CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTH PERIODS ENDED JUNE 30, 2024 AND 2023

August 7, 2024

PROREIT

CONTENTS
(Unaudited)

PRO REAL ESTATE INVESTMENT TRUST
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
UNAUDITED - CAD $ thousands

	Note	**June 30 2024**	December 31 2023
Assets			
Non-current assets			
Investment properties	6	**$ 963,647**	$ 1,010,414
Property and equipment		**1,934**	1,499
Intangible assets	8	**3,182**	3,305
		968,763	1,015,218
Current assets			
Receivables and other	9	**12,565**	6,117
Cash		**8,871**	13,256
		21,436	19,373
TOTAL ASSETS		**$ 990,199**	$ 1,034,591
Liabilities and unitholders' equity			
Non-current liabilities			
Debt	5, 10	**404,213**	420,881
Long-term incentive plan	12	**5,533**	4,942
		409,746	425,823
Current liabilities			
Debt	5, 10	**82,433**	94,376
Class B LP Units	5, 11	**5,773**	6,459
Accounts payable and other liabilities	13	**17,161**	17,626
Distributions payable		**2,274**	2,273
		107,641	120,734
Total liabilities		**517,387**	546,557
Unitholders' Equity		**472,812**	488,034
TOTAL LIABILITIES AND UNITHOLDERS' EQUITY		**$ 990,199**	$ 1,034,591

Approved by the Board

“signed”
Gordon G. Lawlor, CPA
Trustee

“signed”
Deborah Shaffner, FCPA, MBA
Trustee

See accompanying notes to the condensed consolidated interim financial statements

PRO REAL ESTATE INVESTMENT TRUST

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

UNAUDITED - CAD $ thousands

	Note	**3 Months Ended June 30 2024**	3 Months Ended June 30 2023	**6 Months Ended June 30 2024**	6 Months Ended June 30 2023
Property revenue	15,16	**$ 24,595**	$ 24,945	**$ 50,297**	$ 50,223
Property operating expenses	16,17	**9,809**	10,495	**20,689**	21,233
Net operating income		**14,786**	14,450	**29,608**	28,990
General and administrative expenses	17	**1,273**	1,278	**2,658**	4,796
Long-term incentive plan expense	12	**(140)**	395	**1,218**	976
Depreciation of property and equipment		**168**	108	**316**	213
Amortization of intangible assets	8	**62**	93	**123**	186
Interest and financing costs	17	**5,848**	5,473	**11,641**	10,604
Distributions - Class B LP Units	11	**147**	157	**299**	314
Fair value adjustment - Class B LP Units	11	**(871)**	(964)	**104**	(992)
Fair value adjustment - investment properties	6	**4,591**	6,250	**17,866**	(1,401)
Fair value adjustment - derivative financial instrument	10	**(2,520)**	21	**(1,015)**	21
Other income	18	**(1,067)**	(748)	**(2,101)**	(1,583)
Other expenses	18	**547**	398	**1,025**	819
Debt settlement costs		**128**	53	**306**	53
Transaction costs		**–**	194	**–**	194
Net income (loss) and comprehensive income (loss)		**$ 6,620**	$ 1,742	**$ (2,832)**	$ 14,790

See accompanying notes to the condensed consolidated interim financial statements

PRO REAL ESTATE INVESTMENT TRUST
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN UNITHOLDERS' EQUITY
UNAUDITED - CAD $ thousands except per unit and per unit amounts

	Note	Number of Units	Units issued	Cumulative distributions	Retained earnings	Total
Balance, January 1, 2024		**59,249,207**	**$ 364,157**	**$ (154,737)**	**$ 278,614**	**$ 488,034**
Net loss and comprehensive loss					**(2,832)**	**(2,832)**
Transactions with Unitholders:						
Distributions declared - $0.2250 per Unit				**(13,342)**		**(13,342)**
Issuance of Units, net of issue costs	14	**31,471**	**162**			**162**
Exchange of Class B LP Units for REIT Units	11	**156,457**	**790**	**–**	**–**	**790**
Balance, June 30, 2024		**59,437,135**	**$ 365,109**	**$ (168,079)**	**$ 275,782**	**$ 472,812**

	Note	Number of Units	Units issued	Cumulative distributions	Retained earnings	Total
Balance, January 1, 2023		59,047,809	$ 363,107	$ (128,125)	$ 252,708	$ 487,690
Net income and comprehensive income					14,790	14,790
Transactions with Unitholders:						
Distributions declared - $0.2250 per Unit				(13,288)		(13,288)
Exchange of Class B LP Units for REIT Units	11	19,565	104	–	–	104
Balance, June 30, 2023		59,067,374	$ 363,211	$ (141,413)	$ 267,498	$ 489,296

See accompanying notes to the condensed consolidated interim financial statements

PRO REAL ESTATE INVESTMENT TRUST
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
UNAUDITED - CAD $ thousands

	Note	**3 Months Ended June 30 2024**	3 Months Ended June 30 2023	**6 Months Ended June 30 2024**	6 Months Ended June 30 2023
Cash provided by (used in):					
Operating activities					
Net income (loss) and comprehensive income (loss)		**$ 6,620**	$ 1,742	**$ (2,832)**	$ 14,790
Items not affecting cash:					
Depreciation of property and equipment		**168**	108	**316**	213
Amortization of financing costs	17	**342**	253	**731**	439
Amortization of intangible assets	8	**62**	93	**123**	186
Long-term incentive plan expense	12	**(140)**	395	**1,218**	976
Straight-line rent adjustment	6	**(112)**	(457)	**(254)**	(578)
Fair value adjustment - Class B LP Units	11	**(871)**	(964)	**104**	(992)
Fair value adjustment - investment properties	6	**4,591**	6,250	**17,866**	(1,401)
Fair value adjustment - derivative financial instrument	10	**(2,520)**	21	**(1,015)**	21
Accretion expense - Convertible Debentures	17	**94**	19	**187**	19
Changes in non-cash working capital	19	**(8,445)**	(6,841)	**(6,912)**	(2,472)
Net cash flows provided by (used in) operating activities		**(211)**	619	**9,532**	11,201
Financing activities					
Issuance of convertible debentures (net of issue costs)		**–**	32,671	**–**	32,671
Repayment of mortgages and term loans		**(16,080)**	(19,809)	**(43,198)**	(23,149)
Increase in mortgages and term loans		**9,848**	30,500	**9,848**	30,500
Increase in credit facility		**6,000**	10,500	**9,500**	18,000
Repayment of credit facility		**(4,500)**	(37,000)	**(4,500)**	(37,000)
Financing costs		**(162)**	(452)	**(164)**	(455)
Distributions paid on Units		**(6,673)**	(6,643)	**(13,342)**	(13,288)
Restricted and Deferred Units settled in cash	12	**–**	(2,382)	**(465)**	(3,336)
Net cash flows provided by (used in) financing activities		**(11,567)**	7,385	**(42,321)**	3,943
Investing activities					
Additions to investment properties	6	**(2,553)**	(4,364)	**(5,118)**	(6,687)
Net proceeds on disposal of investment properties	6	**12,775**	1,902	**37,185**	1,902
Leasing commissions	6	**(844)**	(486)	**(2,912)**	(1,981)
Additions to property and equipment		**(283)**	(88)	**(751)**	(114)
Net cash flows provided by (used in) investing activities		**9,095**	(3,036)	**28,404**	(6,880)
Change in cash during the period		**(2,683)**	4,968	**(4,385)**	8,264
Cash, beginning of period		**11,554**	10,827	**13,256**	7,531
Cash, end of period		**$ 8,871**	$ 15,795	**$ 8,871**	$ 15,795

Supplemental cash flow information 19

See accompanying notes to the condensed consolidated interim financial statements

1. Nature of operations

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

The REIT's trust units ("Units") are listed on the Toronto Stock Exchange (the "TSX") under the symbol PRV.UN. The REIT's convertible unsecured subordinated debentures ("Convertible Debentures") are listed on the TSX under the symbol PRV.DB. The principal, registered and head office of the REIT is located at 2000 Mansfield Street, Suite 1000, Montréal, Quebec, H3A 2Z7.

2. Basis of presentation

The condensed consolidated interim financial statements have been prepared in accordance with IAS 34, Interim financial reporting using accounting policies consistent with International Financial Reporting Standards (''IFRS'') issued by the International Accounting Standards Board (''IASB'') and International Financing Reporting Interpretations Committee (''IFRIC''). These condensed consolidated interim financial statements should be read in conjunction with the REIT's annual audited consolidated financial statements and notes thereto prepared for the year ended December 31, 2023.

The condensed consolidated interim financial statements have been prepared on a historical cost basis with the exception of investment properties, derivative financial instrument, Class B LP Units (as defined herein) and units under the long-term incentive plan, which are measured at fair value.

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

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

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

Control is present when the REIT has all the following:

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

(ii) Joint operations:

A joint operation is a type of joint arrangement whereby the parties that have joint control of the arrangement have the rights to the assets and the obligations for the liabilities relating to the arrangement. The REIT recognizes its rights to and obligations for the assets, liabilities, revenue and expenses of these joint operations in the respective lines in the condensed consolidated interim financial statements.

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

These condensed consolidated interim financial statements were authorized for issuance by the Board of Trustees of the REIT on August 7, 2024.

3. Material accounting policy information

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

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

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

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

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

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

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

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

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

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

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

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

- Furniture and fixtures – 20%
- Computer equipment – 30%
- Leasehold improvements – over the term of the lease
- Vehicle – 3 to 5 years

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

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

Cash
Cash includes balances with banks and funds held in trust.

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

Financial instruments
Under and subject to the terms and conditions of the Declaration of Trust, the REIT recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss (“FVTPL”), transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at FVTPL are expensed in the condensed consolidated interim statements of net income (loss) and comprehensive income (loss) when incurred.

Financial assets are classified and measured based on the business model in which they are managed and the characteristics of their contractual cash flows. IFRS 9 (Financial Instruments) contains three principal classification categories for financial assets: measured at amortized cost, fair value through other comprehensive income and FVTPL.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

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

All financial assets not classified as measured at amortized cost as described above are measured at FVTPL. The REIT derecognizes a financial asset when its contractual rights to the cash flows from financial asset expire.

The REIT recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, financial liabilities are measured at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at FVTPL for which transaction costs are immediately recorded in the condensed consolidated interim statements of net income (loss) and comprehensive income (loss).

Subsequent to initial recognition, financial liabilities are measured at amortized cost using the effective interest rate method, except for financial liabilities at FVTPL. Such liabilities are subsequently measured at fair value. Interest, gains or losses relating to a financial liability are recognized in the condensed consolidated interim statements of net income (loss) and comprehensive income (loss). The REIT derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

The ‘expected credit loss’ (“ECL”) model is used to determine impairment of financial assets measured at amortized cost, contract assets and debt investments at fair value through other comprehensive income. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

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

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

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

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

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

Losses are recognized in the condensed consolidated interim statements of net income (loss) and comprehensive income (loss) and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through comprehensive income.

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

Level 1 (“L1”) – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
Level 2 (“L2”) – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and
Level 3 (“L3”) – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

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

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

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

Convertible Debentures
The Convertible Debentures issued by the REIT are convertible into a fixed number of units at the option of the holder and are redeemable by the REIT under certain conditions. The convertible debentures are separated into their debt component and embedded derivative features which are accounted for separately using the residual value approach. Subsequent to initial recognition, the debt component is measured at amortized cost using the effective interest method. The embedded derivative features include a holder conversion option at any time and an issuer redemption option under certain conditions. The multiple embedded derivative features are treated as a single compound embedded derivative liability and initially recognized at fair value. Subsequent to initial recognition, changes in fair value are recognized in the condensed consolidated interim statements of net income (loss) and comprehensive income (loss). Upon issuance, any directly attributable costs are allocated to the debt component and embedded derivative liability in proportion to their initial carrying amounts.

For the debt component, the financing costs are reflected in the determination of the effective interest rate. For the embedded derivative liability, the financing costs are immediately expensed. Upon conversion, the carrying amount of the debt component and the related fair value of the derivative liability as of the date of conversion are transferred to equity. Upon redemption, the redemption proceeds are compared to the carrying amount of the debt component and the related fair value of the embedded derivative extinguished as of the date of redemption, and any gain or loss on redemption is recognized in the statements of net income (loss) and comprehensive income (loss).

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

Class B LP Units
The Class B limited partnership units ("Class B LP Units") of PRO REIT Limited Partnership ("PRLP"), one of the REIT's limited partnerships under control, are classified as "financial liabilities", as they are exchangeable into Units of the REIT on a one-for-one basis at any time at the option of the holder. Class B LP Units are measured at fair value and presented as part of current liabilities in the condensed consolidated interim statements of financial position, with changes in fair value recorded in the condensed consolidated interim statements of net income (loss) and comprehensive income (loss). The fair value of the Class B LP Units is determined with reference to the market price of the Units on the date of measurement. Distributions on Class B LP Units are recognized in the condensed consolidated interim statements of net income (loss) and comprehensive income (loss) when declared.

Long-term incentive plan
The REIT has adopted a long-term incentive plan which provides for the grant of deferred units ("DU" or "Deferred Units") and restricted units ("RU" or "Restricted Units") of the REIT to directors, employees, trustees and consultants of the REIT and its subsidiaries. The RUs and DUs are considered to be financial liabilities in the condensed consolidated interim statement of financial position because there is a contractual obligation for the REIT to deliver Units upon settlement of the RUs and DUs. As a result of this obligation, the RUs and DUs are exchangeable into a liability as the Units are a liability by definition in accordance with IAS 32 and the Puttable Instrument Exemption does not apply to IFRS 2 – Share-Based Payment ("IFRS 2"). In accordance with IAS 32, the long-term incentive plan is presented as a liability and is measured at fair value in the condensed consolidated interim statements of financial position in accordance with IFRS 9 Financial Instruments. Fair market value is determined with reference to observable market price of the REIT's Units.

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

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

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

using the current discount rate. The amount recognized as provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date.

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

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

Segmented disclosure
Segmented disclosure is determined based on internal reports that are regularly reviewed by the Chief Executive Officer and the Chief Financial Officer for the purpose of allocating resources to the segment and assessing its performance. The REIT's segments are managed by use of properties.

Joint arrangements
Under IFRS 11, “Joint Arrangements”, a joint arrangement is an arrangement in which two or more parties have joint control. Joint control is the contractually agreed sharing of control whereby decisions about the relevant activities require unanimous consent of the parties sharing control.

Joint arrangements are classified as either joint operations or joint ventures depending on the REIT’s rights and obligations in the arrangement based on factors such as the structure, legal form and contractual terms of the arrangement.

As at June 30, 2024, the REIT had interests in joint arrangements that were classified as joint operations.

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

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

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

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

4. Critical accounting judgments, estimates and assumptions

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

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

(i) Business combinations and asset acquisitions – The REIT, in general, acquires investment properties as asset acquisitions but at the time of the acquisition also considers whether the acquisition represents the acquisition of a business. The REIT accounts for an acquisition as a business combination where an integrated set of activities is acquired in addition to the investment property. Consideration is made of the extent to which significant processes are acquired and, in particular, the extent of ancillary services provided by the subsidiary (e.g., maintenance, cleaning, security, bookkeeping, etc.). The significance of any process is judged with reference to the guidance in IAS 40 about ancillary services.

(ii) Impairment of assets – Long-lived assets, which include property and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment is assessed by comparing the carrying amount of an asset with the expected future net discounted cash flows from its use together with its residual value. If such assets are considered to be impaired, the impairment to be recognized is measured as the amount by which the carrying amount of the assets exceeds their fair value.

(iii) Leases – The REIT uses judgment in determining whether certain leases, in particular those tenant leases with long contractual terms where the lessee is the sole tenant, are operating or finance leases. The REIT has determined that all of its leases are operating leases.

(iv) Income taxes – Under current tax legislation, a real estate investment trust is not liable to pay Canadian income taxes provided that its taxable income is fully distributed to unitholders during the year. The REIT is a real estate investment trust if it meets the REIT Conditions. The REIT has reviewed the REIT Conditions and has assessed their interpretation and application to the REITs assets and revenue, and it has determined that it qualifies as a real estate investment trust.

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

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

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

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

(i) Valuation of investment properties – Investment properties are presented at fair value at the reporting date. Currently, any change in fair value is determined by management and by independent real estate valuation experts using recognized valuation techniques. The techniques used by management and by independent real estate valuation experts comprise of the discounted cash flow and direct capitalization methods of valuation and includes estimating, among other things, capitalization rates and future net operating income and discount rates and future cash flows applicable to investment properties, respectively.

(ii) Fair value of financial instruments – Where the fair value of financial assets and financial liabilities recorded in the condensed consolidated interim statement of financial position cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flow model. Inputs to these models are taken from observable markets where possible, but where this is not feasible a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value in the condensed consolidated interim financial statements.

(iii) Goodwill impairment and impairment of indefinite lived intangible assets – Goodwill is tested for impairment annually and whenever events or changes in circumstances indicate that the carrying amount of goodwill has been impaired. In order to determine if the value of goodwill has been impaired, the cash-generating unit to which goodwill has been allocated must be valued using present value techniques. When applying this valuation technique, the REIT relies on a number of factors, including historical results, business plans, forecasts and market data. Changes in the conditions for these judgments and estimates can significantly affect the assessed value of goodwill. Management assesses intangible assets with indefinite lives for impairment on an annual basis. This assessment takes into account factors such as economic and market conditions as well as any changes in the expected use of the asset.

(iv) Contractual rents and other tenant receivables presented net of an allowance for doubtful accounts – Estimates and assumptions used in determining the allowance for doubtful accounts, include the historical credit loss experience adjusted for current conditions and forward-looking information including future expectations of likely default events based on actual or expected insolvency filings, likely deferrals of payments due and potential abatements to be granted by the REIT through tenant negotiations or under government programs, and macroeconomic conditions.

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(v) Derivative financial instrument – Derivative financial instrument, including embedded derivatives, are recognized on the condensed consolidated interim statements of financial position at fair value. Subsequent to initial recognition, the embedded derivatives are measured at fair value. The fair value of the derivative instruments is based on forward rates considering the market price, rate of interest and volatility. Changes in estimated fair value at each reporting date are included in the condensed consolidated interim statements of net income (loss) and comprehensive income (loss). Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related and if the entire contract is not measured at fair value with changes in fair value recognized in the condensed consolidated interim statements of net income (loss) and comprehensive income (loss).

5. Accounting standards effective this period

In January 2020 and October 2022, the IASB issued amendments to IAS 1, Classification of Liabilities as Current or Non-Current, to specify the requirements for the classification of liabilities as either current or non-current. The amendments clarified the following:

(i) Right to defer settlement – that if an entity's right to defer settlement is subject to compliance with future covenants, the entity has a right to defer settlement of the liability regardless of compliance with such covenants at the end of the reporting period.

(ii) Expected deferrals – that the classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer the settlement of the liability for at least twelve months following the reporting period even if settlement occurs prior to the authorization of the issuance of the financial statements.

(iii) Settlement by way of own instruments – that settlement by way of an entity's own equity instruments is considered settlement for classification purposes with the exception of a conversion option that itself is classified as an equity instrument.

The amendment also provided for additional disclosures surrounding non-current liabilities for which a right to defer settlement is subject to compliance with future covenants within twelve months.

The REIT may be required to settle the Convertible Debentures and the Class B LP Units on demand and does not have the right to defer settlement of such instruments for a period of more than twelve months from the reporting date. As such, the REIT has classified these liabilities where there is no right to defer settlement in Units as current liabilities. The amendments have been applied on a retrospective basis, effective for the annual period beginning on January 1, 2024.

The REIT reclassified the Convertible Debentures less issuance costs and Class B LP Units from non-current to current liabilities in the condensed consolidated interim statements of financial position as summarized in the table below:

	December 31 2023	IAS 1 Amendment	**Adjusted December 31 2023**
Non-current liabilities			
Debt	$ 451,166	$ (30,285)	**$ 420,881**
Class B LP Units	6,459	(6,459)	**–**
	$ 457,625	$ (36,744)	**$ 420,881**
		–	**–**
Current liabilities			
Debt	$ 64,091	$ 30,285	**$ 94,376**
Class B LP Units	–	6,459	**6,459**
	$ 64,091	$ 36,744	**$ 100,835**

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6. Investment properties

	June 30 2024	December 31 2023
Balance, beginning of period	**$ 1,010,414**	$ 1,017,965
Disposals	**(37,185)**	(25,258)
Additions	**5,118**	16,992
Leasing commissions	**2,912**	3,064
Straight-line rent adjustment	**254**	468
Fair value adjustment	**(17,866)**	(2,817)
Balance, end of period	**$ 963,647**	$ 1,010,414

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

During the six month period ended June 30, 2024, the REIT made the following dispositions:

- On February 2, 2024 the REIT sold a 100% interest in one retail property for gross proceeds of $13,500, before closing costs.
- On February 9, 2024 the REIT sold a 100% interest in one industrial property for gross proceeds of $7,250, before closing costs.
- On March 15, 2024 the REIT sold a 100% interest in one retail property for gross proceeds of $5,380, before closing costs.
- On May 15, 2024 the REIT sold a 100% interest in one retail property for gross proceeds of $4,800, before closing costs.
- On May 27, 2024 the REIT sold a 100% interest in one retail property for gross proceeds of $2,200, before closing costs.
- On June 7, 2024 the REIT sold a 100% interest in one industrial property for gross proceeds of $6,500, before closing costs.

Investment properties are independently appraised at the time of acquisition. In addition, the REIT engages independent external appraisers to appraise its investment properties such that the majority of the portfolio is independently appraised at least once over a two year period. During the six month period ended June 30, 2024, properties externally appraised represented a total fair value of $295,640 (for the year ended December 31, 2023 – $576,375). The fair value of the remaining portfolio of investment properties was determined internally by the REIT by individuals who are knowledgeable and have industry experience in real estate valuations with support from external appraisers, using similar assumptions and valuation principals as used by external appraisers.

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

At June 30, 2024	**Industrial**	**Retail**	**Office**
Capitalization rate	5.5% - 7.5%	6.0% - 10.0%	7.3% - 8.8%
Terminal capitalization rate	5.5% - 7.5%	6.3% - 10.0%	7.0% - 8.0%
Discount rate	6.0% - 9.0%	6.8% - 10.0%	7.5% - 9.5%

At December 31, 2023	**Industrial**	**Retail**	**Office**
Capitalization rate	4.5% - 8.3%	4.5% - 9.3%	7.0% - 7.3%
Terminal capitalization rate	5.5% - 7.5%	5.3% - 9.5%	7.0% - 8.0%
Discount rate	5.8% - 9.0%	5.8% - 10.0%	7.5% - 9.5%

Weighted Average Capitalization Rate (1)	**June 30 2024**	December 31 2023
Industrial	**6.5 %**	6.0 %
Retail	**7.2 %**	7.0 %
Office	**7.9 %**	7.1 %
Total portfolio	**6.7 %**	6.2 %

(1) Weighted average capitalization rate is based on the fair values of the investment properties.

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

	Impact of 25-basis points			
	June 30, 2024		December 31, 2023	
	Increase	Decrease	Increase	Decrease
Capitalization rate	$ (33,547)	$ 36,058	$ (38,708)	$ 41,920
Terminal capitalization rate	$ (22,364)	$ 22,581	$ (24,560)	$ 24,990
Discount rate	$ (18,683)	$ 20,324	$ (19,788)	$ 21,350

7. Investment in joint operations

The REIT is a co-owner in several investment properties that are subject to joint control based on the REIT's decision-making authority with regard to the relevant activities of the investment properties. The REIT recognizes its rights to and obligations for the assets, liabilities, revenue and expenses of these joint operations in the respective lines in the condensed consolidated interim financial statements. The following table outlines the REIT's ownership interest:

			Ownership Interest	
Investment Property	**Location**	**Property Type**	**June 30 2024**	December 31 2023
202 & 204 Brownlow Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
201 Brownlow Avenue and 50 Eileen Stubbs Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
7 Mellor Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
71 Thornhill Drive	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
131, 133 & 135 Ilsley Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
121 Ilsley Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
75 Akerley Boulevard	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
100 Ilsley Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
100 Wright Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
51 Raddall Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
170 Joseph Zatzman Drive	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
105 Akerley Boulevard	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
50 Troop Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
32 Troop Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
81 Wright Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
109 Ilsley Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
95 Akerley Boulevard	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
30 Simmonds Drive	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
50 Garland Avenue	Dartmouth, Nova Scotia	Office	**50 %**	50 %
10 Thornhill Drive	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
16 Garland Avenue	Dartmouth, Nova Scotia	Retail	**50 %**	50 %
71 Ilsley Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
81 Ilsley Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
101 Ilsley Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
26-28 Topple Drive	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
45 Wright Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
171 John Savage Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
10 Morris Drive	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
10 Vidito Drive	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
101 Thornhill Drive	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
11 Morris Drive	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
120 Troop Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %

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222 Edinburgh Drive	Moncton, New Brunswick	Industrial	**50 %**	50 %
29-59 Mosher Drive	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
30-58 Mosher Drive	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
320-340 Wright Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
40 Thornhill Drive	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
50 Akerley Boulevard	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
50 Thornhill Drive	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
55 Akerley Boulevard	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
58 Wright Avenue	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %
60 Thornhill Drive	Dartmouth, Nova Scotia	Industrial	**50 %**	50 %

The following amounts are included in these condensed consolidated interim financial statements and represent the REIT's proportionate share of the assets and liabilities of its co-owned properties, as well as the results of operations:

	June 30 2024	December 31 2023
Current assets	**$ 4,543**	$ 5,486
Investment properties	**242,600**	242,600
Total assets	**$ 247,143**	$ 248,086
Current liabilities	**4,178**	4,071
Debt	**131,848**	133,349
Total liabilities	**$ 136,026**	$ 137,420

	3 Months Ended June 30 2024	3 Months Ended June 30 2023	**6 Months Ended June 30 2024**	6 Months Ended June 30 2023
Property revenue	**$ 6,614**	$ 6,072	**$ 13,238**	$ 11,976
Property operating expenses (excluding the undernoted property management fees)	**2,614**	2,491	**5,296**	4,951
Property management fees	**193**	175	**387**	348
Net operating income	**3,807**	3,406	**7,555**	6,677
Interest and financing costs	**1,285**	1,352	**2,574**	2,707
Fair value adjustment - investment properties	**668**	(4,374)	**1,530**	(4,066)
Net income and comprehensive income	**$ 1,854**	$ 6,428	**$ 3,451**	$ 8,036

8. Intangible assets

Intangible assets consist of the following:

	June 30 2024	December 31 2023
Intangible assets with finite lives		
Customer relationships	**$ 492**	$ 615
Non-compete agreement	**–**	–
Total intangible assets with finite lives	**492**	615
Brand	**334**	334
Goodwill	**2,356**	2,356
	$ 3,182	$ 3,305

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The reconciliation of the carrying value of the intangible assets with finite lives is set out below:

	Customer Relationships	Non-Compete Agreement	Total
Intangible assets with finite lives			
At January 1, 2023	**$ 862**	**$ 62**	**$ 924**
Amortization	**(247)**	**(62)**	**(309)**
At January 1, 2024	**615**	**–**	**615**
Additions	**–**	**–**	**–**
Amortization	**(123)**	**–**	**(123)**
At June 30, 2024	**$ 492**	**$ –**	**$ 492**

9. Receivables and other

	June 30 2024	December 31 2023
Accounts receivable	**$ 3,340**	$ 3,187
Prepaid taxes	**6,823**	1,889
Prepaid other	**2,075**	848
Deposits	**53**	54
Other receivables	**274**	139
	$ 12,565	$ 6,117

10. Debt

	Note	June 30 2024	December 31 2023
Mortgages and term loan (net of financing costs of $1,707)	10 (a)	**$ 433,678**	$ 466,824
Convertible Debentures (net of issuance costs of $2,667)	10 (b)	**31,135**	31,637
Credit Facility (net of financing costs of $167)	10 (c)	**21,833**	16,796
Total		**486,646**	515,257
Debt (current)		**(82,433)**	(94,376)
Non-current debt		**$ 404,213**	$ 420,881

(a) Mortgages and term loan

	June 30 2024	December 31 2023
Mortgages (net of financing costs of $1,621)	**$ 423,910**	$ 456,996
Term loan (net of financing costs of $86)	**9,768**	9,828
Total	**433,678**	466,824
Mortgages and term loan (current)	**(29,465)**	(45,943)
Non-current mortgages and term loan	**$ 404,213**	$ 420,881

As at June 30, 2024, all mortgages payable were at fixed rates with a weighted average contractual rate of approximately 3.94% (December 31, 2023 – 3.88%). The mortgages payable are secured by first charges on certain investment properties with a fair value of approximately $833,987 at June 30, 2024 (December 31, 2023 - $901,139).

On June 29, 2023, the REIT received a $10,000 three year term loan at rate of 6.79%. Proceeds of the term loan were used to partially repay the credit facility. The term loan is secured by second charges on certain investment properties with a fair value of approximately $113,740 at June 30, 2024 (December 31, 2023 - $117,020).

During the six month period ended June 30, 2024, the REIT repaid approximately $29,752 in mortgages prior to their maturity dates resulting in yield maintenance costs of $306.

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Interest expense was $4,342 and $8,782 for the three and six month periods ended June 30, 2024 ($4,375 and $8,696 for the three and six month periods ended June 30, 2023). The REIT is required under the terms of specific debt agreements to maintain debt to service coverage ratios. The REIT was in compliance at June 30, 2024.

Mortgages and term loan are repayable no later than 2033 as follows:

	Principal instalments	Principal maturities	Total Principal Payable	% of Total Principal	Weighted Average Interest Rate on Maturity
2024 - remainder of year	**$ 6,157**	**$ 4,123**	**$ 10,280**	**2.4 %**	**4.2 %**
2025	**12,010**	**66,309**	**78,319**	**18.0 %**	**5.4 %**
2026	**9,596**	**123,935**	**133,531**	**30.7 %**	**3.5 %**
2027	**6,581**	**49,538**	**56,119**	**12.9 %**	**4.8 %**
2028	**5,493**	**71,486**	**76,979**	**17.7 %**	**3.4 %**
Thereafter	**6,898**	**73,259**	**80,157**	**18.3 %**	**3.8 %**
	$ 46,735	**$ 388,650**	**$ 435,385**	**100.0 %**	
Financing costs			**(1,707)**		
Total balance outstanding as at June 30, 2024			**$ 433,678**		

(b) Convertible Debentures

	Maturity	Contractual Interest	Principal Amount	**June 30 2024 Carrying Value**	December 31 2023 Carrying Value
Convertible Debenture	June 30, 2028	8.00 %	$ 35,000	**$ 33,465**	$ 33,278
Issuance costs				**(2,667)**	(2,993)
Convertible Debenture less issuance costs				**30,798**	$ 30,285
Derivative financial instrument				**337**	1,352
Total				**$ 31,135**	$ 31,637

On May 26, 2023, the REIT issued $35,000 aggregate principal amount of convertible unsecured subordinated debentures bearing 8.00% interest per annum payable semi-annually and maturing on June 30, 2028 (the “Maturity Date”), in the amount of $35,000. The interest is payable in arrears on June 30 and December 31 each year, commencing December 31, 2023. The Convertible Debentures are convertible at the holder’s option at any time prior to the close of business on the earlier of the business day immediately preceding the Maturity Date and the business day immediately preceding the date fixed for redemption of the Convertible Debentures, as applicable, at a conversion price of $7.00 per Unit before the Maturity Date.

These Convertible Debentures are not redeemable before June 30, 2026 by the REIT. On and from June 30, 2026 and prior to June 30, 2027, the Convertible Debentures may be redeemed by the REIT, in whole at any time, or in part from time to time, at a redemption price equal to their principal amount plus accrued and unpaid interest, provided that the volume weighted average trading price of the Units on the TSX during a period of 20 consecutive trading days ending on the fifth trading day prior to the date on which an advanced notice of redemption (the “Current Market Price”) is given is at least 125% of the conversion price. On and from June 30, 2027 and prior to the Maturity Date, the Convertible Debentures may be redeemed by the REIT, in whole at any time, or in part from time to time, at a redemption price equal to their principal amount plus accrued and unpaid interest.

Subject to regulatory approvals and other conditions, the REIT may, at its option, elect to satisfy its obligation to pay the principal amount of Convertible Debentures on redemption or at the Maturity Date, in whole or in part, by delivering the number of freely tradable Units obtained by dividing the principal amount of the Convertible Debentures being repaid by 95% of the Current Market Price on the date of redemption or on the Maturity Date.

Upon issuance, the directly attributed costs were allocated to the component and derivative financial instrument in proportion to the initial carrying costs.

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	June 30 2024	December 31 2023
Balance, beginning of period	**$ 31,637**	$ –
Issuance of Convertible Debentures	**—**	35,000
Accretion expense - Convertible Debentures	**187**	217
Issuance costs	**(7)**	(3,369)
Amortization of issuance costs	**333**	376
Fair value adjustment of derivative financial instrument	**(1,015)**	(587)
Balance, end of period	**$ 31,135**	$ 31,637

(c) Credit facility

The REIT has a revolving credit facility of $60,000 which bears interest at prime plus 100.0 basis points or CORRA loan rate plus 200.0 basis points. The credit facility is secured by a pool of first and second charges on certain investment properties with a fair value of approximately $115,370 at June 30, 2024 (December 31, 2023 - $111,155). At June 30, 2024, the REIT had $22,000 outstanding on the revolving credit facility and unamortized financing costs of $167. At December 31, 2023, the REIT had $17,000 outstanding on the revolving credit facility and unamortized financing costs of $204.

The REIT is required under the credit facility agreement to maintain certain financial ratios at the end of each reporting period and a minimum unitholders' equity at all times. At June 30, 2024, the REIT was compliant with all financial covenants under the revolving credit facility.

11. Class B LP Units

	June 30, 2024		December 31, 2023	
	Class B LP Units	**Amount**	Class B LP Units	Amount
Outstanding, beginning of period	**1,354,231**	**$ 6,459**	1,399,421	$ 8,340
Exchange of Class B LP Units for Units	**(156,457)**	**(790)**	(45,190)	(243)
Fair value adjustment	**–**	**104**	–	(1,638)
Outstanding, end of period	**1,197,774**	**$ 5,773**	1,354,231	$ 6,459

The Class B LP Units are exchangeable into Units on a one-for-one basis at any time at the option of the holder. During the six month period ended June 30, 2024, 156,457 Class B LP Units in issue were exchanged into Units (45,190 Class B LP Units in issue were exchanged into Units for the year ended December 31, 2023).

The Class B LP Units are entitled to distributions equal to distributions declared on Units, on a one-to-one basis. Distributions on Class B LP Units are recognized in the statements of net income (loss) and comprehensive income (loss) when declared. Distributions of $0.1125 and $0.2250 per Class B LP Unit were declared during the three and six month periods ended June 30, 2024 respectively ($0.1125 and $0.2250 for the three and six month periods ended June 30, 2023).

12. Long-term incentive plan

	Number of Restricted Units (RUs)	**Number of Deferred Units (DUs)**	**Total**
At January 1, 2023	**311,880**	**1,392,643**	**1,704,523**
Restricted Units and Deferred Units granted	**170,443**	**152,951**	**323,394**
Reinvested distributions	**16,191**	**98,080**	**114,271**
Restricted Units settled in cash	**(303,986)**	**(695,129)**	**(999,115)**
At December 31, 2023	**194,528**	**948,545**	**1,143,073**
Restricted Units and Deferred Units granted	**126,229**	**121,340**	**247,569**
Reinvested distributions	**7,960**	**42,112**	**50,072**
Restricted Units and Deferred Units settled in cash and Units	**(93,534)**	**(31,471)**	**(125,005)**
At June 30, 2024	**235,183**	**1,080,526**	**1,315,709**
Vested	**6,530**	**911,747**	**918,277**
Unvested	**228,653**	**168,779**	**397,432**
Total	**235,183**	**1,080,526**	**1,315,709**

UNAUDITED - CAD $ thousands except per unit and per unit amounts

	3 Months Ended June 30 2024	**6 Months Ended June 30 2024**	Year Ended December 31 2023
At fair value, beginning of period	**$ 5,673**	**$ 4,942**	$ 8,864
Amortization, RUs and DUs:			
Amortization, RUs and DUs	**408**	**506**	2,033
Reinvested distributions, RUs and DUs	**102**	**156**	771
Fair value adjustment, RUs and DUs	**(650)**	**556**	(1,120)
Total expense - unvested RUs and DUs	**(140)**	**1,218**	1,684
Restricted and Deferred Units settled in cash	**–**	**(465)**	(4,799)
Deferred Units settled in Units	**–**	**(162)**	(807)
At fair value, end of period	**$ 5,533**	**$ 5,533**	$ 4,942

The REIT has adopted a long-term incentive plan which provides for the grant of DUs and RUs to directors, employees, trustees and consultants of the REIT and its subsidiaries. The maximum number of units permitted to be issued under the long-term incentive plan is 5,904,780.

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

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

On January 1, 2023, the REIT settled 154,791 RUs in cash at a price of $5.96 per RU for an aggregate settlement value of $954, including other directly related costs of $31. On March 31, 2023, the REIT settled 149,195 RUs and 242,280 DUs payable at a price of $5.94 for an aggregate settlement value of $2,381, including other directly related costs of $57 (see note 20). The settlement price represents the closing market price of the REIT Units on the date of settlement.

On July 14, 2023, the REIT settled 77,188 DUs in exchange for 77,188 Units for an aggregate value of $407 (see note 14). The REIT also settled an additional 42,046 DUs for an aggregate value of $222 for withholding taxes not directly paid by the holder. The settlement values were based on the 5-day volume weighted average price ("VWAP") prior to settlement.

On September 7, 2023, the REIT settled 79,020 DUs in exchange for 79,020 Units for an aggregate value of $400 (see note 14). The settlement value was based on the 5-day VWAP prior to settlement.

On December 15, 2023, the REIT settled 254,596 DUs in cash at a price of $4.75 per DU for an aggregate value of $1,239, including other directly related costs of $30. The settlement value was based on the 5-day VWAP prior to settlement.

On January 1, 2024, the REIT settled 93,534 RUs in cash at a price of $4.72 per RU for an aggregate settlement value of $465, including other directly related costs of $23. The settlement value was based on the 5-day VWAP prior to settlement.

On March 22, 2024, the REIT settled 31,471 DUs in exchange for 31,471 Units for an aggregate value of $162 (see note 14). The settlement value was based on the 5-day VWAP prior to settlement.

For the six month period ended June 30, 2024, 163,452 DUs and 134,189 RUs were granted at an average unit price of $5.30 and $5.32 respectively. For the six month period ended June 30, 2023, 177,580 DUs and 178,215 RUs were granted at an average unit price of $5.80 and $5.81 respectively.

For the three and six month periods ended June 30, 2024, 20,918 and 152,586 DUs were granted to Trustees and key management personnel. For the three and six month periods ended June 30, 2023, 20,572 and 131,828 DUs were granted to Trustees and key management personnel.

For the three and six month periods ended June 30, 2024, 4,333 and 111,084 RUs were granted to Trustees and key management personnel. For the three and six month periods ended June 30, 2023, 3,381 and 156,215 RUs were granted to Trustees and key management personnel.

UNAUDITED - CAD $ thousands except per unit and per unit amounts

13. Accounts payable and other liabilities

	June 30 2024	December 31 2023
Accounts payable	**$ 4,590**	$ 6,366
Accrued liabilities	**5,807**	4,638
Tenant deposits	**4,770**	4,728
Prepaid rent	**1,994**	1,894
	$ 17,161	$ 17,626

14. Unitholders equity

	Number of Issued Units	**Amount**
At January 1, 2023	**59,047,809**	**$ 363,107**
Issuance of Units	**156,208**	**807**
Exchange of Class B LP Units for Units (note 11)	**45,190**	**243**
At December 31, 2023	**59,249,207**	**$ 364,157**
Issuance of Units	**31,471**	**162**
Exchange of Class B LP Units for Units (note 11)	**156,457**	**790**
At June 30, 2024	**59,437,135**	**$ 365,109**

The REIT is authorized to issue an unlimited number of Units and an unlimited number of special voting units (the "Special Voting Units"). Each Special Voting Unit confers the right to one vote at any meeting of unitholders and to participate pro rata in all distributions by the REIT and, in the event of termination or winding-up of the REIT, in the net assets of the REIT. The Special Voting Units have no par value. The Board of Trustees of the REIT (the "Trustees") has discretion in respect to the timing and amounts of distributions.

Units are redeemable at any time, in whole or in part, on demand by the unitholders. Upon receipt of the redemption notice by the REIT, all rights to and under the Units tendered for redemption shall cease and the holder thereof shall be entitled to receive a price per Unit ("Redemption Price"), as determined by a formula outlined in the Declaration of Trust, which provides that unitholders shall be entitled to receive a price per Unit equal to the lesser of:

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

The Redemption Price will be paid in accordance with the conditions provided for in the Declaration of Trust.

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

Special Voting Units have no economic entitlement in the REIT, but entitle the holder to one vote per Special Voting Unit at any meeting of the Unitholders of the REIT. Special Voting Units may only be issued in connection with or in relation to Class B LP Units, for the purpose of providing voting rights with respect to the REIT to the holders of Class B LP Units. A Special Voting Unit will be issued in tandem with each Class B LP Unit issued. The Class B LP Units are entitled only to receive distributions equal to those provided to holders of Units. The Class B LP Units are indirectly exchangeable on a one-for-one basis for Units at any time at the option of their holder, unless the exchange would jeopardize the REIT's status as a "mutual fund trust" under the Income Tax Act (Canada). In addition, PRLP will be entitled to require the redemption of the Class B LP Units in certain specified circumstances. The Class B LP Units are presented as a financial liability.

On July 14, 2023, the REIT settled 77,188 DUs in exchange for 77,188 Units for an aggregate value of $407 (see note 12). The settlement value was based on the 5-day weighted volume average price ("VWAP") prior to settlement.

On September 7, 2023, the REIT settled 79,020 DUs in exchange for 79,020 Units for an aggregate value of $400 (see note 12). The settlement value was based on the 5-day VWAP prior to settlement.

On March 22, 2024, the REIT settled 31,471 DUs in exchange for 31,471 Units for an aggregate value of $162 (see note 12). The settlement value was based on the 5-day VWAP prior to settlement.

UNAUDITED - CAD $ thousands except per unit and per unit amounts

Distribution reinvestment plan

The REIT has implemented a distribution reinvestment plan ("DRIP") pursuant to which holders of Units or Class B LP Units may elect to have their cash distributions of the REIT or PRLP automatically reinvested in additional Units at a 3% discount to the weighted average closing price of the Units for the last five trading days preceding the applicable distribution payment date on which trades of the Units were recorded. Cash undistributed by the REIT upon the issuance of additional Units under the DRIP will be invested in the REIT to be used for future property acquisitions, capital improvements and working capital. Unitholders resident outside of Canada will not be entitled to participate in the DRIP. Upon ceasing to be a resident of Canada, a unitholder must terminate the unitholder's participation in the DRIP.

In response to the stock market volatility caused by the COVID-19 pandemic, the REIT suspended its DRIP, effective April 22, 2020. 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.

15. Revenue

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

Future minimum rentals receivable under operating leases	**June 30 2024**	December 31 2023
Within one year	**$ 55,873**	$ 58,584
Between one and five years	**147,564**	146,300
After five years	**40,478**	48,349
	$ 243,915	$ 253,233

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

	3 Months Ended June 30 2024	3 Months Ended June 30 2023	**6 Months Ended June 30 2024**	6 Months Ended June 30 2023
Base rent	**$ 14,424**	$ 14,245	**$ 29,061**	$ 28,695
Recoverable operating expenses and realty taxes	**10,059**	10,243	**20,982**	20,950
Straight-line rent	**112**	457	**254**	578
	$ 24,595	$ 24,945	**$ 50,297**	$ 50,223

16. Segmented disclosure

The REIT's segments include three classifications of investment properties – Industrial, Retail, and Office. All of the REIT's activities are located in one geographical segment – Canada. The accounting policies followed by each segment are the same as those disclosed in Note 3. Operating performance is evaluated by the REIT's management primarily based on net operating income, which is defined as property revenue less property operating expenses. General and administrative expenses, depreciation and amortization, interest and financing costs are not allocated to operating segments. Segment assets include investment properties; segment liabilities include mortgages attributable to specific segments, but excludes the REIT's term loans, credit facility and their respective unamortized financing costs. Other assets and liabilities are not attributed to operating segments.

	Industrial	**Retail**	**Office**	**Total**
Six months ended June 30, 2024				
Property revenue	**$ 37,884**	**$ 7,575**	**$ 4,838**	**$ 50,297**
Property operating expenses	**15,333**	**2,899**	**2,457**	**20,689**
Net operating income	**$ 22,551**	**$ 4,676**	**$ 2,381**	**$ 29,608**
At June 30, 2024				
Investment properties	**$ 797,370**	**$ 111,142**	**$ 55,135**	**$ 963,647**
Mortgages payable	**$ 343,475**	**$ 45,072**	**$ 35,363**	**$ 423,910**

UNAUDITED - CAD $ thousands except per unit and per unit amounts

	Industrial	Retail	Office	Total
Six months ended June 30, 2023				
Property revenue	$ 35,409	$ 9,076	$ 5,738	$ 50,223
Property operating expenses	14,700	3,374	3,159	21,233
Net operating income	$ 20,709	$ 5,702	$ 2,579	$ 28,990
At December 31, 2023				
Investment properties	$ 815,965	$ 137,484	$ 56,965	$ 1,010,414
Mortgages payable	$ 359,737	$ 61,463	$ 35,796	$ 456,996

17. Supplemental comprehensive income information

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

General and administrative expenses include salaries and benefits, corporate expenses, office expenses, legal and professional fees, and other overhead expenses which are indirectly associated with the operation and leasing of investment properties.

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

Interest and financing costs	**3 Months Ended June 30 2024**	3 Months Ended June 30 2023	**6 Months Ended June 30 2024**	6 Months Ended June 30 2023
Amortization of financing costs	**$ 342**	$ 253	**$ 731**	$ 439
Accretion expense - Convertible Debentures	**94**	19	**187**	19
Other interest and financing costs	**5,412**	5,201	**10,723**	10,146
	$ 5,848	$ 5,473	**$ 11,641**	$ 10,604

18. Other income and other expenses

Further to the acquisition of the assets of Compass Commercial Realty Limited on June 27, 2018, the REIT records revenues ("other income") as well as relevant expenses ("other expenses") not related to the properties owned by the REIT in the condensed consolidated interim statements of net income (loss) and comprehensive income (loss) as follows:

	3 Months Ended June 30 2024	3 Months Ended June 30 2023	**6 Months Ended June 30 2024**	6 Months Ended June 30 2023
Other income	**$ 1,067**	$ 748	**$ 2,101**	$ 1,583
Other expenses	**$ (547)**	$ (398)	**$ (1,025)**	$ (819)

19. Supplemental cash flow information

	3 Months Ended June 30 2024	3 Months Ended June 30 2023	**6 Months Ended June 30 2024**	6 Months Ended June 30 2023
Change in non-cash working capital				
Receivable and other	**$ (5,111)**	$ (1,634)	**$ (6,448)**	$ (5,873)
Accounts payable and other liabilities	**$ (3,334)**	$ (5,207)	**(464)**	3,401
	$ (8,445)	$ (6,841)	**$ (6,912)**	$ (2,472)
Interest paid	**$ 6,348**	$ 5,005	**$ 11,260**	$ 10,083

UNAUDITED - CAD $ thousands except per unit and per unit amounts

Change in liabilities arising from financing activities	**3 Months Ended June 30 2024**	3 Months Ended June 30 2023	**6 Months Ended June 30 2024**	6 Months Ended June 30 2023
Current and long-term debt [1] - beginning of period	**$ 486,400**	$ 488,805	**$ 509,862**	$ 494,711
Net proceeds from Convertible Debentures	**–**	32,671	**–**	32,671
Gross proceeds from new mortgages payable	**9,848**	20,500	**9,848**	20,500
Mortgage principal repayments	**(3,015)**	(3,267)	**(6,234)**	(6,607)
Mortgages repaid	**(13,065)**	(16,542)	**(36,964)**	(16,542)
Increase in term loans	**–**	10,000	**–**	10,000
Cash settlement of RU and DU	**–**	(2,382)	**(465)**	(3,336)
Financing costs incurred on debt	**(120)**	(302)	**(120)**	(304)
Issuance costs incurred on Convertible Debentures	**(7)**	–	**(7)**	–
Non-cash changes in current and long-term debt				
Accretion expense - Convertible Debentures	**94**	19	**187**	19
Amortization of issuance costs on Convertible Debentures	**170**	53	**333**	53
Issuance costs incurred on Convertible Debentures	**–**	(977)	**–**	(977)
Fair value adjustment of derivative financial instrument	**(2,520)**	21	**(1,015)**	21
Exchange of Class B LP Units for REIT Units	**(790)**	(104)	**(790)**	(104)
Fair value adjustment on Class B LP Units	**(871)**	(964)	**104**	(992)
Mortgage assumed on acquisition	**–**	–	**–**	–
Amortization, RUs and DUs	**408**	320	**506**	1,269
Reinvested distributions, RUs and DUs	**102**	104	**156**	407
Fair value adjustment, RUs and DUs	**(650)**	(29)	**556**	(700)
Settlement of DUs in Units	**–**	2,325	**(162)**	–
Amortization of financing costs - mortgages and term loan	**135**	164	**324**	326
Current and long-term debt [1] – end of period	**$ 476,119**	$ 530,415	**$ 476,119**	$ 530,415

(1) Debt is defined for this purpose as mortgages, term loans, Convertible Debentures, Class B LP Units, and long-term incentive plan.

20. Key management and trustee compensation

Key management personnel are those individuals having authority and responsibility for planning, directing and controlling the activities of the REIT, directly or indirectly. The REIT's key management personnel include the President and Chief Executive Officer, the Chief Financial Officer and Secretary and Senior Vice President, Property Management. In addition, the Trustees have oversight responsibility for the REIT. Compensation of key management and trustees is set out in the following table:

	3 Months Ended June 30 2024	3 Months Ended June 30 2023	**6 Months Ended June 30 2024**	6 Months Ended June 30 2023
Salaries and benefits	**$ 430**	$ 488	**$ 930**	$ 2,951
Long-term incentive plan - RU and DUs settled in cash	**–**	–	**395**	3,136
Long-term incentive plan – Issuance of DUs and RUs	**564**	109	**1,398**	1,671
Total	**$ 994**	$ 597	**$ 2,723**	$ 7,758

On October 4, 2022, the REIT announced that Gordon G. Lawlor would succeed James W. Beckerleg as President and Chief Executive Officer of the REIT and join the REIT's Board of Trustees, effective April 1, 2023, at which time Mr. Beckerleg would retire as an executive officer of the REIT and be named Vice Chair of the Board and Co-Founder, as part of the REIT's CEO succession plan. In June 2023, Mr. Beckerleg was appointed Chair of the Board. Included in salaries and benefits for the six month period ended June 30, 2024 is a one-time retirement fee of approximately $1,600. Included in long-term incentive plan – RU and DUs settled in cash for the six month period ended June 30, 2023 is approximately $2,325, paid in connection with the CEO succession plan.

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21. Financial instruments

The REIT does not acquire, hold or issue derivative financial instruments for trading purposes. The following table presents the classification, measurement subsequent to initial recognition, carrying values and fair values (where applicable) of financial assets and liabilities.

Classification	Measurement	**Carrying Value June 30 2024**	**Fair Value June 30 2024**	Carrying Value December 31 2023	Fair Value December 31 2023
Financial Assets					
Cash (a)	Amortized cost	**$ 8,871**	**$ 8,871**	$ 13,256	$ 13,256
Receivables and other excluding prepaid expenses, deposits and other receivables (a)	Amortized cost	**3,340**	**3,340**	3,187	3,187
		$ 12,211	**$ 12,211**	$ 16,443	$ 16,443
Financial Liabilities Through Profit and Loss					
Class B LP Units	Fair value (L2)	**$ 5,773**	**$ 5,773**	$ 6,459	$ 6,459
Long-term incentive plan	Fair value (L2)	**5,533**	**5,533**	4,942	4,942
Derivative financial instrument (b)	Fair value (L3)	**337**	**337**	1,352	1,352
		$ 11,643	**$ 11,643**	$ 12,753	$ 12,753
Financial Liabilities					
Accounts payable and other liabilities (a)	Amortized cost	**$ 17,161**	**$ 17,161**	$ 17,626	$ 17,626
Credit facility (a)	Amortized cost	**21,833**	**21,833**	16,796	16,796
Distributions payable (a)	Amortized cost	**2,274**	**2,274**	2,273	2,273
Mortgages and term loan (c)	Amortized cost	**433,678**	**411,896**	466,824	445,672
Convertible Debentures (d)	Amortized cost	**30,798**	**34,944**	30,285	32,200
		$ 505,744	**$ 488,108**	$ 533,804	$ 514,567

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

(b) Derivative financial instrument fair value is based on forward rates considering the market price, rate of interest and volatility and takes into account the credit risk of the financial instrument (Level 3). Such fair value estimates are not necessarily indicative of the amounts the REIT might pay or receive in actual market transactions.

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

(d) Convertible Debentures are a current financial liability. The fair value of Convertible Debentures includes the conversion option and is based on the TSX trading price at the reporting date (Level 1).

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

22. Risk management

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

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

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

Management's strategy to managing liquidity risk is to ensure, to the extent possible, that it will always have sufficient financial assets to meet its financial liabilities as they fall due, by forecasting cash flows from operations and anticipated investing and financing activities. Wherever possible, the

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REIT enters into long-term leases with creditworthy tenants which assist in maintaining a predictable cash flow. Management's policy is to ensure adequate funding is available from operations, established lending facilities and other sources, as required.

The following table presents the REIT's contractual obligations at June 30, 2024:

	Year					
	2024	**2025**	**2026**	**2027**	**2028**	**Thereafter**
Mortgages and term loan principal instalments [1]	$ 6,157	$ 12,010	$ 9,596	$ 6,581	$ 5,493	$ 6,898
Mortgages and term loan principal maturities [1]	4,123	66,309	123,935	49,538	71,486	73,259
Mortgages and term loan interest [1]	8,530	15,593	11,076	7,289	4,885	5,366
Convertible Debentures	–	–	–	–	35,000	–
Interest on Convertible Debentures	1,400	2,800	2,800	2,800	1,400	–
Credit facility	22,000	–	–	–	–	–
Accounts payable and other liabilities	17,161	–	–	–	–	–
Rent [1]	48	80	80	96	100	36
	$ 59,419	$ 96,792	$ 147,487	$ 66,304	$ 118,364	$ 85,559

(1) 2024 amounts represent the remainder of the year.

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

Credit risk
Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The REIT's principal assets are commercial properties. Credit risk on accounts receivables comprising tenant receivables of $3,340 arises from the possibility that tenants may not fulfill their lease obligations. Management mitigates this credit risk by performing credit checks on prospective tenants, having a large diverse tenant base with varying lease expirations, requiring security deposits on high risk tenants and ensuring that a considerable portion of its property income is earned from national and large anchor tenants. Accounts receivable are comprised primarily of current balances owing and the REIT has not experienced any significant receivable write offs. The REIT performs monthly reviews of its receivables and has determined there is no significant provision for doubtful accounts at June 30, 2024. Cash carries minimal risk as all funds are maintained with highly reputable financial institutions.

The REIT applied the ECL model which requires an entity to measure the loss allowance for a financial instrument at an amount equal to the lifetime expected ECL if the credit risk on that financial instrument has increased significantly since initial recognition or at an amount equal to 12-month expected credit losses if the credit risk on that financial instrument has not increased significantly since initial recognition. The REIT uses a provision matrix based on historical credit loss experiences to estimate 12-month expected credit losses as the REIT has deemed the risk of credit loss has not increased significantly for accounts receivable.

Concentration risk
Concentration risk relates to the risk associated with having a significant amount of investment property leased to a single tenant. Concentration risk is mitigated by entering into long-term leases; reviewing the financial stability of the tenant and obtaining security or guarantees where appropriate; and seeking geographic and industry diversity of tenants. The REIT also maintains its assets to a quality standard that would support timely leasing of vacant space. At June 30, 2024, the REIT's largest tenant did not exceed 10% of property revenue.

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

23. Capital management

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

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

The REIT's other objectives when managing capital on a long-term basis include enhancing the value of the assets and maximizing unit value through the ongoing active management of the REIT's assets, expanding the asset base through acquisitions of additional properties and the re-development of projects which are leased to creditworthy tenants, and generating sufficient returns to provide unitholders with stable and growing cash distributions. The REIT's strategy is driven by policies as set out in the Declaration of Trust, as well as requirements from certain lenders. The requirements of the REIT's operating policies as outlined in the Declaration of Trust include requirements that the REIT will not:

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

Gross Book Value is calculated as follows:

		June 30 2024
Total assets, including investment properties stated at fair value	$	990,199
Accumulated depreciation on property and equipment and intangible assets		3,649
Gross Book Value		993,848
Mortgages and term loan (1)		435,385
Convertible Debentures, principal amount		35,000
Credit facility (1)		22,000
Total debt	$	492,385
Debt, as above, as a percentage of Gross Book Value		**49.5 %**

(1) Excluding unamortized financing costs

The REIT was in compliance with the above requirements as well as all required financial covenants at June 30, 2024.

24. Commitment

The REIT has a lease commitment relating to office space which expires on April 30, 2029. The current commitment in respect of this lease is $80 per annum.

25. Subsequent events

(a) On July 17, 2024, the REIT entered into a binding agreement with a third party purchaser to sell one non-core office property in Ottawa, Ontario totalling approximately 69,000 square feet for gross proceeds of $11,250 (excluding closing costs). Net proceeds of the sale will be used to repay an approximately $8,200 related mortgage with a 6.64% interest rate maturing in 2025, with the balance to be used to repay a portion of the credit facility or for general business and working capital purposes. The closing of the sale is scheduled for Q3 2024 and is subject to standard closing conditions.

(b) On July 23, 2024, the REIT announced a cash distribution of $0.0375 per Unit for the month of July 2024. The distribution will be payable on August 15, 2024 to unitholders of record as at July 31, 2024.

(c) On July 31, 2024, the REIT entered into a binding agreement with a third party purchaser to sell one non-core office property in Ottawa, Ontario totalling approximately 94,000 square feet for gross proceeds of $15,300 (excluding closing costs). Net proceeds of the sale will be used to repay approximately $10,500 of a related mortgage with a 6.64% interest rate maturing in 2025, with the balance to be used to repay a portion of the credit facility or for general business and working capital purposes. The closing of the sale is scheduled for Q3 2024 and is subject to standard closing conditions.

(d) On August 1, 2024, the REIT entered into a binding agreement with a third party purchaser to sell one non-core retail property in Lacombe, Alberta totalling approximately 11,000 square feet for gross proceeds of $5,045 (excluding closing costs). Net proceeds of the sale will be used to repay approximately $3,400 of a related mortgage, with the balance to be used to repay a portion of the credit facility or for general business and working capital purposes. The closing of the sale is scheduled for Q3 2024 and is subject to standard closing conditions.