board of Trustees, including consideration of the appropriate size of the Board.

The Trustees may, between meetings of the Unitholders, appoint one or more additional Trustees if, after such appointment, the total number of Trustees does not exceed one and one-third times the number of Trustees in office immediately following the last annual meeting of the Unitholders. The Declaration of Trust provides that any Trustee may resign upon written notice to the chair or, if there is no chair, the president of the REIT. A Trustee may be removed at any time with or without cause by a majority of the votes cast at a meeting of the Unitholders called for that purpose or by the written consent of the Unitholders holding in the aggregate not less than a majority of the outstanding Units and Special Voting Units entitled to vote thereon or with cause by a resolution passed by an affirmative vote of not less than two-thirds of the other Trustees. Any removal of a Trustee shall take effect immediately following the aforesaid vote or resolution. A vacancy occurring among the Trustees may be filled by resolution of the remaining Trustees, so long as they constitute a quorum, or by the unitholders at a meeting of the unitholders.

The following table sets forth the position(s) with the REIT, the principal occupation and the number of Units held in respect of each Trustee and executive officer of the REIT.

Name and Municipality of Residence	Position with the REIT	Position Held with the REIT since	Committee(s) of the Board of Trustees	Principal Occupation	# of Voting Units Beneficially Owned, Directly or Indirectly or over which Control or Direction is Exercised (and %)⁽¹⁾	# of Voting Units, Deferred Units and Restricted Units Beneficially Owned, Directly or Indirectly or over which Control or Direction is Exercised⁽¹⁾
Peter Aghar Toronto, Ontario	Independent Trustee	2015	Audit Committee	President at Crux Capital Corporation	1,063,629 (1.76%) ⁽²⁾	1,110,378 ⁽²⁾
Vincent Chiara Montréal, Québec	Independent Trustee	2015	Investment Committee	President of Groupe Mach Inc.	335,339 (0.55%)	382,088
Martin Côté Montréal, Québec	Independent Trustee	2015	Audit Committee Investment Committee	Managing member of Bluenose AC Investments Inc.	18,680 (0.03%)	65,429
Shenoor Jadavji Vancouver, British Columbia	Independent Trustee	2014	Investment Committee	President and Chief Executive Officer of Lotus Capital Corp.	947,117 ⁽³⁾ (1.57%)	1,000,929 ⁽³⁾
John Levitt Toronto, Ontario	Independent Trustee and Chairman of the Board of Trustees	2013	Governance and Compensation Committee Investment Committee Nominating Committee	Partner at Edev Realty Advisors Inc.	27,168 (0.04%)	104,488
Christine Pound Halifax, Nova Scotia	Independent Trustee	2022	-	Partner at Stewart McKelvey	0 (0%)	0
Ronald E. Smith Yarmouth, Nova Scotia	Independent Trustee	2013	Audit Committee (Chair) Governance and Compensation Committee (Chair) Nominating Committee (Chair)	Corporate Director	36,666 (0.06%)	104,264
James W. Beckerleg Montréal, Québec	Trustee, President and Chief Executive Officer	2013	Investment Committee (Chair)	Trustee, President and Chief Executive Officer of the REIT	136,012 (0.23%)	598,294
Gordon G. Lawlor Halifax, Nova Scotia	Executive Vice President, Chief Financial Officer and Secretary	2013	-	Executive Vice President, Chief Financial Officer and Secretary of the REIT	326,552 (0.54%)	667,368

Notes:

- (1) The information as to the number of Voting Units beneficially owned or over which control or direction is exercised is provided to the best of the knowledge of the REIT, as of March 22, 2022.
- (2) Includes Voting Units beneficially owned by Crux Capital Corporation, which are controlled or directed, directly or indirectly, by Peter Aghar, and Voting Units beneficially owned by Lotus Crux Acquisition LP, which are controlled or directed, directly or indirectly, by Peter Aghar and Shenoor Jadavji.
- (3) Includes Voting Units beneficially owned by Lotus Crux Acquisition LP, which are controlled or directed, directly or indirectly, by Shenoor Jadavji and Peter Aghar.

James W. Beckerleg and Gordon G. Lawlor are employees of the REIT since April 1, 2019 and assume the roles of President and Chief Executive Officer and Chief Financial Officer of the REIT, respectively. Other key employees of the REIT include Mark O'Brien (Managing Director, Operations) and Alison Schafer (Director of Finance). Each of James W. Beckerleg, Gordon G. Lawlor, Mark O'Brien and Alison Schafer devote their time exclusively to the REIT.

As a group, as of the date of this AIF, the Trustees and executive officers of the REIT beneficially own, or control or direct, directly or indirectly, 1,944,046 Units or Class B LP Units, representing approximately 3.22% of the issued and outstanding Units or Class B LP Units.

The following biographies set forth the names and experience of each of the Trustees and executive officers of the REIT.

Peter Aghar – Independent Trustee

Peter Aghar is the founder and President of Crux Capital Corporation, a boutique value-add real estate partner, developer and venture capital investor active across Canada. Since 2013, Crux and its partners have purchased, developed or have under development over five million square feet of commercial and residential property. Mr. Aghar has a successful track record of over 25 years as a value-add investor on an institutional scale, having led more than one hundred real estate transactions totaling far in excess of \$10 billion in value. Transactions have consisted of investments in Canada, the United States and internationally, including equity investments, developments, joint ventures, structured and mezzanine debt, open and closed end private equity funds as well as the privatization and launch of several public entities. Mr. Aghar was formerly President and Chief Investment Officer of KingSett Capital and a Managing Director of Institutional Accounts at GE Capital Real Estate. Mr. Aghar is a board member in a variety of companies and investment funds as well as a member of the Young President Organization. He is also a trustee and the chair of the investment committee of Granite Real Estate Investment Trust (TSX: GRT.UN; NYSE: GRP.U). He is a CPA, CMA and is a graduate of the University of Waterloo with an Honors Mathematics Degree.

Vincent Chiara – Independent Trustee

Vincent Chiara, president and sole owner of Groupe Mach Inc. (“**Mach**”), began his career in 1984 as a lawyer specializing in real estate transactions and corporate litigation. In 1999 he ceased practicing law and focused on real estate acquisitions and property development through Mach, a private holding company. Mach and its affiliates hold significant investments representing more than 10.4 million square feet of office buildings located in Montreal and throughout Québec, including the Place Victoria, the CIBC Tower, the Sun Life Building, the *Quartier des Lumières* and the University Complex. Mach also renovated over two million square feet of obsolete office space in the Montreal region. Mach has built, developed and owns shopping centers throughout Québec and Ontario with a leasable area of over 6.5 million square feet. In addition to office and commercial spaces, Mach owns 19.7 million square feet of industrial space, residential and development properties and land for development.

Martin Coté – Independent Trustee

Martin Coté is a founder and managing member of Bluenose AC Investments Inc., an investment vehicle formed in 2013 to invest in real estate in Canada and the United States. Mr. Coté holds an MBA from the Richard Ivey School of Business and a Bachelor's degree from HEC Montreal. Bluenose AC Investments Inc. is the exclusive investment manager and partner to BXR Group for Canadian real estate investments. BXR is a private equity fund based out of Europe. Prior to founding Bluenose AC Investments Inc., Mr. Coté spent five years in the Czech Republic working for RPG Real Estate, a division of BXR Group. During that time, he oversaw the management and development of a 12,000 acre land portfolio as well as an investment in Tower Group A.S., a Danish listed company that owned 10,000 apartments in Germany. He also served as CEO of Tower Group A.S. where his responsibilities included compliance and regulatory matters as well as lender relations. He has also lead the acquisition of over 1,000 units of high quality apartments in Texas in partnership with Venterra Realty, a Toronto based real estate investment and asset manager.

Shenoor Jadavji – Independent Trustee

Founder of Lotus Capital (“**Lotus**”), Ms. Jadavji is responsible for the strategic direction of the firm including capital sourcing and structuring value aligned joint venture investments. She brings over 30 years of experience in real estate transactions totaling more than \$2.5 billion across all real estate classes in major and secondary Canadian markets, as well as select US markets. Since 2012, Lotus has been involved in the acquisition, development, reposition and disposition of 6 million square feet of commercial assets. Outside of her leadership role at Lotus, Ms. Jadavji is

an active and committed member of the community and has served on numerous boards. She is currently serving on the Multi Generational Housing Advisory Board for the Ismaili Community which delivers affordable housing rental and owning options. She also spearheads an advisory committee for the Aga Khan University (“AKU”) focused on developing income producing properties on AKU lands in Sub Saharan Africa and Pakistan.

John Levitt – Independent Trustee and Chairman of the Board of Trustees

From May 2010 until March 2012, John Levitt was an Independent Trustee of CANMARC and served on several committees during his time with CANMARC, including the Audit Committee, the Governance and Nominating Committee, and the Investment Committee. Mr. Levitt is currently a partner at Edev Realty Advisors Inc., which he joined as a partner in 2005, and has over 25 years of experience in the real estate sector. Edev Realty Advisors Inc. is a multi-faceted real estate consulting company offering development management, strategic planning and transaction services to clients. From 1997 until the sale of the corporation in 2005, he was a member of the senior management team of O&Y Properties Corporation with specific responsibility for its acquisition and development programs, which over eight years grew from an asset base of \$250 million to over \$2 billion.

Christine Pound – Independent Trustee

Christine Pound is a partner at the law firm of Stewart McKelvey in Halifax, Nova Scotia, with over 15 years experience practicing primarily in the areas of mergers and acquisitions, banking and finance, corporate governance and commercial law. She advises both private and public companies from a broad range of industries. Ms. Pound has received repeated recognition by Lexpert, Best Lawyers, Acritas and Chambers and Partners. She is a Governor of Acadia University, a member of the Stewart McKelvey partnership board, a lecturer on Business Associations Law at the Schulich School of Law, Dalhousie University and also serves on various not-for-profit boards. She holds a BSc in Biology with Psychology from Acadia University and an LLB from Dalhousie University. Ms. Pound completed the Institute of Corporate Directors Education Program at ICD-Rotman and received her ICD.D designation in 2019.

Ronald E. Smith, FCPA, FCA, ICD.D – Independent Trustee

Ronald E. Smith is a corporate director and highly experienced Board Member with an extensive background in finance, human resources and management consulting across a wide spectrum of industries and enterprises. He currently is the Chair of the Nova Scotia Public Service Superannuation Fund and serves on the Board of Covalon Technologies Ltd., a TSXV listed entity. For 10 years, from 2002 to 2012, he was a member of the Canada Pension Plan Investment Board, which manages over \$200 billion of assets. Over the last 30 years, he has served on boards and audit committees of seven Canadian public companies and was a member of the Advisory Board of Southwest Properties Ltd. He has also served on various not-for-profit boards and committees. From 2000 to 2004, he was Chief Financial Officer of Emera Inc., a publicly-traded energy company. From 1987 to 1999, he was Chief Financial Officer of Maritime Telegraph and Telephone Company Limited (“MTT”), a predecessor of Bell Aliant Inc. Prior to MTT, he had a 16 year career at Ernst & Young including as a Partner in financial recovery and insolvency consulting in real estate, construction, financial services, and a variety of other industries. He is a member of the Institute of Corporate Directors and is a Fellow of the Institute of Chartered Accountants of Nova Scotia.

James W. Beckerleg – Trustee, President and Chief Executive Officer

From May 2010 until March 2012, James W. Beckerleg was the President and Chief Executive Officer of CANMARC. From 1995 to 2010, Mr. Beckerleg was President of Belwest Capital Management Corp., a private consulting firm which provided consulting and management services in the area of strategic advice and planning, corporate finance, mergers and acquisitions to various clients, including but not limited to, Homburg Canada Inc., a private international real estate management company. From 2005 to 2009, Mr. Beckerleg also served as Executive Vice-President, Québec Region for Homburg Canada Inc. Mr. Beckerleg has many years of experience in corporate finance, mergers and acquisitions and has served as an executive and director of several public companies, including CANMARC and several other companies in the real estate sector. Until the internalization of the REIT’s asset management function in 2019, Mr. Beckerleg was also a principal of the Manager. He has a B.Sc. (Mathematics) from McGill University (Montréal, Québec) and an MBA from Concordia University (Montréal, Québec).

Gordon G. Lawlor, CPA, CA – Chief Financial Officer and Corporate Secretary

From May 2010 until March 2012, Gordon G. Lawlor was the Executive Vice President, Chief Financial Officer and Secretary of CANMARC. From 2005 to 2010, Mr. Lawlor held senior management positions, including that of Chief Financial Officer, with a private international real estate management company. After graduating from Saint

Mary's University (Halifax, Nova Scotia) in 1988 with a Bachelor of Science (Mathematics), he began working with a chartered accounting firm, receiving his Chartered Accountant designation in 1994. Prior to CANMARC and the other real estate management company, Mr. Lawlor spent seven years at Emera Inc., a publicly traded utility company where he served in a number of senior management positions, including Director of Finance.

Governance and Board of Trustees

The Declaration of Trust provides that, subject to certain conditions, the Trustees have absolute and exclusive power, control and authority over the properties and assets and the affairs of the REIT, as if the Trustees were the sole owners of such properties and assets. The governance practices, investment guidelines and operating policies of the REIT are overseen by a Board of Trustees consisting of a minimum of three (3) and a maximum of twelve (12) Trustees, a majority of whom must be Canadian residents. The REIT must also have at all times have a majority of Trustees who are Independent Trustees provided, however, that if at any time a majority of the Trustees are not independent because of the death, resignation, bankruptcy, adjudicated incompetence, removal or change in circumstance of any Trustee who was an Independent Trustee, this requirement shall not be applicable for a period of 60 days thereafter, during which time the remaining Trustees shall appoint a sufficient number of Trustees who qualify as "independent" to comply with this requirement.

The mandate of the Board of Trustees is one of stewardship and oversight of the REIT and its business. In fulfilling its mandate, the Board of Trustees adopted a written charter setting out its responsibility, among other things, for (i) participating in the development of and approving a strategic plan for the REIT; (ii) supervising the activities and managing the investments and affairs of the REIT; (iii) approving major decisions regarding the REIT; (iv) defining the roles and responsibilities of management and determining executive compensation upon the recommendation of the Governance and Compensation Committee; (v) reviewing and approving the business and investment objectives to be met by management; (vi) assessing the performance of and overseeing management; (vii) reviewing the REIT's debt strategy; (viii) identifying and managing risk exposure; (ix) ensuring the integrity and adequacy of the REIT's internal controls and management information systems; (x) succession planning; (xi) establishing committees of the Board of Trustees, where required or prudent, and defining their mandate; (xii) maintaining records and providing reports to Unitholders; (xiii) ensuring effective and adequate communication with Unitholders, other stakeholders and the public; (xiv) determining the amount and timing of distributions to Unitholders; (xv) acting for, voting on behalf of and representing the REIT as a holder of securities of PROREIT LP; and (xvi) voting in favour of the REIT's nominees to serve as directors of PROREIT GP.

The Board of Trustees has adopted a written position description for the Chairman of the Board of Trustees which sets out the Chairman's key responsibilities, including duties relating to setting Board of Trustees meeting agendas, chairing meetings of Unitholders, Trustee development and communicating with Unitholders and regulators. The Board of Trustees also adopted a written position description for each of the committee chairs which sets out each of the committee chair's key responsibilities, including duties relating to setting committee meeting agendas, chairing committee meetings and working with the respective committee and management to ensure, to the greatest extent possible, the effective functioning of each committee. These descriptions are considered by the Board of Trustees for approval annually.

The REIT has adopted a written the Code of Conduct that applies to all Trustees, officers and management of the REIT and its Subsidiaries. The objective of the Code of Conduct is to provide guidelines for maintaining the integrity, reputation, honesty, objectivity and impartiality of the REIT and its Subsidiaries. The Code of Conduct addresses conflicts of interest, protecting the REIT's assets, confidentiality, fair dealing with security holders, competitors and employees, insider trading, compliance with laws and reporting any illegal or unethical behaviour. As part of the Code of Conduct, any person subject to the Code of Conduct is required to avoid or fully disclose interests or relationships that are harmful or detrimental to the REIT's best interests or that may give rise to real, potential or the appearance of conflicts of interest. The Board of Trustees has the ultimate responsibility for the stewardship of the Code of Conduct. The Code of Conduct is available on SEDAR at www.sedar.com.

The standard of care and duties of the Trustees provided in the Declaration of Trust is similar to those imposed on directors of a corporation governed by the CBCA. Accordingly, each Trustee is required to exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of the REIT and the holders of Units and Special Voting Units and, in connection therewith, to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Declaration of Trust provides that each Trustee is entitled to indemnification from the REIT in respect of the exercise of the Trustee's powers and the discharge of the Trustee's duties, provided that the Trustee acted honestly and in good faith with a view to the best

interests of the REIT and the holders of Units and Special Voting Units or, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, where the Trustee had reasonable grounds for believing that his or her conduct was lawful.

Committees of the Board of Trustees

Pursuant to the Declaration of Trust, the Board has established four committees: the Audit Committee, the Governance and Compensation Committee, the Nominating Committee and the Investment Committee. The Declaration of Trust requires that the Governance and Compensation Committee and the Audit Committee be composed of at least three Trustees, a majority of whom must be Independent Trustees. The Declaration of Trust requires that a majority of the Trustees on each of these committees be residents of Canada. Each member of a committee shall serve on such committee until such member resigns from such committee or otherwise ceases to be a Trustee.

Audit Committee

The Declaration of Trust provides that the Chair of the Audit Committee shall be a resident of Canada. The Board of Trustees has adopted a written charter for the Audit Committee, a copy of which is attached as Schedule A to this AIF, which provides that the Audit Committee shall assist the Board of Trustees in fulfilling its oversight responsibilities with respect to financial reporting, including:

- (a) reviewing the REIT's procedures for internal control with the REIT's auditors and Chief Financial Officer;
- (b) reviewing and approving the engagement of the auditors;
- (c) reviewing annual and quarterly financial statements and all other material continuous disclosure documents, including the REIT's annual information form and management's discussion and analysis;
- (d) assessing the REIT's financial and accounting personnel;
- (e) assessing the REIT's accounting policies;
- (f) reviewing the REIT's risk management procedures; and
- (g) reviewing any significant transactions outside the REIT's ordinary course of business and any pending litigation involving the REIT.

The Audit Committee has direct communication channels with the Chief Financial Officer of the REIT and the external auditors of the REIT to discuss and review such issues as the Audit Committee may deem appropriate.

The Audit Committee is comprised of Ronald E. Smith (who serves as Chair), Peter Aghar and Martin Coté. Each of these individuals is Financially Literate and is "independent" within the meaning of National Instrument 52-110 – Audit Committees. Each of these individuals is an Independent Trustee. Each member of the Audit Committee possesses considerable education and experience relevant to the performance of his responsibilities as an Audit Committee member. For the education and experience of each member of the Audit Committee, see "Trustees and Executive Officers of the REIT - Trustees and Executive Officers".

Pre-Approval Policies and Procedures

The charter of the Audit Committee requires that all non-audit services to be provided to the REIT or any of its subsidiaries by the external auditors or any of their Affiliates which are not covered by pre-approval policies and procedures approved by the Audit Committee shall be subject to pre-approval by the Audit Committee.

Auditors' Fees

The aggregate fees billed by MNP S.E.N.C.R.L., s.r.l., the REIT's external auditor, or fees accrued by the REIT in 2021 and 2020 for professional services, are presented below:

	Year ended December 31, 2021	Year ended December 31, 2020
Audit fees⁽¹⁾		
Audit fees	\$ 186,200	\$ 169,675
Review of interim financial statements	\$ 101,918	\$ 106,270
Audit-related fees⁽²⁾		
Prospectus related fees	\$ 61,512	\$ -
Tax fees⁽³⁾		
Tax preparation and compliance	\$ 46,200	\$ 53,500
SUBTOTAL	\$ 395,829	\$ 329,445
All other fees⁽⁴⁾		
Certification compliance assistance ⁽⁵⁾	\$ -	\$ 27,798
Other ⁽⁶⁾	\$ 38,182	\$ 23,825
TOTAL	\$ 434,011	\$ 381,068

Notes:

- (1) "Audit fees" include the aggregate professional fees paid to the external auditor for the audit of the annual consolidated financial statements and other regulatory audits and filings. These include fees for the review of interim financial statements and management's discussion and analysis, and the translation of financial statements and management's discussion and analysis for the applicable periods.
- (2) "Audit-related fees" include the aggregate fees paid to the external auditor for services related to the audit services, including namely services provided in connection with the REIT's prospectus offerings during the applicable year, including the comforting procedures of the REIT's management's discussion and analysis for the applicable periods.
- (3) "Tax fees" include the aggregate fees paid to the external auditor for tax compliance and tax preparation services.
- (4) "All other fees" include the aggregate fees paid to the external auditor for all other services other than those presented in the categories of audit fees, audit-related fees and tax fees.
- (5) "Certification compliance assistance" includes certification compliance assistance fees for services provided in connection with the implementation by the REIT of additional disclosure controls and procedures and internal control over financial reporting procedures.
- (6) "Other" includes the review of the financial statements of PROREIT LP, audit committee preparation work, general sales tax questions, review of matters in connection with transactions of the REIT, and a cyber security assessment.

Governance and Compensation Committee

The Declaration of Trust requires the Board of Trustees to have a Governance and Compensation Committee consisting of at least three Trustees. The Declaration of Trust provides that the Chair of the Governance and Compensation Committee shall be a resident of Canada. The Governance and Compensation Committee is charged with reviewing, overseeing and evaluating the governance policies of the REIT. The Board of Trustees has adopted a written charter for the Governance and Compensation Committee setting out its responsibilities for:

- (a) assessing annually, and at such other times as it deems appropriate, the effectiveness of the Board of Trustees, each of its committees and individual Trustees;
- (b) organizing an orientation and education program for new Trustees;
- (c) considering and approving proposals by the Trustees to engage outside advisers on behalf of the Board of Trustees as a whole or on behalf of the Independent Trustees; and
- (d) reviewing and making recommendations to the Board of Trustees concerning any change in the number of Trustees composing the Board of Trustees, annually and at such other times as it deems appropriate.

The Governance and Compensation Committee is charged with reviewing, overseeing and evaluating the compensation policies of the REIT. In addition, the Board of Trustees has adopted a written charter for the Governance and Compensation Committee setting out its responsibilities for:

- (a) considering questions of management succession;
- (b) administering any unit option or purchase plan of the REIT and any other compensation incentive programs;
- (c) assessing the performance of management of the REIT;
- (d) reviewing and approving the compensation paid by the REIT, if any, to the officers, advisers and consultants of the REIT; and
- (e) reviewing and making recommendations to the Board of Trustees concerning the level and nature of the compensation payable to Trustees and officers of the REIT.

The Governance and Compensation Committee is comprised of Ronald E. Smith, who acts as Chair of the Committee, and John Levitt, each of whom is an Independent Trustee, as required by the charter of the Governance and Compensation Committee. A third Independent Trustee will be appointed to the Governance and Compensation Committee to fill the vacancy resulting from the passing of one of its members. For the education and experience of each member of the Governance and Compensation Committee, see “Trustees and Executive Officers of the REIT – Trustees and Executive Officers”.

Nominating Committee

The Declaration of Trust requires the Board of Trustees to have a Nominating Committee consisting of at least three Trustees. The Declaration of Trust provides that the Chair of the Nominating Committee shall be a resident of Canada. The Nominating Committee is charged with reviewing, overseeing and evaluating the nominating policies of the REIT. The Board of Trustees has adopted a written charter for the Nominating Committee setting out its responsibilities for overseeing the recruitment and selection of candidates as Trustees of the REIT.

The Nominating Committee is comprised of Ronald E. Smith, who acts as Chair of the Committee, and John Levitt, each of whom is an Independent Trustee, as required by the charter of the Nominating Committee. A third Independent Trustee will be appointed to the Nominating Committee to fill the vacancy resulting from the passing of one of its members. For the education and experience of each member of the Nominating Committee, see “Trustees and Executive Officers of the REIT – Trustees and Executive Officers”.

Investment Committee

The Declaration of Trust requires the Board of Trustees to have an Investment Committee consisting of at least three Trustees, each of whom must have substantial experience in the real estate industry, as determined by the Board of Trustees. The Investment Committee shall (i) approve or reject proposed acquisitions and dispositions of investments by the REIT; (ii) authorize proposed transactions; and (iii) approve all financing arrangements and the assumption or granting of any mortgage other than the renewal of any existing mortgage by any of the REIT’s Subsidiaries.

The Investment Committee is comprised of James W. Beckerleg, who acts as Chair of the Investment Committee, Vincent Chiara, Shenoor Jadavji, John Levitt and Martin Coté. For the education and experience of each member of the Investment Committee, see “Trustees and Executive Officers of the REIT – Trustees and Executive Officers”.

Conflicts of Interest

The Declaration of Trust contains “conflict of interest” provisions similar to those contained in the CBCA to protect holders of Voting Units without creating undue limitations on the REIT.

Given that the Trustees and officers of the REIT are engaged in a wide range of real estate and other activities, the Declaration of Trust requires each of the Trustees or officers of the REIT to disclose to the REIT if he or she is a party to a material contract or transaction or proposed material contract or transaction with the REIT or the fact that such person is a director or officer of or otherwise has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with the REIT. Such disclosure is required to be made by a Trustee (i) at the first meeting of the Board of Trustees, Investment Committee or applicable committee, as the case may be, at which a proposed contract or transaction is considered; (ii) if the Trustee was not then interested in a proposed contract or transaction, at the first such meeting after a Trustee becomes so interested; (iii) if the Trustee becomes interested after a contract is made or a transaction is entered into, at the first such meeting after the Trustee becomes so interested; or (iv) at the first meeting after an interested party becomes a Trustee. Disclosure is required to be made by an officer (i) as soon as the officer becomes aware that a contract or transaction or proposed contract or transaction is to be, or has been, considered by the Trustees; (ii) as soon as the officer becomes aware of his or her interest in a contract or transaction; or (iii) if not currently one of the REIT’s officers, as soon as such person becomes one of the REIT’s officers.

In the event that a material contract or transaction or proposed material contract or transaction is one that in the ordinary course would not require approval by the Trustees or holders of Voting Units, that Trustee or officer is required to disclose in writing to the Trustees or request to have entered into the minutes of the meeting of the Trustees the nature and extent of his or her interest forthwith after the Trustee or officer becomes aware of the contract or transaction or proposed contract or transaction. In any case, a Trustee who has made disclosure to the foregoing effect is not entitled to vote on any resolution to approve the contract or transaction unless the contract or transaction is one relating primarily to his or her remuneration for serving as a Trustee, officer, employee or agent or one for indemnity under the indemnity provisions of the Declaration of Trust or the purchase of liability insurance.

The Declaration of Trust contains provisions to address potential conflicts of interest arising between the REIT and any related party. In particular, the Trustees are required to obtain a valuation in respect of any real property that PROREIT LP or its Subsidiaries intend to purchase from or sell to a related party prepared by a valuator engaged by, and prepared under the supervision of, a committee of two or more Independent Trustees who have no interest in such transaction. In addition, the REIT will not permit PROREIT LP to effect a transaction with a related party unless the transaction is determined to be on commercially reasonable terms by, and is approved by, a majority of the Independent Trustees who have no interest in such transaction.

See “Risk Factors - Risks Relating to the REIT - Potential Conflicts of Interest” for a discussion of the risks of potential conflicts of interest. The Trustees are required to comply with the relevant provisions of the Declaration of Trust regarding conflicts of interest.

Independent Trustee Matters

In addition to requiring the approval of a majority of Trustees, the Declaration of Trust provides that the following matters require the approval of a majority of the Independent Trustees (within the meaning of the Declaration of Trust) who have no interest in the matter to become effective:

- (a) relating to an acquisition or disposition of a property or an investment in a property, whether by co-investment or otherwise, in which any related party has any direct or indirect interest;
- (b) a material change to any of the Material Agreements (as defined in the Declaration of Trust) or any renewal, extension or termination thereof or any increase in any fees payable thereunder (including transaction fees) or permitting PROREIT LP to do any of the foregoing;
- (c) to enter into, or to waive, exercise or enforce any rights or remedies under, any agreement entered into by the REIT or any of its subsidiaries, or to make, directly or indirectly, any co-investment, in each case with (i) any Trustee; (ii) any entity directly or indirectly controlled by any Trustee or in which any Trustee holds a significant interest; or (iii) any entity for which any Trustee acts as a director or in another similar capacity or permitting PROREIT LP to do any of the foregoing;

- (d) relating to any claims by or against one or more parties to any of the Material Agreements (as defined in the Declaration of Trust), or any related party;
- (e) relating to the refinancing, increase or renewal of any indebtedness owed by or to (i) any Trustee; (ii) any entity directly or indirectly controlled by any Trustee or in which any Trustee holds a significant interest;
- (f) any entity for which any Trustee acts as a director or in another similar capacity or permitting PROREIT LP to do any of the foregoing;
- (g) to grant Units under any unit incentive or unit compensation plan approved by the Trustees and, if required, by the unitholders or awarding any right to acquire or other right or interest in the Units or securities convertible into or exchangeable for Units under any plan approved by the Trustees and, if required, by the Unitholders;
- (h) recommending to the holders of the Units and Special Voting Units to increase the number of Trustees serving on the board of Trustees or authorizing the Trustees to change the number of Trustees from time to time; and
- (i) a change to the compensation of any officer of the REIT.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the REIT, no Trustee or executive officer of the REIT is, as at the date of this AIF, or was within 10 years before the date of this AIF, a trustee, a director, chief executive officer or chief financial officer of any company (including the REIT), that: (a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied such company access to any exemption under securities legislation (each an “**Order**”) that was issued while the Trustee or executive officer was acting in the capacity as trustee, director, chief executive officer or chief financial officer, or (b) was subject to an Order that was issued after the Trustee or executive officer ceased to be a trustee, director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as trustee, director, chief executive officer or chief financial officer.

To the knowledge of the REIT, no Trustee or executive officer of the REIT, or a Unitholder holding a sufficient number of securities of the REIT to affect materially the control of the REIT, (a) is, as at the date of this AIF, or has been within the 10 years before the date of this AIF, a trustee, director or executive officer of any company (including the REIT) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within the 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the trustee, director, executive officer or Unitholder.

To the knowledge of the REIT, no Trustee or executive officer of the REIT, or a Unitholder holding a sufficient number of securities of the REIT to affect materially the control of the REIT has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

INVESTMENT GUIDELINES AND OPERATING POLICIES

Investment Guidelines

The Declaration of Trust provides that the property and assets of the REIT may be invested only in accordance with the following investment guidelines:

- (a) the REIT may only invest, directly or indirectly, in interests in income-producing real estate located primarily in Canada and assets ancillary thereto necessary for the ownership or utilization of such real estate and such other activities as are consistent with the other investment guidelines of the REIT;
- (b) notwithstanding anything else contained in the Declaration of Trust or these investment guidelines or the operating policies of the REIT, the REIT will not make investments, including direct or indirect investments in operating businesses, or take or omit to take any action that could result in: (i) the Units being disqualified for investment by registered retirement savings plans, registered retirement income funds, registered education savings plans, registered disability savings plans, tax-free savings accounts or deferred profit-sharing plans; (ii) the REIT or any Subsidiary being liable under the Tax Act to pay a tax imposed under paragraph 122(1)(b) or the REIT being liable to pay tax under Part XII.2 of the Tax Act; or (iii) the REIT ceasing to qualify as a “mutual fund trust”, “real estate investment trust” or a “registered investment” for purposes of the Tax Act or a Subsidiary ceasing to meet the conditions in paragraphs (a) to (d) of the definition of “real estate investment trust”;
- (c) the REIT may invest in units of PROREIT LP and shares of PROREIT GP, amounts receivable in respect of such units and shares, in cash and similar deposits in a Canadian chartered bank or trust company and, subject to paragraph (b) above, such other investments as the Trustees deem advisable from time to time;
- (d) the REIT may, directly or indirectly, invest in a joint venture arrangement for purposes of owning interests or investments otherwise permitted to be held by the REIT, provided that the terms and conditions of any such joint venture arrangement are commercially reasonable;
- (e) except for temporary investments held in cash, deposits with a Canadian chartered bank or trust company registered under the laws of a province of Canada, short-term government debt securities or money market instruments maturing prior to one year from the date of issue and except as permitted pursuant to the investment guidelines and operating policies, the REIT may not hold securities of a Person other than to the extent such securities would constitute an investment or an interest in real or immovable property and provided that, notwithstanding the Declaration of Trust, the REIT may acquire securities of other real estate investment trusts or real estate operating companies;
- (f) the REIT shall not invest in rights to or interests in mineral or other natural resources, including oil or gas, except as incidental to an investment in real property;
- (g) the REIT shall not invest, directly or indirectly, in operating businesses unless such investment is an indirect investment and is incidental to a transaction: (i) where revenue will be derived, directly or indirectly, principally from real property; or (ii) which principally involves the ownership, maintenance, development, improvement, leasing or management, directly or indirectly, of real or immovable property (in each case as determined by the Trustees);
- (h) the REIT shall not invest in raw land for development, except (i) for existing properties with additional development or properties adjacent to properties of the REIT for the purpose of renovation or expansion of properties, or (ii) in connection with the development of new properties which will be capital property of the REIT, provided the aggregate value of investments in raw land, excluding raw land under development and after giving effect to the proposed investment, will not exceed 5% of Gross Book Value;
- (i) the REIT may invest in mortgages and mortgage bonds and similar instruments where: (i) the real property which is security therefor is income producing and meets the investment guidelines; and (ii) the aggregate book value of the investments in such mortgages, mortgage bonds and similar investments after giving effect to the proposed investment, will not exceed 15% of Gross Book Value; and

- (j) subject to paragraph (b), the REIT may invest an amount (which, in the case of an amount invested to acquire real property is the purchase price less the amount of any debt incurred or assumed in connection with such investment) up to 15% of Gross Book Value in investments which do not comply with one or more of paragraphs (a), (d), (e), (g) and (h).

For the purpose of the foregoing investment guidelines, the assets and liabilities of a corporation or other entity wholly or partially-owned by the REIT will be deemed to be those of the REIT on a proportionate consolidation basis. In addition, any references in the foregoing investment guidelines to investment in real property will be deemed to include an investment in a joint venture arrangement that invests in real property.

Operating Policies

The Declaration of Trust provides that the operations and affairs of the REIT are to be conducted in accordance with the following operating policies and that the REIT will not permit any Subsidiary to conduct its operations and affairs other than in accordance with the following operating policies:

- (a) the REIT shall not purchase, sell, market or trade in currency or interest rate futures contracts otherwise than for hedging purposes;
- (b) (i) any written instrument creating an obligation which is or includes the granting by the REIT of a mortgage; and (ii) 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 Voting 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 Voting Units or officers, employees or agents of the REIT, but that only property of the REIT or a specific portion thereof is bound;
- (c) the REIT may engage in construction or development of real property: (i) to maintain its real properties in good repair or to improve their income producing potential of properties in which the REIT has an interest and (ii) to develop new properties that will be capital properties of the REIT on completion, provided that the aggregate value of investments in properties under development, after giving effect to the proposed investment in the construction or development, will not exceed 15% of Gross Book Value;
- (d) title to each real property shall be held by and registered in name of the REIT, the Trustees or a corporation or other entity wholly-owned, directly or indirectly, by the REIT or PROREIT LP or jointly-owned, directly or indirectly, by the REIT or PROREIT LP, with joint venturers;
- (e) the REIT shall not incur or assume any indebtedness if, after giving effect to the incurrence or assumption of such indebtedness, the total indebtedness of the REIT would be more than 70% of Gross Book Value following the investment. “**Indebtedness**” means on a consolidated basis: (i) any obligation of the REIT for borrowed money (other than the impact of any net discount or premium on Indebtedness at the time assumed from vendors of properties at rates of interest less or greater than, respectively, fair value and any undrawn amounts under any acquisition or operating facility); (ii) any obligation of the REIT (other than the impact of any net discount or premium on Indebtedness at the time assumed from vendors of properties at rates of interest less or greater than, respectively, fair value and any undrawn amounts under any acquisition or operating facility) incurred in connection with the acquisition of property, assets or businesses other than the amount of future income tax liability arising out of indirect acquisitions; (iii) any obligation of the REIT issued or assumed as the deferred purchase price of property; (iv) any capital lease obligation of the REIT; and (v) any obligation of the type referred to in subsections (i) through (iv) of another person, the payment of which the REIT has guaranteed or for which the REIT is responsible or liable, other than such an obligation in connection with a property that has been disposed of by the REIT for which the purchaser has assumed such obligation and provided the REIT with an indemnity or similar arrangement therefor; (A) for the purposes of subsections (i) through (iv), an obligation (other than convertible debentures) will constitute Indebtedness only to the extent that it would appear as a liability on the consolidated balance sheet of the REIT in accordance with IFRS, (B) obligations referred to in subsections (i) through (iii) exclude trade accounts payables, security deposits, distributions payable to Unitholders and accrued liabilities arising in the ordinary course of business, (C) convertible debentures will constitute Indebtedness to the extent of the principal amount thereof outstanding; and (D) Units and exchangeable securities, including Class B LP Units, will not constitute Indebtedness;

- (f) the REIT shall not incur or assume any indebtedness (other than by the assumption of existing indebtedness and the renewal, extension or modification thereof from time to time) or renew or refinance any indebtedness under a mortgage on any of the real property (other than on raw land and/or land under development and/or assumed debt) of the REIT where (i) in the case of an individual property, the total amount of indebtedness, excluding operating lines, secured by mortgages on such property exceeds 75% of the market value of such individual property; or (ii) in the case of more than one property or a pool or portfolio of properties, the total amount of indebtedness, excluding operating lines, secured by mortgages on such properties exceeds 75% of the market value of such properties on an aggregate basis;
- (g) the REIT shall not directly or indirectly guarantee any indebtedness or liabilities of any kind of a third party, except indebtedness or liabilities assumed or incurred by an entity in which the REIT holds an interest or by an entity jointly owned by the REIT with joint venturers where such indebtedness, if granted by the REIT directly, may in the sole discretion of the Trustees cause the REIT to contravene its investment guidelines or operating policies;
- (h) the REIT shall directly or indirectly obtain and maintain at all times property insurance coverage in respect of potential liabilities of the REIT and accidental loss of value of assets from risks; and
- (i) the REIT shall obtain or review a Phase I environmental site assessment of each real property to be acquired, and, if a Phase I environmental site assessment report recommends further environmental site assessment, the REIT shall have conducted such further assessment by independent and experienced environmental consultant as a condition to any acquisition, and such assessments shall be satisfactory to the Trustees.

For the purpose of the foregoing operating policies, the assets and liabilities of a corporation or other entity wholly or partially-owned by the REIT will be deemed to be those of the REIT on a proportionate consolidation basis. In addition, any references in the foregoing operating policies to investment in real property will be deemed to include an investment in a joint venture arrangement that invests in real property.

Amendments to Investment Guidelines and Operating Policies

Pursuant to the Declaration of Trust, the investment guidelines set out under the heading “Investment Guidelines” and the operating policies set out under the heading “Operating Policies” may be amended only with the approval of two-thirds of the votes cast by Unitholders at a meeting of Unitholders called for such purpose. If at any time a government or regulatory authority having jurisdiction over the REIT or any property or assets of the REIT shall enact any law, regulation or requirement which is in conflict with any investment guideline of the REIT then in force, such guideline in conflict will, if the Trustees on the advice of legal counsel to the REIT so resolve, be deemed to have been amended to the extent necessary to resolve any such conflict and any such resolution of the Trustees will not require the prior approval of the Unitholders. A majority of the Trustees, including a majority of the Independent Trustees, may also, without the approval of the Unitholders, make certain amendments to the Declaration of Trust. See “Description of the Trust and Description of the Securities – Amendments to Declaration of Trust and Special Approvals”.

Subject to the foregoing, the Board of Trustees and Investment Committee will review the investment guidelines and operating policies from time to time with a view of ensuring that these investment guidelines and operating policies remain consistent with the growth and needs of the REIT.

DISTRIBUTION POLICY

The following outlines the distribution policy that has been adopted by the REIT. Determinations as to the amounts actually distributable will be made in the sole discretion of the Trustees.

Distribution Policy

The Board of Trustees adopted a distribution policy pursuant to which the REIT makes monthly cash distributions to Unitholders and holders of Class B LP Units (subject to an election by Unitholder to utilize the DRIP described below) currently equal to \$0.0375 per Unit or Class B LP Unit, as applicable, representing \$0.45 per unit on an annualized basis.

Management of the REIT believes that the distributions of \$0.45 per Unit or Class B LP Unit, as applicable, on an annualized basis, currently set by the REIT allows the REIT to meet its internal funding needs, while being able to eventually support stable growth in cash distributions. However, subject to compliance with the Declaration of Trust, the actual annual distributions and related payout ratio will be determined by the Trustees in their discretion. Pursuant to the Declaration of Trust, the Trustees have full discretion respecting the timing and amounts of distributions including the adoption, amendment or revocation of any distribution policy. It is the REIT's current 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 ordinary income taxes on such income. Any increase or reductions in the percentage of AFFO to be distributed to Unitholders will result in a corresponding increase or decrease in distributions on Class B LP Units. Cash distributions are not assured. See "Risk Factors – Risks Relating to the Units – Cash Distributions Are Not Guaranteed".

Unitholders of record as at the close of business on the last business day of the month preceding the date of distribution will have an entitlement on and after that day to receive distributions in respect of that month on such date of distribution. Distributions may be adjusted for amounts paid in prior periods if the actual AFFO for the prior periods is greater than or less than the estimates for the prior periods. Under the Declaration of Trust and pursuant to the distribution policy of the REIT, where the REIT's cash is not sufficient to make payment of the full amount of a distribution, such payment will, to the extent necessary, be distributed in the form of additional Units.

Distribution History

From the completion of the public offering on November 18, 2013 to April 2020, the REIT paid monthly distributions of \$0.0525 per Unit (on a post-Consolidation basis) to Unitholders, except for the first distribution which represented the stub period of November 26, 2013 to December 31, 2013 and accordingly consisted of a distribution to Unitholders in the amount of \$0.0594 per Unit (on a post-Consolidation basis). The REIT announced in April 2020 the revision of its monthly distributions to \$0.0375 per Unit, to allow for a reduction of the REIT's debt and for flexibility in allocating capital. The REIT intends to make subsequent monthly distributions in the estimated amount of \$0.0375 per Unit.

PROREIT LP is the primary source of cash flow to fund distributions to Unitholders. PROREIT LP retained the discretion to make unequal distributions to account for expenses incurred or income earned by the REIT so that distributions to be made to holders of Class B LP Units will be economically equivalent, to the greatest extent possible, to the distributions that a holder of Class B LP Units would have received if it was holding Units instead of Class B LP Units.

Distribution Reinvestment Plan

The REIT has implemented the DRIP, which has been suspended in April 2020 in response to the stock market volatility caused by the COVID-19 pandemic. Until its suspension in April 2020, the DRIP provided that Unitholders and holders of Class B LP Units could elect to have all cash distributions of the REIT and PROREIT LP automatically reinvested in additional Units at a price per Unit calculated by reference to the weighted average trading price of the Units on the TSX for the five trading days immediately preceding the relevant date of distribution. At the discretion of the REIT, Unitholders and holders of Class B LP Units who so elected were receiving a further distribution of Units equal in value to 3% of each distribution that was reinvested by such Unitholder. No brokerage commission was payable in connection with the purchase of Units under the DRIP and all administrative costs were borne by the REIT. Cash undistributed by the REIT upon the issuance of additional Units under the DRIP were invested in the REIT to be used for future property acquisitions, capital improvements and working capital. Unitholders resident outside of Canada were not entitled to participate in the DRIP. Upon ceasing to be a resident of Canada, a Unitholder was

required to terminate the Unitholder's participation in the DRIP. Upon reinstatement of the DRIP, as applicable, plan participants enrolled in the DRIP at the time of its suspension and who remain enrolled at the time of the reinstatement will automatically resume participation in the DRIP.

Tax Deferral on Distributions

The REIT estimates that, of the monthly cash distributions to be made by the REIT to Unitholders, approximately 100% in 2022 will be tax deferred by reason of the REIT's ability to claim capital cost allowance and certain other deductions. Such estimate is based on the facts set out in this AIF, the provisions of the Tax Act in force at the date hereof, current publicly available published administrative policies and assessing practices of CRA and the Tax Proposals. The adjusted cost base of Units held by a Unitholder will generally be reduced by such non-taxable portion of distributions made to the Unitholder (other than the non-taxable portion of certain capital gains). A Unitholder will generally realize a capital gain to the extent that the adjusted cost base of the Unitholder's Units would otherwise be a negative amount, notwithstanding that the Unitholder has not sold any Units. The composition for tax purposes may change over time thus affecting the after-tax return to a Unitholder.

DESCRIPTION OF THE TRUST AND DESCRIPTION OF THE SECURITIES

General

The following is a summary of certain terms of the Declaration of Trust which is qualified in its entirety by reference to the text of the Declaration of Trust.

The REIT is an unincorporated open-ended real estate investment trust established pursuant to the Declaration of Trust under, and governed by, the laws of the Province of Ontario. Although the REIT qualifies as a "mutual fund trust" as defined in the Tax Act, the REIT is not a "mutual fund" as defined by applicable securities 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.

Units, Special Voting Units and Other Securities

The REIT is authorized to issue an unlimited number of Units and an unlimited number of Special Voting Units. Issued and outstanding Units and Special Voting Units may be subdivided or consolidated from time to time by the Trustees without the approval of the Unitholders.

Units

No Unit has any preference or priority over another. No Unitholder has or will be deemed to have any right of ownership in any of the properties or assets of the REIT. Each Unit represents an equal interest in the REIT with all other outstanding Units and confers the right to one vote at any meeting of Unitholders and to participate *pro rata* in any distributions by the REIT and, in the event of termination of the REIT, in the net assets of the REIT remaining after satisfaction of all liabilities. Units will be fully paid and non-assessable when issued and are transferable. Except as set out under "Description of the Trust and Description of the Securities – Redemption Right" and "Description of the Trust and Description of the Securities – Issuance of Units", the Units have no conversion, retraction, redemption or pre-emptive rights. Fractional Units, if any, will be issued on any consolidation but fractional Units will not entitle the holders thereof to vote.

The Units are not shares in the REIT and, although the protections, rights and remedies set out in the Declaration of Trust are substantially similar, Unitholders do not have statutory rights of shareholders of a corporation incorporated under the CBCA including, for example, "dissent rights" in respect of certain corporate transactions and fundamental changes, the right to apply to a court to order the liquidation or dissolution of the REIT, and the right to bring "oppression" or "derivative" actions.

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 such securities. A Special Voting Unit will be issued in tandem with each Class B LP Unit issued. Holders of Special Voting

Units will not be entitled to receive a certificate evidencing ownership of such units. Special Voting Units are not transferable separately from the Class B LP Units issued in tandem with them and will be automatically transferred upon the transfer of such Class B LP Units. Each Special Voting Unit entitles the holder of record thereof to a number of votes at any meetings of the Unitholders or in respect of any written resolution of the Unitholders equal to the number of Units which may be obtained upon the surrender of the Class B LP Unit. As Class B LP Units are surrendered for Units or redeemed or purchased for cancellation by PROREIT LP, the corresponding Special Voting Units will be automatically redeemed by the REIT for a nominal amount and will be automatically cancelled, and the former holder of such Special Voting Unit will cease to have any rights with respect thereto.

Other Securities

Pursuant to the LTIP, the REIT 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 LTIP. As of December 31, 2021, 1,217,483 Deferred Units and 429,721 Restricted Units were outstanding.

Meetings of Unitholders

The Declaration of Trust provides that annual meetings of Unitholders are required to be called and held for the election of Trustees, for the appointment or change of the auditors of the REIT and to transact such other business as the Trustees may determine or as may properly be brought before the meeting. The Trustees will have the power at any time to call special meetings of Unitholders for the purpose of (i) the approval of amendments to the Declaration of Trust (except as described below under “Amendments to Declaration of Trust and Special Approvals”); (ii) the sale of the assets of the REIT as an entirety or substantially as an entirety or the sale of all or substantially all of the assets of PROREIT LP (other than as part of an internal reorganization of the assets of the REIT or PROREIT LP as approved by the Trustees); (iii) the termination of the REIT; (iv) generally, any other matter which requires a resolution of Unitholders; and (v) for the transaction of any other business as the Trustees may determine or as may be properly brought before the meeting. All meetings of Unitholders must be held in Canada.

A meeting of Unitholders may be convened at any time and for any purpose by the Trustees and must be convened, except in certain circumstances, if requisitioned in writing by the holders of not less than 10% of the Voting Units then outstanding. A requisition must state in reasonable detail the business proposed to be transacted at the meeting. Unitholders have the right to obtain a list of Unitholders to the same extent and upon the same conditions as those which apply to shareholders of a corporation governed by the CBCA.

Unitholders may attend and vote at all meetings of Unitholders either in person or by proxy and a proxyholder need not be a Unitholder. Two persons present in person or represented by proxy and representing in the aggregate at least 10% of the votes attaching to all outstanding Units and Special Voting Units (on a fully diluted basis) will constitute a quorum for the transaction of business at all such meetings. At any meeting at which a quorum is not present within one-half hour after the time fixed for the holding of such meeting, the meeting, if convened upon the request of the Unitholders, will be dissolved, but in any other case, the meeting will stand adjourned to a day not less than 10 days later and to a place and time as chosen by the chair of the meeting, and if at such adjourned meeting a quorum is not present, the Unitholders present either in person or by proxy will be deemed to constitute a quorum.

Holders of Special Voting Units have an equal right to be notified of, attend and participate in meetings of Unitholders.

Redemption Right

A holder of Units may at any time or from time to time require the REIT to redeem some or all of its Units by delivering to the REIT a duly completed and properly executed notice requiring redemption in a form satisfactory to the Trustees, together with written instructions as to the number of Units to be redeemed. Upon receipt of the redemption notice by the REIT, all rights to and under the Units tendered for redemption shall be surrendered and the holder thereof will be entitled to receive a price per Unit (the “**Redemption Price**”) equal to the lesser of:

- (a) 90% of the “Market Price” of Units on the trading day prior to the date on which the Units were surrendered to the REIT for redemption (the “**Redemption Date**”); and
- (b) 100% of the “Closing Market Price” on the Redemption Date.

For purposes of calculating the Redemption Price, the “**Market Price**” of a Unit as at a specified date will be:

- (a) an amount equal to the weighted average trading price of a Unit on the principal exchange or market on which the Units are listed or quoted for trading during the period of ten consecutive trading days ending on such date;
- (b) an amount equal to the weighted average of the Closing Market Price of a Unit on the principal exchange or market on which the Units are listed or quoted for trading during the period of ten consecutive trading days ending on such date, if the applicable exchange or market does not provide information necessary to compute a weighted average trading price; or
- (c) if there was trading on the applicable exchange or market for fewer than five of the ten trading days, an amount equal to the simple average of the following prices established for each of the ten consecutive trading days ending on such date: (1) the simple average of the last bid and last asking price of the Units for each day on which there was no trading; (2) the closing price of the Units for each day that there was trading if the exchange or market provides a closing price; and (3) the simple average of the highest and lowest prices of the Units for each day that there was trading, if the market provides only the highest and lowest prices of Units traded on a particular day.

For purposes of calculating the Redemption Price, the “**Closing Market Price**” of a Unit as at any date will be:

- (a) an amount equal to the weighted average trading price of a Unit on the principal exchange or market on which the Units are listed or quoted for trading on the specified date; or
- (b) if the applicable exchange or market does not provide information necessary to compute a weighted average trading price of the Units on the specified date, an amount equal to the closing price of a Unit on the principal market or exchange if there was a trade on the specified date and the principal exchange or market provides only a closing price of the Units on the specified date; or
- (c) an amount equal to the simple average of the highest and lowest prices of the Units on the principal market or exchange, if there was trading on the specified date and the principal exchange or market provides only the highest and lowest trading prices of the Units on the specified date; or
- (d) the simple average of the last bid and last asking prices of the Units on the principal market or exchange, if there was no trading on the specified date.

If, at the relevant time, Units are not listed or quoted for trading in a public market, the Redemption Price will be the fair market value of the Units, which will be determined by the Trustees in their sole discretion.

The Redemption Price payable by the REIT in respect of any Units tendered for redemption during any calendar month will be satisfied by way of a cash payment in Canadian dollars on or before the last day of the calendar month immediately following the month in which the Units were tendered for redemption, provided that the entitlement of holders of Units to receive cash upon the redemption of their Units is subject to the limitations that: (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 (the “**Monthly Limit**”) (provided that such limitation may be waived at the discretion of the Trustees in respect of all Units tendered for redemption in such calendar month); (ii) at the time such Units are tendered for redemption, the outstanding Units must be listed for trading on the TSX or traded or quoted on any other stock exchange or market which the Trustees consider, in their sole discretion, provides representative fair market value prices for the Units; (iii) the normal 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, in any market where the Units are quoted for trading) on the Redemption Date or for more than five trading days during the ten-day trading period commencing immediately after the Redemption Date; and (iv) the redemption of all of Units will not result in the delisting of Units from the principal stock exchange on which Units are listed.

To the extent a holder of Units is not entitled to receive cash upon the redemption of Units as a result of the Monthly Limit, then the Redemption Price per Unit shall be paid and satisfied by way of a distribution *in specie* to such holder of Units of share of a Canadian corporation owning Subsidiary Securities having a fair market value equal to the product of: (i) the Redemption Price per Unit of the Units tendered for redemption; and (ii) the number of Units tendered by such holder for redemption. No shares of a Canadian corporation owning Subsidiary Securities with a fair market value of less than \$100 will be transferred and, where the number of such shares to be received by the former holder of Units upon redemption *in specie* would otherwise include shares of a Canadian corporation owning

Subsidiary Securities with a fair market value of less than a multiple of \$100, such number shall be rounded to the next lowest multiple of \$100 and the excess shall be paid in cash. The Redemption Price payable as described in this paragraph in respect of Units tendered for redemption during any month shall be paid by the transfer to or to the order of the holder of Units who exercised the right of redemption, of the fair market value of such shares determined as aforesaid and the cash payment, if any, on or before the last day of the calendar month immediately following the month in which the Units were tendered for redemption.

Payments by the REIT of the Redemption Price are conclusively deemed to have been made upon the mailing of a check and/or certificates representing shares of a Canadian corporation owning Subsidiary Securities, in a postage prepaid envelope addressed to the former holder of Units. Upon such payment, the REIT shall be discharged from all liability to such former holder of Units in respect of the Units so redeemed.

Purchases of Units by the REIT

The REIT may from time to time purchase for cancellation Units at a price per Unit and on a basis determined by the Trustees in compliance with applicable securities legislation and the rules and policies of any applicable stock exchange. Any such purchase will constitute an “issuer bid” under Canadian provincial securities legislation and must be conducted in accordance with the applicable requirements thereof.

Take-Over Bids

The Declaration of Trust contains provisions to the effect that if a take-over bid, as defined in NI 62-104, is made for Units and not less than 90% of the Units (other than Units held at the date of the take-over bid by or on behalf of the offeror or associates or affiliates of the offeror) are taken up and paid for by the offeror, the offeror will be entitled to acquire the Units held by Unitholders who do not accept the offer either, at the election of each Unitholder, on the terms offered by the offeror or at the fair value of such Unitholder’s Units determined in accordance with the procedures set out in the Declaration of Trust.

Issuance of Units

The REIT may issue new Units from time to time, in such manner, for such consideration and to such person or persons as the Trustees shall determine. Unitholders will not have any pre-emptive rights whereby additional Units proposed to be issued would be first offered to existing Unitholders. If the Trustees determine that the REIT does not have cash in an amount sufficient to make payment of the full amount of any distribution which has been declared to be payable on the due date for such payment, the payment may include the issuance of additional Units having a value equal to the difference between the amount of such distribution and the amount of cash which has been determined by the Trustees to be available for the payment of such distribution.

The REIT may issue new Units pursuant to any incentive or option plan established by the REIT from time to time, including the DRIP (see “Distribution Policy – Distribution Reinvestment Plan”) and, in certain instances, the REIT may also issue new Units as consideration for, or in connection with, the acquisition of new properties or assets. The price or the value of the consideration for which Units may be issued will be determined by the Trustees in their sole discretion, generally in consultation with investment dealers or brokers who may act as underwriters or agents in connection with offerings of new Units. The REIT may issue new Special Voting Units in tandem with Class B LP Units.

The Declaration of Trust also provides that, unless the Trustees determine otherwise, immediately after any *pro rata* distribution of Units to all Unitholders in satisfaction of any non-cash distribution, the number of outstanding Units will be consolidated so that each Unitholder will hold, after the consolidation, the same number of Units as the Unitholder held before the non-cash distribution. In this case, each certificate representing a number of Units prior to the non-cash distribution is deemed to represent the same number of Units after the non-cash distribution and the consolidation. Where amounts distributed represent income, non-resident holders will be subject to withholding tax and the consolidation will not result in such non-resident Unitholders holding the same number of Units. Such non-resident Unitholders will be required to surrender the certificates (if any) representing their original Units in exchange for a certificate representing post-consolidation Units.

Book-Based System

At the option of the Trustees, Units may be issued in “book-entry only” form and may be represented by one or more global certificates or be represented by uncertificated securities, issued in the name of CDS or its nominee. No

beneficial holders of Units issued in “book-entry only” form will be entitled to a certificate or other instrument from the REIT or CDS evidencing that beneficial holder’s ownership thereof except in the circumstances where CDS resigns or is removed from its responsibilities as depository and the REIT is unable or does not wish to locate a qualified successor. Beneficial interests in Units issued in “book-entry only” form will be represented only through the book-entry system of CDS. Transfer of Units between participants of CDS shall occur in accordance with CDS’s rules and procedures.

Units issued in “book-entry only” form will be issued in fully registered form to holders or their nominees, other than CDS or its nominee, only if: (i) the REIT is required to do so by applicable law; (ii) the depository system of CDS ceases to exist; (iii) the REIT determines that CDS is no longer willing or able or qualified to discharge properly its responsibility as depository and the REIT is unable to locate a qualified successor; or (iv) the REIT at its option elects to terminate the book-entry system in respect of such Units through CDS.

Transfer and Exchange of Units

Transfers of beneficial ownership of Units issued in “book-entry only” form will be effected through records maintained by CDS or its nominees (with respect to interests of participants) and on the records of participants (with respect to interests of persons other than participants). Unless the REIT elects, in its sole discretion, to prepare and deliver definitive certificates representing the Units, beneficial owners who are not participants in the book-entry system administered by CDS, but who desire to purchase, sell or otherwise transfer ownership of or other interest in Units issued in “book-entry only” form, may do so only through participants in the book-entry system administered by CDS.

The ability of a beneficial owner of an interest in a Unit issued in “book-entry only” form to pledge the Unit or otherwise take action with respect to such owner’s interest in the Unit (other than through a participant) may be limited due to the lack of a physical certificate.

Registered holders of definitive certificates representing Units may transfer such Units upon payment of taxes or other charges incidental thereto, if any, by executing and delivering a form of transfer together with the Unit certificates to the registrar for the Units at its principal office in the City of Toronto, Ontario or such other city or cities as may from time to time be designated by the REIT, whereupon new Unit certificates will be issued in authorized denominations in the same aggregate principal amount as the Unit certificates so transferred, registered in the name of the transferees.

Limitation on Non-Resident Ownership

In order for the REIT to maintain its status as a “mutual fund trust” under the Tax Act, the REIT must not be established or maintained primarily for the benefit of non-residents of Canada within the meaning of the Tax Act. Accordingly, at no time may more than 49% of the Units or the Special Voting Units then outstanding be held by or for the benefit of non-residents of Canada and the Trustees will inform the Transfer Agent of this restriction. The Trustees may require declarations as to the jurisdictions in which owners of Voting Units are resident or declarations from holders of Voting Units as to whether such Voting Units are held for the benefit of a non-resident. If the Trustees become aware that more than 49% of the Units or the Special Voting Units then outstanding are, or may be, held by or for the benefit of non-residents or that such a situation is imminent, the Trustees may make a public announcement thereof and shall not accept a subscription for such Units or Special Voting Units from or issue or register a transfer of such Units or Special Voting Units to a person unless the person provides a declaration that the person is not a non-resident for the purposes of the Tax Act.

If, notwithstanding the foregoing, the Trustees determine that more than 49% of the Units or the Special Voting Units then outstanding are held by or for the benefit of non-residents, the Trustees may send a notice to non-resident holders of the Units or Special Voting Units and holders of Units or Special Voting Units for non-residents chosen in inverse order to the order of acquisition or registration or in such manner as the Trustees may consider equitable and practicable, requiring them to sell their Units, Special Voting Units or a portion thereof within a specified period of not less than 60 days. If the persons receiving such notice have not sold or redeemed the specified number of Units or Special Voting Units or provided the Trustees with satisfactory evidence that they are not non-residents for the purpose of the Tax Act and do not hold their Units or Special Voting Units for the benefit of non-residents within such period, the Trustees may sell or redeem such Units or Special Voting Units and, in the interim, the voting and distribution rights, if any, attached to such units will be suspended. Upon such sale the affected holders will cease to be holders of such Units or Special Voting Units and their rights will be limited to receiving the net proceeds of sale upon surrender

of the certificates representing such units. In any situation where it is unclear whether Units or Special Voting Units are held for the benefit of non-residents, the Trustees may exercise their discretion in determining whether such Units or Special Voting Units are or are not so held. Any such exercise by the Trustees of their discretion will be binding and the Trustees will have no liability in respect thereof provided that they act in good faith.

Information and Reports

The REIT will furnish to Unitholders such financial statements (including quarterly and annual financial statements) and other reports as are from time to time required by applicable law, including prescribed forms needed for the completion of Unitholders' tax returns under the Tax Act and equivalent provincial legislation. Prior to each meeting of Unitholders, the Trustees will provide the Unitholders (along with notice of such meeting) information similar to that required to be provided to shareholders of a public corporation governed by the CBCA.

Amendments to Declaration of Trust and Special Approvals

The Declaration of Trust may be amended or altered from time to time. Certain amendments require approval by at least two-thirds of the votes cast at a meeting of holders of Voting Units called for such purpose. Other amendments to the Declaration of Trust require approval by a majority of the votes cast at a meeting of holders of Voting Units called for such purpose. The following amendment or actions involving an amendment, among others, require the approval of two-thirds of the votes cast by all holders of Voting Units at a meeting:

- (a) except as described in this AIF, the amendment of the Declaration of Trust, including the Investment Guidelines and Operating Policies of the REIT;
- (b) the sale of the assets of the REIT as an entirety or substantially as an entirety or the sale of all or substantially all of the assets of PROREIT LP (other than as a part of an internal reorganization of the assets of the REIT or PROREIT LP as approved by the Trustees);
- (c) the termination of the REIT by the Unitholders;
- (d) an exchange, reclassification or cancellation of all or part of the Units or Special Voting Units;
- (e) the addition, change or removal of the rights, privileges, restrictions or conditions attached to the Units or Special Voting Units;
- (f) the creation of new rights or privileges attaching to certain of the Units or Special Voting Units;
- (g) any change to the existing constraints on the issue, transfer or ownership of the Units or Special Voting Units; and
- (h) the combination, amalgamation or arrangement of the REIT with any other entity.

Notwithstanding the foregoing, a majority of the Trustees, including a majority of the Independent Trustees, may, without the approval of the Unitholders, make certain amendments to the Declaration of Trust, including amendments:

- (a) for the purpose of ensuring continuing compliance with applicable laws, (including the Tax Act) regulations, requirements or policies of any governmental authority having jurisdiction over: (i) the Trustees or over the REIT; (ii) the status of the REIT as a "mutual fund trust", "unit trust", "real estate investment trust" and a "registered investment" under the Tax Act; or (iii) the distribution of Units or Special Voting Units;
- (b) which, in the opinion of the Trustees, acting reasonably, are necessary to maintain the rights of the Unitholders set out in this Declaration of Trust;
- (c) to remove any conflicts or inconsistencies in this Declaration of Trust or to make minor corrections which are, in the opinion of the Trustees, necessary or desirable and not prejudicial to the Unitholders;
- (d) which, in the opinion of the Trustees, are necessary or desirable as a result of changes in taxation or other laws or the administration or enforcement thereof, or in accounting standards;
- (e) for any purpose (except one in respect of which a Unitholder vote is specifically otherwise required) which, in the opinion of the Trustees, are not prejudicial to the Unitholders and are necessary or desirable;

- (f) deemed necessary or advisable to ensure that the REIT has not been established nor maintained primarily for the benefit of persons who are not residents of Canada; and
- (g) to implement a distribution reinvestment plan or any amendments to such plan.

REIT Unitholders' Rights Plan

Summary

The REIT has an amended and restated unitholder rights agreement dated June 4, 2019 (the “**Rights Plan**”) pursuant to which the REIT has issued one right (a “**Right**”) for each Voting Unit which is outstanding and will issue one Right for each voting Unit issued during the currency of the Rights Plan. The Rights Plan utilizes the mechanism of the “**Permitted Bid**” (as described below) to ensure that a person seeking control of the REIT gives Unitholders and the Board of Trustees sufficient time to evaluate the bid, negotiate with the initial bidder and encourage competing bids to emerge. The purpose of the Rights Plan is to protect Unitholders by providing an incentive for all potential bidders to comply with the conditions specified in the Permitted Bid provisions. If such bidders do not comply with the Permitted Bid provisions, they will be subject to the dilutive features of the Rights Plan.

The following is a summary of the material attributes and characteristics of the Rights Plan and does not purport to be complete and is subject to, and qualified in its entirety by, reference to the terms of the Rights Plan, a copy of which is available on SEDAR at www.sedar.com.

Separation Time

The Rights separate and trade separately from the Voting Units after the Separation Time (as defined below). Following the Separation Time, the REIT shall determine whether to issue certificates evidencing the Rights or whether the Rights will be registered in book entry only form.

The “**Separation Time**” is the close of business on the tenth business day following the earliest of:

- (a) the date of the first public announcement made by the REIT or an Acquiring Person (as defined below) that a person has become an Acquiring Person;
- (b) the date of the commencement of, or first public announcement of the intent of any Person to commence, a take-over bid (other than a Permitted Bid (as defined below)) or a Competing Permitted Bid (as defined below) by any person (an “**Offeror**”) for the Voting Units;
- (c) the date upon which a Permitted Bid or Competing Permitted Bid ceases to be such; or
- (d) such later date as may be determined by the Board of Trustees in good faith.

If any take-over bid triggering the Separation Time expires or is cancelled, terminated or otherwise withdrawn prior to the Separation Time, the bid shall be deemed, for the purposes of determining the Separation Time, never to have been made.

Exercise Price of Rights

The initial exercise price established under the Rights Plan is \$30 per Unit. After the Separation Time and prior to the occurrence of a Flip-in Event (as defined below), each Right entitles the registered holder to purchase one Unit at the exercise price of \$30 per Unit, subject to certain anti-dilution adjustments and other rights as will be set out in the Rights Plan. The terms of the Rights adjust significantly upon the occurrence of a “Flip-In Event”, as described below.

Flip-In Event

A “**Flip-In Event**” is triggered when a person becomes an Acquiring Person (as defined below). Upon the occurrence of a Flip-in Event, the REIT must take such action as shall be necessary to ensure that each Right (except for Rights beneficially owned by the persons specified below) shall thereafter constitute the right to purchase from the REIT upon exercise thereof in accordance with the terms of the Rights Plan that number of Units having an aggregate market price on the date of the consummation or occurrence of such Flip-in Event equal to twice the exercise price, for an amount in cash equal to the exercise price. By way of example, if at the time of such announcement the exercise price of the Rights is \$100 and the Units have a market price of \$10 per Unit, the holder of each Right would be entitled to purchase the number of Units that has in the aggregate a market price of \$200 (i.e., 20 Units in this example) for a price of \$100, that is, at a 50% discount.

The Rights Plan provides that Rights that are beneficially owned by:

- (a) an Acquiring Person, any affiliate or associate of an Acquiring Person, any person acting jointly or in concert with an Acquiring Person, or any affiliate or associate of such Acquiring Person, or
- (b) a transferee, direct or indirect, of Rights from any of the foregoing,

shall in certain circumstances become null and void without any further action and any holder of such Rights (including transferees) shall not have any rights whatsoever to exercise such Rights under any provision of the Rights Plan.

Acquiring Person

An “**Acquiring Person**” is a person who beneficially owns (as such concept is defined in the Rights Plan) 20% or more of the outstanding Units. An Acquiring Person does not, however, include:

- (a) the REIT or any other Subsidiary of the REIT;
- (b) any person who beneficially owns 20% or more of the Voting Units of the REIT at close of business on March 11, 2013 (a “**Grandfathered Person**”), provided, however, that this exemption shall not be, and shall cease to be, applicable to a Grandfathered Person in the event that such Grandfathered Person shall, after March 11, 2013: (i) cease to own more than 20% or more of the outstanding Voting Units; or (ii) become the beneficial owner of any additional Voting Units that increases its beneficial ownership of Voting Units, by more than 1% of the number of Voting Units, outstanding as at March 11, 2013, directly or indirectly, other than pursuant to certain exempt acquisitions described below;
- (c) an underwriter or member of a banking or selling group that acquires Units from the REIT in connection with a distribution of securities; or
- (d) any person who becomes the beneficial owner of 20% or more of the Voting Units as a result of certain exempt acquisitions.

Exempt transactions include:

- (a) specified acquisitions (including pursuant to the DRIP) or redemptions of Voting Units;
- (b) acquisitions pursuant to a Permitted Bid (which may include a Competing Permitted Bid), as described below; or
- (c) acquisitions of Voting Units under a distribution of securities by the REIT, provided that the number of Voting Units acquired does not exceed the pro rata interest of the holder.

Permitted Bids

A “**Permitted Bid**” means a bid which is made by an Offeror by means of a take-over bid circular and which also complies with the following additional provisions:

- (a) the bid is made to all holders of Voting Units, other than the Offeror;

- (b) the bid contains, and the take-up and payment for securities tendered or deposited thereunder is subject to, irrevocable and unqualified conditions that no Voting Units shall be taken up or paid for pursuant to the bid (i) prior to the close of business on the date which is not less than 105 days following the date of the bid or such shorter period that a take-over bid (that is not exempt from the general take-over bid requirements of NI 62-104) must remain open for deposits of securities thereunder, in the applicable circumstances at such time, pursuant to NI 62-104; and (ii) unless at such date more than 50% of the Voting Units held by independent unitholders shall have been deposited or tendered pursuant to the bid and not withdrawn;
- (c) the bid contains an irrevocable and unqualified provision that, unless the bid is withdrawn, Voting Units may be deposited pursuant to such bid at any time prior to the close of business at any time during the period described in (b)(i) and that any Voting Units deposited pursuant to the bid may be withdrawn until taken up and paid for; and
- (d) the bid contains an irrevocable and unqualified provision that if, in the event that the deposit condition in (b)(ii) is satisfied and such Voting Units are taken up by the Offeror, the Offeror will make a public announcement of that fact and the bid will remain open for deposits and tenders of Voting Units for not less than 10 days from the date of such public announcement.

A “**Competing Permitted Bid**” means a bid that:

- (a) is made after a Permitted Bid or another Competing Permitted Bid has been made and prior to the expiry of the Permitted Bid;
- (b) satisfies all components of the definition of a Permitted Bid other than the requirements set out in paragraph (b)(i) of the definition of Permitted Bid; and
- (c) contains, and the take-up and payment for securities tendered or deposited is subject to, an irrevocable and unqualified condition that no Voting Units will be taken up or paid for pursuant to the bid prior to the close of business on a date that is no earlier than the minimum number of days such bid must remain open for deposits of securities thereunder pursuant to NI 62-104 after the date of the bid constituting the Competing Permitted Bid.

Neither a Permitted Bid nor a Competing Permitted Bid is required to be approved by the Board of Trustees and such bids may be made directly to unitholders. Acquisitions of Voting Units made pursuant to a Permitted Bid or a Competing Permitted Bid do not give rise to a Flip-in Event.

Redemption and Waiver

The Board of Trustees may, at any time prior to the occurrence of a Flip-in Event, with the prior approval of the holders of Voting Units or Rights, elect to redeem all but not less than all of the Rights at a redemption price of \$0.0001 per Right (the “**Rights Redemption Price**”). In the event that prior to the occurrence of a Flip-in Event a person acquires, pursuant to a Permitted Bid, a Competing Permitted Bid or an exempt acquisition, outstanding Voting Units, then the Board of Trustees shall, immediately upon the consummation of such acquisition without further formality be deemed to have elected to redeem the Rights at the Rights Redemption Price. If the Board of Trustees elects or is deemed to have elected to redeem the Rights, the right to exercise the Rights will terminate and each Right will after redemption be null and void and the only right thereafter of the holders of Rights shall be to receive the Rights Redemption Price.

Under the Rights Plan, the Board of Trustees may, prior to the occurrence of a Flip-in Event, waive application of the Rights Plan to a Flip-in Event that may occur by reason of a take-over bid made by way of a formal take-over bid circular to all holders of Voting Units. Once the Board of Trustees has exercised its discretion to waive application of the Rights Plan in respect of any particular take-over bid and another take-over bid is made, the Board of Trustees shall be deemed to have waived the application of the Rights Plan to such other take-over bid provided that such other take-over bid is made by way of a formal take-over bid circular to all holders of Voting Units prior to the expiry of the take-over bid in respect of which the waiver has been granted.

The Board of Trustees may also waive the application of the Rights Plan upon the occurrence of a Flip-in Event in certain other circumstances, including where the Board of Trustees has determined that a person became an Acquiring Person by inadvertence and without any intention to become, or knowledge that it would become, an Acquiring Person and within 14 days after the foregoing determination by the Board of Trustees or such earlier or later date as the Board

of Trustees may determine, such person has reduced its beneficial ownership of Voting Units such that the person is no longer an Acquiring Person.

DESCRIPTION OF PROREIT LP

General

The following is a summary of certain terms of the PROREIT LP Agreement which is qualified in its entirety by reference to the text of the PROREIT LP Agreement.

PROREIT LP is a limited partnership formed under the laws of the Province of Québec and governed by the PROREIT LP Agreement. PROREIT LP currently owns, directly or indirectly, beneficial ownership of all of the properties of the REIT. The general partner of PROREIT LP is PROREIT GP, a company incorporated under the CBCA that is wholly-owned by the REIT.

Partnership Units

PROREIT LP has outstanding general partnership units, all of which are held by the REIT, Class A LP Units, all of which are held by the REIT, and Class B LP Units, which are held by the vendors of certain properties acquired by the REIT and certain officers of the REIT. As at the date of this AIF, the Class A LP Units, together with the general partnership units, represent approximately 97.7% of the total interests in PROREIT LP currently outstanding and the Class B LP Units represent approximately 2.3% of the total interests in PROREIT LP currently outstanding. The Class B LP Units are, in all material respects, economically equivalent to the Units on a per unit basis. Under the Exchange Agreement, 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 Tax Act. In addition, PROREIT LP is entitled to require the redemption of the Class B LP Units in consideration for Units in certain specified circumstances.

The PROREIT LP Agreement provides that the income or loss of PROREIT LP for a taxation year computed in accordance with the Tax Act will be allocated between the limited partners based on the distributions received by the limited partners during that taxation year. Except as required by law and in certain specified circumstances in which the rights of a holder of Class B LP Units are affected, holders of Class B LP Units are not entitled to vote at any meeting of the holders of limited partnership units of PROREIT LP.

Operation

The business and affairs of PROREIT LP are managed and controlled exclusively by PROREIT GP which is bound by the investment guidelines and operating policies applicable to the REIT. The limited partners are not entitled to take part in the management or control of the business or affairs of PROREIT LP. The general partner of PROREIT LP is PROREIT GP, a company incorporated under the CBCA that is wholly-owned by the REIT.

In its capacity as general partner of PROREIT LP, PROREIT GP has exclusive authority to manage the business and affairs of PROREIT LP, to make all decisions regarding the business of PROREIT LP and to bind PROREIT LP in respect of any such decisions. PROREIT GP is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of PROREIT LP and to exercise the care, diligence and skill of a reasonably prudent person in comparable circumstances.

The authority and power vested in PROREIT GP to manage the business and affairs of PROREIT LP includes all authority necessary or incidental to carry out the objects, purposes and business of PROREIT LP, including, without limitation, the ability to engage agents (including asset and property managers) to assist PROREIT GP to carry out its management obligations and administrative functions in respect of PROREIT LP and its business.

Transfer of LP Units

The PROREIT LP Units (other than Class A LP Units) are not transferable except in certain limited exceptions set out in the PROREIT LP Agreement or, in the case of Class B LP Units, in connection with the exercise of rights to exchange Class B LP Units (together with the Special Voting Units attached thereto).

Amendments to the PROREIT LP Agreement and Special Approvals

The PROREIT LP Agreement provides that certain acts and decisions must be approved by a special resolution approved by more than 66 $\frac{2}{3}$ % of the votes cast in person or by proxy at a duly constituted meeting of holders of LP Units (or the relevant class thereof) or by a written special resolution signed by partners (or the relevant class of partners) holding at least 66 $\frac{2}{3}$ % of the number of LP Units (or the relevant class thereof) held by those partners (or the relevant class of partners) who are entitled to vote on such resolution at a meeting, provided that the holders of Class B LP Units are not entitled to vote at a meeting of the partners except in accordance with applicable law or the Exchange Agreement. A special resolution of the limited partners will be required, without limitation, to (i) appoint a new general partner; and (ii) approve the sale or disposition of all or substantially all of the assets of PROREIT LP. A special resolution of the partners will be required, without limitation, to (i) remove and replace the general partner of PROREIT LP; (ii) dissolve PROREIT LP; or (iii) otherwise amend the PROREIT LP Agreement, provided, however, that PROREIT GP may amend the PROREIT LP Agreement without notice to or consent of any other partner to reflect the admission, resignation or withdrawal of any partner, or the assignment by any partner of the whole or any part of such partner's interest in accordance with the PROREIT LP Agreement.

Notwithstanding the foregoing, (i) no amendment which, subject to certain exceptions, would affect the rights or interest of PROREIT GP, as a general partner, may be made without its consent; (ii) no amendment which would adversely affect the rights and obligations of any other holders of LP Units may be made without the consent of such holders; and (iii) no amendment which would adversely affect the terms and conditions of the Class B LP Units may be made without the consent of the holders of Class B LP Units. In no event may PROREIT GP amend the PROREIT LP Agreement if such amendment would cause the REIT to fail or cease to qualify as a "mutual fund trust", "real estate investment trust" or "registered investment" under the Tax Act.

The PROREIT LP Agreement also provides that certain acts and decisions must be approved by a special resolution approved by more than 66 $\frac{2}{3}$ % of the votes cast in person or by proxy at a duly constituted meeting of Unitholders or by a written special resolution signed by Unitholders holding at least 66 $\frac{2}{3}$ % of the Voting Units. A special resolution of holders of Voting Units will be required, without limitation, to (i) enforce, on behalf of PROREIT LP, any obligation or covenant on the part of any holder of Class A LP Unit or Class B LP Unit, as applicable; (ii) waive any default on the part of PROREIT GP which would affect the Class A LP Units or Class B LP Units, as applicable, on such terms as they may determine and release PROREIT GP from any claims in respect thereof; (iii) create a new class of interests in PROREIT LP which would rank, in any manner, equal to or superior to one or more individual characteristics or rights attaching to the Class A LP Units; (iv) consent to any action that would adversely affect the Class A LP Units or the Class B LP Units, as applicable, and any interests therein; (v) amend or delete any of the investment guidelines or operating policies of PROREIT LP; or (vi) amend, modify or repeal any special resolution of holders of Voting Units previously passed by such holders in accordance with the foregoing.

RISK FACTORS

Investing in Units involves a high degree of risk. If any of the following risks actually occur, the business of the REIT, results of operations or financial condition could be materially adversely affected. In that event, the value of the Units could decline and investors may lose part or all of their investment. Although the REIT believes that the risk factors described below are its most material risks, they are not the only ones that the REIT faces. Additional risk factors not presently known to the REIT or that it currently deems immaterial may also have a material adverse effect on its business, results of operations or financial condition and could negatively affect the price of the Units.

Risks Relating to the REIT

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 and the vacancy rates of the properties.

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 33.3% 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.

Based on leases currently in place, the REIT generates approximately 30.1% 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.

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 Executive Vice President, Chief Financial Officer and Secretary 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 REIT does not have key-person insurance on any of its key employees. 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.

COVID-19 and Public Health Crises

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. The duration and full impact of the COVID-19 pandemic on the REIT continues to remain unknown at this time. As such, it is not possible to reliably estimate the length and severity of COVID-19 related impacts on the future financial results and operations of the REIT.

As a response to the COVID-19 pandemic, the REIT introduced several protocols to protect its employees, tenants and other stakeholders including mandating on a number of occasions that employees work from home to the full extent possible, increasing sanitation and health and safety measures at its properties and restricting access to its office buildings. The REIT established a COVID-19 response team to coordinate critical aspects of crisis management and continues to actively execute its pandemic plan to ensure business continuity while safeguarding the well being of its employees, tenants, and guests.

As the pandemic evolves, the REIT continues to support its tenants, employees and other stakeholders. The REIT will continue to act according to direction provided by the federal, provincial and municipal governments. As the pandemic evolves, including the emergence and progression of new variants of the virus, the REIT continues to

prepare for this and other future waves of the pandemic as well as the implications of economic recovery and re-opening activities. Despite the rollout of vaccinations, uncertainty remains regarding new variants of the virus and the spread and severity of its impact on the REIT's business and operations. The REIT continues to closely monitor business operations and may take further actions in response to directives of government and public health authorities or that are in the best interests of employees, tenants, suppliers or other stakeholders, as necessary.

These changes and any additional changes in operations in response to COVID-19 could materially adversely impact the financial results of the REIT and may include tenants' ability to pay rent in full or at all, consumer demand for tenants' products or services, impact to the fair value of the REIT's properties and other investments, potential changes in leasing activity, temporary or long-term stoppage of development projects, temporary or long-term labour shortages or disruptions, temporary or long-term impacts on domestic and global supply chains, increased risks to IT systems and networks and the REIT's ability to access capital on acceptable terms or at all. The foregoing is not an exhaustive list of all risk factors. Uncertain economic conditions resulting from the COVID-19 pandemic may, in the short or long term, materially adversely impact operations and the financial performance of the REIT.

The continued spread of COVID-19 has caused economic uncertainty and increased volatility in financial markets, which has partially negatively impacted the market price for the securities of the REIT. Governments and central banks have responded with monetary and fiscal interventions intended to stabilize economic conditions. However, it remains unknown how these interventions will impact debt and equity markets or the economy generally, including in the long-term. Although the ultimate impact of the pandemic on the global economy and its duration remains uncertain, disruptions caused by COVID-19 may materially adversely affect the performance of the REIT. Uncertain economic conditions resulting from the pandemic may, in the short or long term, materially adversely impact the REIT's tenants and/or the debt and equity markets, both of which could materially adversely affect the REIT's operations and financial performance.

Any actual or threatened epidemic, pandemic, outbreak, or other public health crisis can, particularly if prolonged, adversely impact the REIT's and its tenants' businesses, and thereby the ability of tenants to meet their payment obligations, by disrupting supply chains and transactional activities and negatively impacting local, national or global economies. Contagion in one of the REIT's properties or a market in which the REIT operates could negatively impact the REIT's business, results of operations or reputation or the attractiveness of that market.

Appraisals and Reporting Investment Property at Fair Value

The REIT may from time to time retain appraisers to provide independent estimates of the fair market value for the properties of the REIT or properties to be acquired by the REIT. It should be noted that appraisals are estimates of market value at a specific point in time and represent the opinion of qualified experts as of the effective date of such appraisals. Accordingly, appraisals are not guarantees of present or future value. There is no assurance that valuations correctly reflect an amount that would be realized upon a current or future sale of any of the properties. As real estate prices fluctuate due to numerous factors, the appraised value of the properties may not accurately reflect current market value.

The REIT holds investment property to earn rental income or for capital appreciation or both. All investment properties are measured using the fair value model under IFRS, whereby changes in fair value are recognized for each reporting period in the consolidated statements of income and comprehensive income. Management values each investment property based on the most probable price that a property should be sold for in a competitive and open market as of the specified date under all conditions requisite to a fair sale, such as the buyer and seller each acting prudently and knowledgeably and assuming the price is not affected by undue stimulus. Each investment property has been valued on a highest and best use basis.

There is a risk that general declines in real estate markets or sales of assets by the REIT under financial or other hardship, including as a result of changes in demand for real estate resulting from COVID-19 and related economic conditions, would have an impact on the fair values reported or the cash flows associated with owning or disposing of such properties. Market assumptions applied for valuation purposes do not necessarily reflect the REIT's specific history or experience, and the conditions for realizing the fair values through a sale may change or may not be realized. Consequently, there is a risk that the actual fair values may differ, and the differences may be material. In addition, there is an inherent risk related to the reliance on and use of a single appraiser because this approach may not adequately capture the range of fair values that market participants would assign to the investment properties. Certain ratios and covenants could be negatively affected by downturns in the real estate market and could have a significant impact on the REIT's operating revenues and cash flows, as well as the fair values of the investment properties.

Furthermore, errors in the inputs to the valuation model or inappropriate assumptions may result in an inaccurate valuation of the REIT's properties.

A publicly traded real estate investment trust will not necessarily trade at values determined solely by reference to the underlying value of its real estate assets. Accordingly, the Units may trade at a premium or a discount to values implied by the above-mentioned valuations.

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. 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. Distributions may be reduced, or even eliminated, at times when the REIT deems it necessary to make significant capital or other expenditures.

If the actual costs of maintaining or upgrading a property exceed the REIT's estimates, or if hidden defects are discovered during maintenance or upgrading which are not covered by insurance or contractual warranties, additional and unexpected costs will be incurred. If similar properties located in the vicinity of one of the REIT's properties are substantially refurbished and the REIT's property is not similarly refurbished, the net operating income derived from, and the value of, such property could be reduced. Any failure by the REIT to undertake appropriate maintenance and refurbishment work in response to the factors described above could adversely affect the rental income that is earned from such properties. Any such event could have a material adverse effect on the REIT's business, cash flows, financial condition or results of operations and its ability to make distributions to Unitholders.

In addition, a failure by the REIT to adequately allocate operational capital could negatively impact occupancy levels, attraction of high-quality tenants and lease renewals, which could have a material adverse effect on the REIT's operations and financial performance.

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. If the REIT is unable to refinance its indebtedness on acceptable terms, or at all, the REIT could also be required to renegotiate such payments or issue additional equity or debt or obtain other financing. The failure of the REIT to make or renegotiate interest or principal payments or issued additional equity or debt or obtain other financing could materially adversely affect the REIT's financial condition and results of operations and decrease or eliminate the amount of cash available for distribution to Unitholders.

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

The degree to which the REIT is leveraged could have important consequences to Unitholders, including: (i) the REIT's ability to obtain additional financing for working capital in the future may be limited; (ii) a portion of the REIT's cash flow may be dedicated to the payment of the principal of, and interest on, its indebtedness, thereby reducing the amount of funds available for the payment of distributions to Unitholders; and (iii) certain of the REIT's borrowings will be at variable rates of interest which exposes the REIT to the risk of increased interest rates. The

REIT's ability to make scheduled payments of the principal of, or interest on, or to refinance, its indebtedness will depend on its future cash flow, which is subject to the financial performance of properties in the REIT's portfolio, prevailing economic conditions, prevailing interest rate levels, and financial, competitive, business and other factors, many of which are beyond the REIT's control. The credit facility of the REIT 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 which could have an adverse effect on the REIT's financial condition and results of operation and decrease the amount of cash available for distributions.

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, Development and Dispositions

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 "Risk Factors – Risks Relating to the REIT – 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.

In addition, the REIT undertakes strategic property dispositions from time to time in order to recycle its capital and maintain an optimal portfolio composition. Failure to dispose of certain assets not aligned with the REIT's investment criteria may adversely affect its operations and financial performance.

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. For example, the activities in which certain Trustees of the REIT are engaged include real estate property management, acquisition, development and ownership. Consequently, there exists the possibility for such Trustees and executive officers to be in a position of conflict.

The REIT may become involved in transactions which conflict with the interests of its Trustees and executive officers who may from time to time deal with persons, firms, institutions or corporations with which the REIT may be dealing, or which may be seeking investments similar to those desired by it. The interests of these persons could conflict with those of the REIT. In addition, these persons may be competing with the REIT for available investment opportunities.

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, less leveraged or have stronger anchor tenants than the properties owned by the REIT. Some of the REIT's competitors are better capitalized, stronger financially and more operationally flexible 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 Québec, 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. 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.

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 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 acquire or sell properties in the future.

The REIT's agreements with creditors may also contain covenants that require the REIT to maintain certain financial ratios on a consolidated basis. If the REIT does not maintain such ratios, its ability to make distributions to its Unitholders may be limited or suspended.

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 environmental harm, damages or costs, which may be significant, including 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. Further liability may be incurred by the REIT with respect to the release of such substances from the REIT's properties to properties owned by third parties, including properties adjacent to the REIT's properties. The presence and migration of such substances (or even the mere suspicion of the presence or migration of such substances) and the failure to remove, remediate or otherwise address 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 rent reductions or termination of leases for cause as well as 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, with more rigorous enforcement, the identification of currently unknown environmental issues or an increase in the costs required to address a currently known condition. 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 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 distribution.

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. See "Environmental Site Assessments". In the event these issues are not remediated as intended, it could have an adverse effect on the business and financial condition of the REIT.

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.

Climate Change Risk

The REIT has properties located in areas that are subject to natural disasters and severe weather conditions such as ice storms, floods and fires, and the frequency of these natural disasters and severe weather conditions may increase due to climate change. The occurrence of natural disasters, severe weather conditions and the effects of climate change can delay new development or redevelopment projects, increase investment costs to repair or replace damaged properties, increase operation costs, including the cost of energy at our properties, increase costs for future property insurance, negatively impact the tenant demand for lease space and cause substantial damages or losses to our properties which could exceed any applicable insurance coverage. The incurrence of any of these losses, costs or business interruptions may adversely affect our financial condition, results of operations and cash flows. In addition, changes in government legislation and regulation on climate change could result in increased capital expenditures to improve the energy efficiency of the REIT's existing properties and could also require the REIT to spend more on its development or redevelopment projects without a corresponding increase in revenues, which may adversely affect its financial condition, results of operations and cash flows. Any failure to adhere and adapt to climate change could result in fines or adversely affect the REIT's reputation, operations or financial performance.

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, unexpected or undisclosed at the time of the acquisition or which the REIT may fail to uncover in its due diligence. Unknown, unexpected or undisclosed 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.

Internal Controls, Data Governance and Decision Support

Effective internal controls are necessary for the REIT to provide reliable financial reports and to help prevent fraud. Although the REIT undertakes a number of procedures and PROREIT GP has implemented a number of safeguards, in each case, in order to help ensure the reliability of the REIT's financial reports, including those imposed on the REIT under Canadian securities law, the REIT cannot be certain that such measures will ensure that the REIT will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the REIT's results of operations or cause it to fail to meet its reporting obligations. If the REIT or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the REIT's consolidated financial statements and harm the trading price of the Units.

The REIT depends on relevant and reliable information to operate its business. As the volume of data being generated and reported continues to increase across the REIT properties, data accuracy, quality and governance are required for effective decision making. Failure by the REIT to leverage data in a timely manner may adversely affect its ability to execute its strategy and therefore its financial performance.

Security of Information Technology

The REIT requires protection of company information, including security over tenant lease details, financial records, employee information and operational data. 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.

Insurance Renewals

There is a possibility that the REIT may not be able to renew its current insurance policy or obtain new insurance policies in the future for its properties once they expire. The current terms and levels of coverage may not be available to the REIT for property and casualty insurance, as well as insurance against natural disasters. In addition, the premiums that insurance companies may charge in the future may be significantly greater than they are currently. If the REIT is unable to obtain adequate insurance for its properties, the REIT could be in default under certain contractual commitments that it has made. The REIT may also be subject to a greater risk of not being covered should damages to its properties occur, therefore affecting the REIT's business, cash flows, financial condition, results of operations and ability to make distributions to its Unitholders.

Joint Venture/Partnership Arrangements

Subject to the Declaration of Trust, the REIT may participate in joint ventures and limited partnerships with third party co-owners in real properties in which the REIT has an interest. A joint venture or partnership arrangement involves certain additional risks including: (i) the possibility that a co-owner may at any time have economic or business interests or goals that are inconsistent with those of the REIT or take actions contrary to the instructions or requests of the REIT or contrary to the REIT's policies or objectives with respect to its real estate investments; (ii) the risk that the co-owners with which the REIT has entered into a joint venture or partnership could experience financial difficulties or seek the protection of bankruptcy, insolvency or other laws, which could result in additional financial demands on the REIT to maintain and operate the properties or repay the co-owners' share of property debt guaranteed by the REIT or for which the REIT is jointly and severally liable and which could result in delays, expense and other problems associated with obtaining a court approval of joint venture or partnership decisions; and (iii) the need to obtain co-owners' consents with respect to certain major decisions, including the decision to distribute cash or refinance or sell a property. The REIT may not have sole control of certain major decisions relating to properties in which it has less than a 100% interest, including the decision relating to the sale of the properties, refinancing, timing and amount of distributions of cash from such properties to the REIT, capital improvements and requests for capital contributions. In addition, the sale or transfer of an interest in joint ventures and limited partnerships will generally be subject to rights of first refusal or first offer and certain other joint venture or limited partnership agreements may provide for buy-sell or similar arrangements. Such rights may be triggered at a time when the REIT may not desire the sale but may be forced to do so because it does not then have the financial resources with which to purchase the other parties' interests. Such rights may also inhibit the ability of the REIT to sell its interest in a property or joint venture/ limited partnership within the time frame or otherwise on the basis desired by the REIT.

Foreclosure

Management expects that most or all of the REIT's properties will be mortgaged as collateral for mortgage debt. If a facility or group of facilities is mortgaged and the REIT is unable to meet mortgage payments, the lender could foreclose on the subject properties or group of facilities, resulting in the loss of the REIT's investment. Any foreclosure on a mortgaged facility or group of facilities could adversely affect the overall value of the REIT's portfolio of properties.

Occupancy by Tenants

Although certain, but not all, leases contain a provision requiring tenants to maintain continuous occupancy of leased premises, there can be no assurance that such tenants will continue to occupy such premises or renew their leases. Certain tenants have a right to terminate their leases upon payment of a penalty but others are not required to pay any penalty associated with an early termination. While such clauses are not uncommon in leases with key tenants of commercial retail properties, if any key tenant were to "go dark" (to cease operations in its leased space, but continue to pay rent), it could have an adverse effect on the relevant property as it could impact on the amount of pedestrian traffic in the area, among other things. There can be no assurance that tenants will continue their activities and continue occupancy of the premises. Any cessation of occupancy by tenants may have an adverse effect on the REIT and could adversely impact the REIT's financial condition and results of operations and decrease the amount of cash available for distribution.

There can be no assurance that the tenants will be replaced and the terms of any subsequent lease may be less favourable to the REIT than the existing leases. The ability to rent such unleased space is affected by many factors, including general economic conditions, local real estate markets, changing demographics, supply and demand for leased premises, competition from other available premises and various other factors, many of which are beyond the REIT's control. Failure by the REIT to replace such tenants on terms favourable to the REIT could adversely affect the REIT.

As technology, e-commerce and remote working policies continue to evolve and proliferate, the daily business activities of certain of the REIT's tenants and resulting options for their customers, tenants may need to alter the way they do business to remain relevant and successful. This could include reducing store footprints, rationalizing the number of properties they operate from and/or investing in larger e-commerce or other online presence to remain competitive in light of continued technology and e-commerce innovation. Any such changes could adversely affect tenant demand for the REIT's properties.

Lease Renewals and Rental Increase

Expiries of leases for the REIT's properties, including those of significant tenants, will occur from time to time over the short and long-term. No assurance can be provided that the REIT will be able to renew any or all of the leases upon their expiration or that rental rate increases will occur or be achieved upon any such renewals. The failure to renew leases or achieve rental rate increases may adversely impact the REIT's financial condition and results of operations and decrease the amount of cash available for distribution.

Taxation Matters

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 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 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 2022 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 2022 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.

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 CRA 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.

Significant Ownership

Collingwood Investments Incorporated and certain parties related to it have an aggregate voting and economic interest in the REIT of approximately 19.11% based on the number of Units and Special Voting Units outstanding as of the date of this AIF. As such, Collingwood Investments Incorporated may have the ability to exercise certain influence with respect to the affairs of and certain matters involving the REIT. If Collingwood Investments Incorporated sells Units in the public market, the market price of the Units could be negatively affected. The perception among the public that these sales will occur could also produce such effect.

Risks Relating to the Units

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) increase in market interest rates; (v) addition or departure of the REIT's executive officers and other key personnel; (vi) release or expiration of lock-up or other transfer restrictions on outstanding Units; (vii) sales or perceived sales of additional Units; (viii) significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the REIT or its competitors; and (ix) 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 under "Description of the Trust and Description of the Securities – 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:

- (a) 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);
- (b) 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;
- (c) 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
- (d) 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 will generate all of the REIT's revenue available for distribution and hold substantially all of the REIT's operating assets.

Loss Restriction Event

The Tax Act includes "loss restriction event" ("LRE") rules that could potentially apply to the REIT. In general, the REIT will be subject to a LRE if a person (or group of persons) acquires more than 50% of the fair market value of the Trust Units. If a LRE occurs (i) the REIT will be deemed to have a year-end for tax purposes immediately before the LRE occurs, (ii) any net income and net realized capital gains of the REIT at such year-end will be distributed to Holders (as defined herein) to the extent required for the REIT not to be liable for income taxes, and (iii) the REIT will be restricted in its ability to use tax losses (including any unrealized capital losses) that exist at the time of the LRE.

Tax Related Risk Factors

Under the SIFT Rules, a publicly traded income trust will be considered a SIFT unless it qualifies for the REIT Exception. A publicly traded income trust will only qualify for the REIT Exception if assets held by the REIT qualify under specific provisions of the REIT Exception. If the REIT does not qualify continuously for the REIT Exception, the SIFT Rules may have an adverse impact on the REIT and the Unitholders, on the value of the Trust Units and the ability of the REIT to undertake financings and acquisitions, and if the SIFT Rules were to apply, distributable cash of the REIT may be materially reduced.

Management believes that the REIT currently meets all the criteria required to qualify for the REIT Exception, as per the REIT Exception currently in effect. As a result, Management believes that the SIFT Rules do not apply to the REIT. Management intends to take all necessary steps to meet these conditions on an on-going basis in the future. However, there can be no assurances that the REIT will qualify for the REIT Exception in 2022 or in any future year.

The SIFT Rules may also apply to a Subsidiary of the REIT that would otherwise qualify as a SIFT unless such Subsidiary qualifies as an "excluded subsidiary entity" as defined in the Tax Act. The REIT expects that each

Subsidiary of the REIT that might otherwise qualify as a SIFT will qualify as an “excluded subsidiary entity” and therefore will not be subject to tax under the SIFT Rules going forward; however, no assurances can be made in this regard.

The CRA has expressed a view that, in certain circumstances, the deductibility of interest on money borrowed to invest in an income trust (including a real estate investment trust such as the REIT) may be reduced on a pro rata basis in respect of distributions from the income trust that are a return of capital and that are not reinvested for an income earning purpose. If the CRA view were to apply to a Unitholder who borrowed money to invest in Trust Units of the REIT, part of the interest payable by such Unitholder in connection with money borrowed to acquire such Trust Units could be non-deductible.

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 CRA 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.

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 PROREIT LP Agreement, respectively. There is no statute governing the affairs of the REIT or PROREIT LP equivalent to the CBCA 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 Tax Act, 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 PROREIT LP. 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 PROREIT LP in the event of judgment on a claim in an amount exceeding the sum of the net assets of PROREIT GP and the net assets of PROREIT LP. Holders of Class B LP Units remain liable to return to PROREIT LP for such part of any amount distributed to them as may be necessary to restore the capital of PROREIT LP to the amount existing before such distribution if, as a result of any such distribution, the capital of PROREIT LP is reduced and PROREIT LP 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, grants under the LTIP and issuances under the DRIP will have a dilutive effect on existing Unitholders.

MARKET FOR SECURITIES

Trading Price and Volume

The outstanding Units are listed on the TSX under the symbol “PRV.UN”. The following table sets forth, for the periods indicated, the reported high and low prices and the aggregate volume of trading of the Units on the TSX.

Period	High (\$)	Low (\$)	Trading Volume
December 2021	6.85	6.20	1,957,685
November 2021	6.86	6.23	1,924,975
October 2021	6.84	6.66	2,075,492
September 2021	7.25	6.70	2,006,759
August 2021	7.09	6.82	771,262
July 2021	7.08	6.73	666,888
June 2021	7.09	6.59	977,177
May 2021	6.74	6.33	976,738
April 2021	6.55	6.25	1,009,711
March 2021	6.81	6.00	1,969,591
February 2021	6.23	5.81	1,158,775
January 2021	6.24	5.86	1,262,978

Issuance of Securities

The REIT has a LTIP pursuant to which it grants Deferred Units and Restricted Units to its Trustees and senior officers and certain of its employees and consultants. Units are issued to participants in the LTIP upon vesting of the Deferred Units and Restricted Units, unless deferred in accordance with the terms of the LTIP. During the year ended December 31, 2021, the REIT issued 86,718 Deferred Units and 145,265 Restricted Units pursuant to grants made under the LTIP, plus an additional 78,674 Deferred Units and 26,370 Restricted Units issued under the LTIP as distribution equivalents to reflect distributions paid on the outstanding Units.

The REIT did not otherwise issue any class of securities of the REIT that is not listed or quoted on a marketplace during the year ended December 31, 2021.

Normal Course Issuer Bid

On September 21, 2021, the REIT announced that its normal course issuer bid had been renewed for a one-year period commencing on September 24, 2021. Pursuant to its normal course issuer bid commencing on September 24, 2021, the REIT may, during the one-year period ending on the earlier of September 23, 2022 and the date on which the maximum number of Units that can be acquired pursuant to the normal course issuer bid are purchased, repurchase for cancellation through the facilities of the TSX, in accordance with applicable Canadian regulatory requirements and TSX rules, up to 1,404,238 Units, representing 3.0% of the REIT's 46,807,962 issued and outstanding Units as at September 17, 2021. Pursuant to the rules of the TSX, the maximum number of Units that the REIT may purchase under the normal course issuer bid in any one day is 12,444 Units, which is 25% of the average daily trading volume of the Units on the TSX during the 6-month period ended August 31, 2021, being 49,776 Units. The REIT may also make one block purchase per calendar week which exceeds such daily purchase restriction, subject to the rules of the TSX. Any Units purchased pursuant to the normal course issuer bid will be cancelled by the REIT.

During the REIT's prior normal course issuer bid, which ended on September 23, 2021, the REIT obtained approval to purchase up to 1,924,228 Units and, out of that amount, purchased no Units.

From time to time, when the REIT does not possess material non-public information about itself or its securities, it may, in accordance with the requirements of applicable securities laws and the TSX, enter into an automatic pre-defined plan with its broker to allow for the purchase of Units at times when it ordinarily would not be active in the market due to its own internal trading blackout period, insider trading rules or otherwise. Any such plan would be subject to the prior approval of the TSX.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only material contracts which the REIT has entered into since the beginning of the most recently completed financial year, or before the most recently completed financial year but still in effect, are as follows:

- (a) the Declaration of Trust described under "Description of the Trust and Description of the Securities";
- (b) the PROREIT LP Agreement described under "Description of PROREIT LP"; and
- (c) the Rights Plan described under "Description of the Trust and Description of the Securities – REIT Unitholders' Rights Plan".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

None of the REIT or its Subsidiaries is involved in any outstanding, threatened or pending litigation that would have a material adverse effect on the REIT. The REIT is not subject to any material regulatory action.

INTEREST OF MANAGEMENT IN MATERIAL TRANSACTIONS

Except as described in this AIF, no Trustee, executive officer of the REIT, or unitholder that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the Units, or any associate or Affiliate of any of the foregoing persons, has or has had any material interest, direct or indirect, in any transaction within the last three years

or during the current financial year, or any proposed transaction, that has materially affected or would materially affect the REIT or any of its Subsidiaries.

MANAGEMENT CONTRACTS

There are no management functions of the REIT that are to be performed to any substantial degree by a person other than the Trustees or officers of the REIT.

AUDITORS, EXPERTS, TRANSFER AGENT AND REGISTRAR

The REIT's auditors, MNP S.E.N.C.R.L., s.r.l., 1155 René-Lévesque Boulevard West, Montréal, Québec, H3B 2J8, has advised that it is independent within the rules of the Code of Ethics of the Chartered Professional Accountants of Québec.

The transfer agent and registrar of the REIT is TSX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario, M5H 4H1.

ADDITIONAL INFORMATION

Additional information relating to the REIT may be found on the System for Electronic Documents Analysis and Retrieval (SEDAR) at www.sedar.com. Additional information, including with respect to Trustees' and officers' remuneration and indebtedness, principal holders of the REIT's securities and units authorized for issuance under equity compensation plans, as applicable, is contained in the REIT's information circular for its most recent annual meeting of unitholders that involved the election of Trustees and will be contained in the REIT's information circular which will be prepared in connection with the REIT's 2022 annual meeting of Unitholders.

Additional financial information is provided in the consolidated financial statements and notes to the consolidated financial statements and management's discussion and analysis of the REIT for the year ended December 31, 2021.

SCHEDULE A
AUDIT COMMITTEE CHARTER

1. PURPOSE

- (a) The audit committee (the “**Committee**”) is a standing committee appointed by the board of trustees (the “**Board**”) of PRO Real Estate Investment Trust (the “**REIT**”). The Committee is established to fulfill applicable public issuer obligations respecting audit committees and to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting including responsibility to:
 - (i) oversee the integrity of the REIT’s financial statements and financial reporting process, including the audit process and the REIT’s accounting controls and procedures and compliance with related legal and regulatory requirements;
 - (ii) oversee the qualifications and independence of the external auditors;
 - (iii) oversee the work of the REIT’s financial management and external auditors in these areas; and
 - (iv) provide an open avenue of communication between the external auditors, the Board and management.
- (b) The Committee is also responsible for assisting the Board in fulfilling its responsibilities relating to pension matters.
- (c) The function of the Committee is oversight. It is not the duty or responsibility of the Committee or its members (i) to plan or conduct audits, (ii) to determine that the REIT’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles or (iii) to conduct other types of auditing or accounting reviews or similar procedures or investigations. The Committee members and its chair are members of the Board of the REIT, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of the REIT, and are specifically not accountable or responsible for the day to day operation or performance of such activities.
- (d) Management is responsible for the preparation, presentation and integrity of the REIT’s financial statements. Management is also responsible for maintaining appropriate accounting and financial reporting principles and policies and systems of risk assessment and internal controls and procedures designed to provide reasonable assurance that assets are safeguarded and transactions are properly authorized, recorded and reported and to assure the effectiveness and efficiency of operations, the reliability of financial reporting and compliance with accounting standards and applicable laws and regulations. Management is also responsible for monitoring and reporting on the adequacy and effectiveness of the system of internal controls. The external auditors are responsible for planning and carrying out an audit of the REIT’s annual financial statements in accordance with generally accepted auditing standards to provide reasonable assurance that, among other things, such financial statements are in accordance with generally accepted accounting principles.
- (e) In the event that any provision of this charter conflicts with or contravenes any provision of the REIT’s amended and restated declaration of trust dated as of December 21, 2018 (as such declaration of trust may be further amended or amended and restated from time to time) (the “**Declaration of Trust**”), such provision of the Declaration of Trust will govern and nothing herein shall be construed as giving the Trustees of the REIT who are members of the Committee any powers or authority in addition to, or greater than, the power and authority established by the Declaration of Trust.

2. COMPOSITION, PROCEDURES AND ORGANIZATION

- (a) The Committee shall consist of at least three members of the Board, all of whom shall be, in the determination of the Board, “independent” as that term is defined by *National Instrument 52-110 respecting Audit Committees* (“NI 52-110”), as amended from time to time.
- (b) All members of the Committee shall be, in the determination of the Board, “financially literate” as that term is defined by NI 52-110.
- (c) The Board, at its organizational meeting held in conjunction with each annual meeting of unitholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee. Any member of the Committee ceasing to be a Trustee of the REIT shall cease to be a member of the Committee.
- (d) The members of the Committee shall designate a chair (who shall be a resident Canadian) by majority vote of the full Committee membership.
- (e) The Committee shall have access to such officers and employees of the REIT and to the REIT’s external auditors and its legal counsel, and to such information respecting the REIT as it considers necessary or advisable in order to perform its duties.
- (f) Meetings of the Committee shall be conducted as follows:
 - (i) the Committee shall meet on a regular basis, at such times and at such locations as the chair of the Committee shall determine;
 - (ii) any member of the Committee may call a meeting of the Committee;
 - (iii) any Trustee of the REIT may request the chair of the Committee to call a meeting of the Committee and may attend such meeting to inform the Committee of a specific matter of concern to such trustee, and may participate in such meeting to the extent permitted by the chair of the Committee; and
 - (iv) the external auditors and management employees shall, when required by the Committee, attend any meeting of the Committee.
- (g) The external auditors shall be entitled to communicate directly with the chair of the Committee and may meet separately with the Committee. The Committee, through its chair, may contact directly any employee in the REIT as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper practices or transactions.
- (h) The Committee is authorized, at the REIT’s expense, to retain independent counsel and other advisors as it determines necessary to carry out its duties and to set their compensation.

3. DUTIES

- (a) The duties of the Committee shall be to:
 - (i) assist the Board in the discharge of its duties relating to the REIT’s accounting policies and practices, reporting practices and internal controls;
 - (ii) establish and maintain a direct line of communication with the REIT’s external auditors and assess their performance;
 - (iii) oversee the work of the external auditors;
 - (iv) review and discuss with management and the external auditors the adequacy and effectiveness the REIT’s internal controls;
 - (v) assess the quality, appropriateness, objectivity and acceptability of the REIT’s financial reports and accounting principles and practices used in its financial reporting;
 - (vi) report regularly to the Board on the fulfillment of the Committee’s duties;
 - (vii) assist the Board in the discharge of its duties relating to the REIT’s compliance with legal and regulatory requirements; and

- (viii) assist the Board in the discharge of its duties relating to risk assessment and risk management.
- (b) The Committee shall be directly responsible for overseeing the work of the external auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the REIT, including the resolution of disagreements between management and the external auditors regarding financial reporting, and in carrying out such oversight the Committee's duties shall include:
- (i) recommending to the Board a firm of external auditors to be nominated for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the REIT;
 - (ii) reviewing, where there is to be a change of external auditors, all issues related to the change, and the planned steps for an orderly transition;
 - (iii) reviewing all reportable events, including disagreements, unresolved issues and consultations, or any successor legislation, on a routine basis, whether or not there is to be a change of external auditor;
 - (iv) reviewing the engagement letters of the external auditors, both for audit and non-audit services;
 - (v) reviewing the independence of the external auditors;
 - (vi) reviewing and approving the terms of engagement of the external auditors, including the compensation payable, scope and timing of the audit and other related services, pre-approving any non-audit services provided by the external auditors, and assessing the performance of the external auditors; and
 - (vii) reviewing and pre-approving the nature of and fees for any non-audit services performed for the REIT by the external auditors and consider whether the nature and extent of such services could detract from the firm's independence in carrying out the audit function.
- (c) The duties of the Committee as they relate to audits and financial reporting shall be to:
- (i) review the audit plan with the external auditor and management;
 - (ii) review with the external auditor and management any proposed changes in accounting policies, the presentation of the impact of significant risks and uncertainties, and key estimates and judgments of management that may in any such case be material to financial reporting;
 - (iii) review the contents of the audit report;
 - (iv) question the external auditor and management regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
 - (v) review the scope and quality of the audit work performed;
 - (vi) review the adequacy of the REIT's financial and auditing personnel;
 - (vii) review the co-operation received by the external auditor from the REIT's personnel during the audit, any problems encountered by the external auditors and any restrictions on the external auditor's work;
 - (viii) review the evaluation of internal controls by the internal auditor (or persons performing the internal audit function) and any reports on internal controls received from the external auditors, together with management's response to the recommendations, including subsequent follow-up of any identified weaknesses;
 - (ix) review the appointments of the chief financial officer, internal auditor (or persons performing the internal audit function) and any key financial executives involved in the financial reporting process;
 - (x) review and recommend to the Board for approval the REIT's annual audited financial statements and those of its subsidiaries in conjunction with the report of the external auditors

- thereon, and obtain an explanation from management of all significant variances between comparative reporting periods before release to the public;
- (xi) review and approve the REIT's interim unaudited financial statements, and obtain an explanation from management of all significant variances between comparative reporting periods before release to the public;
 - (xii) oversee procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and employees' confidential anonymous submission of concerns regarding accounting and auditing matters; and
 - (xiii) review the terms of reference for an internal auditor or internal audit function.
- (d) The duties of the Committee as they relate to accounting and disclosure policies and practices shall be to:
- (i) review changes to accounting principles of the Canadian Institute of Chartered Accountants which would have a significant impact on the REIT's financial reporting as reported to the Committee by management and the external auditors;
 - (ii) review the quality, acceptability and appropriateness of the accounting policies used in the preparation of the REIT's financial statements and consider recommendations for any material change to such policies;
 - (iii) review the status of material contingent liabilities as reported to the Committee by management;
 - (iv) review the status of income tax returns and potentially significant tax problems as reported to the Committee by management;
 - (v) review and approve before their release all publicly disclosed audited or unaudited financial information and any public disclosure documents to be filed with securities regulators containing audited or unaudited financial information, including all earnings, press releases, MD&A, prospectuses, annual reports to unitholders, annual information forms and management's discussion and analysis; and
 - (vi) oversee and review all financial information and earnings guidance provided to analysts and rating agencies.
- (e) The other duties of the Committee shall include:
- (i) reviewing any inquiries, investigations or audits of a financial nature by governmental, regulatory or taxing authorities;
 - (ii) reviewing and approving policies respecting the hiring of partners, employees and former partners and employees of the REIT's present and former external auditors;
 - (iii) reviewing annual operating and capital budgets;
 - (iv) reviewing the funding and administration of the REIT's compensation and pension plans;
 - (v) reviewing and reporting to the Board on difficulties and problems with regulatory agencies which are likely to have a significant financial impact;
 - (vi) inquiring of management and the external auditors as to any activities that may be or may appear to be illegal or unethical;
 - (vii) any other questions or matters referred to it by the Board; and
 - (viii) receiving and reviewing:
 - (A) periodic reports on compliance with requirements regarding statutory deductions and remittances;
 - (B) material policies and practices of the REIT respecting cash management and material financing strategies or policies or proposed financing arrangements and objectives of the REIT; and

- (C) material tax policies and tax planning initiatives, tax payments and reporting and any pending tax audits or assessments.
- (ix) meeting periodically with management to review and discuss the REIT's major risk exposures and the policy steps management has taken to monitor and control such exposures, including the use of financial derivatives and hedging activities.
- (x) receiving and reviewing the financial statements and other financial information of material subsidiaries of the REIT and any auditor recommendations concerning such subsidiaries; and
- (xi) meeting with management to review the process and systems in place for ensuring the reliability of public disclosure documents that contain audited and unaudited financial information and their effectiveness.