



Real Estate Potential. *Realized.*

MORGUARD REAL ESTATE
INVESTMENT TRUST

MARCH 31, 2024

CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS (UNAUDITED)

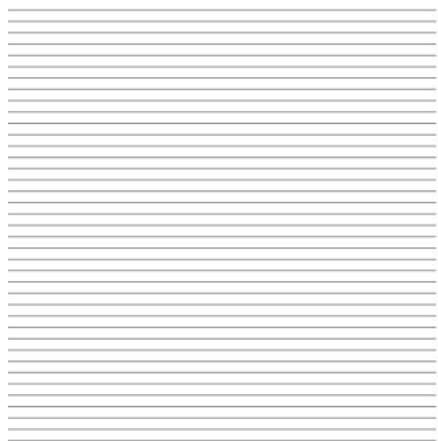


TABLE OF CONTENTS

	Page
BALANCE SHEETS	3
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS	4
STATEMENTS OF UNITHOLDERS' EQUITY	5
STATEMENTS OF CASH FLOWS	6
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS	7

BALANCE SHEETS

In thousands of Canadian dollars

As at	Note	March 31, 2024	December 31, 2023
ASSETS			
Non-current assets			
Real estate properties	3	\$2,177,843	\$2,254,642
Equity-accounted investment	4	7,995	7,755
		2,185,838	2,262,397
Current assets			
Amounts receivable	5	8,413	9,341
Prepaid expenses and other		9,180	1,226
Cash		6,261	7,278
		23,854	17,845
Real estate properties held for sale	21	37,050	—
Total assets		\$2,246,742	\$2,280,242
LIABILITIES AND UNITHOLDERS' EQUITY			
Non-current liabilities			
Mortgages payable	7	\$669,106	\$680,787
Convertible debentures	8	152,455	151,898
Lease liabilities	9	16,272	16,295
Accounts payable and accrued liabilities		6,004	5,981
		843,837	854,961
Current liabilities			
Mortgages payable	7	335,098	334,199
Lease liabilities	9	90	88
Accounts payable and accrued liabilities		53,140	51,072
Morguard loan payable	14(b)	70,000	—
Bank indebtedness	10	24,004	78,737
		482,332	464,096
Total liabilities		1,326,169	1,319,057
Unitholders' equity		920,573	961,185
		\$2,246,742	\$2,280,242

Commitments and contingencies 17

See accompanying notes to the condensed consolidated financial statements.

On behalf of the Trustees:*(Signed) "K. Rai Sahi"**(Signed) "Bart S. Munn"***K. Rai Sahi,
Chairman of the Board of Trustees****Bart S. Munn,
Lead Trustee**

STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

In thousands of Canadian dollars, except per unit amounts

For the three months ended March 31,	Note	2024	2023
Revenue from real estate properties	11	\$64,398	\$64,816
Property operating costs			
Property operating expenses	12(a)	(18,409)	(18,611)
Property taxes		(12,866)	(12,420)
Property management fees		(2,218)	(2,239)
Net operating income		30,905	31,546
Interest expense	13	(16,876)	(14,709)
General and administrative	12(b)	(1,024)	(1,056)
Amortization expense		—	(21)
Fair value losses on real estate properties	3	(50,223)	(21,541)
Net income from equity-accounted investment	4	443	624
Net loss and comprehensive loss		(\$36,775)	(\$5,157)
NET LOSS PER UNIT	15(d)		
Basic		(\$0.57)	(\$0.08)
Diluted		(\$0.57)	(\$0.08)

See accompanying notes to the condensed consolidated financial statements.

STATEMENTS OF UNITHOLDERS' EQUITY

In thousands of Canadian dollars, except number of units

	Note	Number of Units	Issue of Units	Retained Earnings	Equity Component of Convertible Debentures	Contributed Surplus	Total Unitholders' Equity
Unitholders' equity, January 1, 2023		64,226,854	\$635,874	\$401,617	\$6,879	\$6,458	\$1,050,828
CHANGES DURING THE PERIOD:							
Net loss		—	—	(5,157)	—	—	(5,157)
Distributions to unitholders	15(a)	—	—	(3,789)	—	—	(3,789)
Issue of units – DRIP ¹	15(c)	11,064	60	(60)	—	—	—
Unitholders' equity, March 31, 2023		64,237,918	635,934	392,611	6,879	6,458	1,041,882
Net loss		—	—	(69,288)	—	—	(69,288)
Distributions to unitholders	15(a)	—	—	(11,409)	—	—	(11,409)
Issue of units – DRIP ¹	15(c)	29,983	162	(162)	—	—	—
Unitholders' equity, December 31, 2023		64,267,901	636,096	311,752	6,879	6,458	961,185
Net loss		—	—	(36,775)	—	—	(36,775)
Distributions to unitholders	15(a)	—	—	(3,837)	—	—	(3,837)
Issue of units – DRIP ¹	15(c)	4,481	24	(24)	—	—	—
Unitholders' equity, March 31, 2024		64,272,382	\$636,120	\$271,116	\$6,879	\$6,458	\$920,573

1. Distribution Reinvestment Plan ("DRIP").

See accompanying notes to the condensed consolidated financial statements.

STATEMENTS OF CASH FLOWS

In thousands of Canadian dollars

For the three months ended March 31,	Note	2024	2023
OPERATING ACTIVITIES			
Net loss		(\$36,775)	(\$5,157)
Add items not affecting cash	16(a)	51,117	22,178
Distributions from equity-accounted investment, net	4	203	293
Additions to tenant incentives and leasing commissions		(2,094)	(671)
Net change in non-cash operating assets and liabilities	16(b)	(6,225)	(73)
Cash provided by operating activities		6,226	16,570
FINANCING ACTIVITIES			
Proceeds from new mortgages		—	41,686
Financing costs on new mortgages		(1,444)	(199)
Repayment of mortgages			
Repayments on maturity		(2,393)	(39,186)
Principal instalment repayments		(7,361)	(8,684)
Payment of lease liabilities, net		(21)	(44)
(Repayment of)/proceeds from bank indebtedness, net	10	(54,733)	1,809
Morguard loan payable, net	14(b)	70,000	—
Distributions to unitholders		(2,547)	(2,509)
Cash provided by/(used in) financing activities		1,501	(7,127)
INVESTING ACTIVITIES			
Capital expenditures on real estate properties		(4,428)	(3,038)
Expenditures on properties under development		(4,316)	(6,645)
Cash used in investing activities		(8,744)	(9,683)
Net change in cash		(1,017)	(240)
Cash, beginning of period		7,278	9,712
Cash, end of period		\$6,261	\$9,472

See accompanying notes to the condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended March 31, 2024, and 2023

In thousands of Canadian dollars, except units, per unit amounts and where otherwise noted

NOTE 1

NATURE AND FORMATION OF THE TRUST

Morguard Real Estate Investment Trust (the "Trust") is a "closed-end" real estate investment trust governed pursuant to an amended and restated declaration of trust dated May 5, 2021 (the "Declaration of Trust"), under, and governed by, the laws of the Province of Ontario. The Trust commenced active operations on October 14, 1997. The Trust units trade on the Toronto Stock Exchange ("TSX") under the symbol "MRT.UN". The Trust owns a diverse portfolio of retail, office and industrial properties located in six Canadian provinces. The Trust's head office is located at 55 City Centre Drive, Suite 1000, Mississauga, Ontario, L5B 1M3.

The Trust has a property management agreement with Morguard Investments Limited ("MIL"), a subsidiary of Morguard Corporation ("Morguard"). Morguard is the parent company of the Trust, owning 65.3% of the outstanding units as at March 31, 2024. Morguard is a real estate company that owns a diversified portfolio of multi-suite residential, retail, hotel, office and industrial properties. Morguard also provides advisory and management services to institutional and other investors.

NOTE 2

STATEMENT OF COMPLIANCE AND MATERIAL ACCOUNTING POLICIES

These condensed consolidated financial statements have been prepared in accordance with International Accounting Standards 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board, and thus do not contain all of the disclosures applicable to the annual audited consolidated financial statements.

These condensed consolidated financial statements use the same accounting policies and methods of their application as the most recent annual audited consolidated financial statements and should be read in conjunction with the most recent annual audited consolidated financial statements.

The condensed consolidated financial statements were approved and authorized for issue by the Trustees on May 1, 2024.

Significant assumptions are used in the assessment of fair value, including estimates of future operating cash flows, the time period over which they will occur, appropriate discount and capitalization rates and stabilized net operating income (which is primarily influenced by revenue growth, vacancy rates, inflation rates and operating costs). These assumptions could change periodically and ultimately impact the underlying valuation of the Trust's real estate properties and equity-accounted investment.

NOTE 3

REAL ESTATE PROPERTIES

Real estate properties consist of the following:

As at	March 31, 2024	December 31, 2023
Income producing properties	\$2,090,894	\$2,169,663
Properties under development	18,536	16,460
Held for development	68,413	68,519
	\$2,177,843	\$2,254,642

Reconciliations of the carrying amounts for real estate properties at the beginning and end of the current financial period are set out below:

	Income Producing Properties	Properties Under Development	Held for Development	Total Real Estate Properties
Balance as at December 31, 2022	\$2,260,657	\$25,948	\$51,200	\$2,337,805
Additions:				
Capital expenditures/capitalized costs	16,822	13,862	—	30,684
Tenant improvements, tenant incentives and commissions	19,291	—	—	19,291
Transfers	23,350	(23,350)	—	—
Fair value (losses)/gains	(149,084)	—	17,319	(131,765)
Other changes	(1,373)	—	—	(1,373)
Balance as at December 31, 2023	2,169,663	16,460	68,519	2,254,642
Additions:				
Capital expenditures/capitalized costs	2,617	4,316	—	6,933
Tenant improvements, tenant incentives and commissions	3,905	—	—	3,905
Transfers	2,240	(2,240)	—	—
Reclassification to properties held for sale	(37,050)	—	—	(37,050)
Fair value (losses)/gains	(50,117)	—	(106)	(50,223)
Other changes	(364)	—	—	(364)
Balance as at March 31, 2024	\$2,090,894	\$18,536	\$68,413	\$2,177,843

APPRAISAL CAPITALIZATION AND DISCOUNT RATES

Morguard's subsidiary has a valuation team that consists of Appraisal Institute of Canada ("AIC") designated Accredited Appraiser Canadian Institute ("AACI") members who are qualified to offer valuation and consulting services and expertise for all types of real property, all of whom are knowledgeable and have recent experience in the fair value techniques for investment properties. AACI-designated members must adhere to AIC's Canadian Uniform Standards of Professional Appraisal Practice and undertake ongoing professional development. Morguard's appraisal division is responsible for determining the fair value of investment properties every quarter. The team reports to a senior executive, and the internal valuation team's valuation processes and results are reviewed by senior management at least once every quarter, in line with the Trust's quarterly reporting dates.

Generally, the Trust's real estate properties are appraised using a number of approaches, depending on the asset, that would typically include a discounted cash flow analysis, a direct capitalization approach and a direct comparison approach.

The primary method of valuation used by the Trust is discounted cash flow analysis. This approach involves determining the fair value of each income producing property based on, among other things, rental income from current leases and assumptions about rental income from future leases reflecting market conditions at the applicable balance sheet dates, less future cash outflows pertaining to the respective leases. Fair values are primarily

determined by discounting the expected future cash flows, generally over a term of 10 years and including a terminal value based on the application of a capitalization rate to estimated year 11 net operating income.

Discount and capitalization rates are estimated using market surveys, available appraisals and market comparables. The direct comparison approach compares a subject property's characteristics with those of comparable properties that have recently sold. The Trust has a retail property in British Columbia where the highest and best use is a redevelopment to mixed residential and commercial use. Since the value of the property is in the underlying land with minimal holding income, it has been valued using the direct comparison approach.

Under the direct capitalization approach, capitalization rates are applied to the estimated stabilized net operating income of the properties. Estimated stabilized net operating income is based on projected rental revenue and property operating costs adjusted for such items as vacancy loss. The direct capitalization approach is typically used to corroborate the discounted cash flow analysis.

The stabilized capitalization rates in the following table exclude the property valued using the comparable sales method, as well as one property with expected variable income which did not have its discounted cash flow analysis corroborated using the direct capitalization approach.

Using the direct capitalization income approach to corroborate the discounted cash flow method, the properties were valued using capitalization rates in the range of 5.0% to 9.0% applied to a stabilized net operating income (December 31, 2023 – 4.8% to 9.0%), resulting in an overall weighted average capitalization rate of 7.37% (December 31, 2023 – 7.14%).

The stabilized capitalization rates by business segments are set out in the following table:

	March 31, 2024					December 31, 2023				
	Stabilized Occupancy		Capitalization Rates			Stabilized Occupancy		Capitalization Rates		
	Max.	Min.	Max.	Min.	Weighted Average	Max.	Min.	Max.	Min.	Weighted Average
Retail	97.0%	90.0%	8.0%	5.0%	7.6%	97.0%	90.0%	8.0%	5.0%	7.5%
Office	100.0%	85.0%	9.0%	5.0%	7.2%	100.0%	85.0%	9.0%	4.7%	6.8%
Industrial	100.0%	95.0%	5.5%	5.3%	5.5%	100.0%	95.0%	5.5%	5.3%	5.5%

The table below provides further details of the discount rates and terminal cap rates used in the discounted cash flow method by business segments:

	March 31, 2024			December 31, 2023		
	Maximum	Minimum	Weighted Average	Maximum	Minimum	Weighted Average
RETAIL						
Discount rate	9.0%	5.8%	7.7%	9.0%	5.8%	7.6%
Terminal cap rate	8.0%	5.3%	6.9%	8.0%	5.0%	6.8%
OFFICE						
Discount rate	9.5%	6.0%	7.2%	9.5%	5.8%	7.0%
Terminal cap rate	8.5%	5.0%	6.3%	8.5%	4.8%	6.2%
INDUSTRIAL						
Discount rate	6.5%	6.0%	6.2%	6.5%	6.0%	6.2%
Terminal cap rate	5.8%	5.5%	5.5%	5.8%	5.5%	5.5%

Fair values are most sensitive to changes in discount rates, capitalization rates and stabilized or forecast net operating income. Generally, an increase in net operating income will result in an increase in the fair value of the income producing properties, and an increase in capitalization rates will result in a decrease in the fair value of the

properties. The capitalization rate magnifies the effect of a change in net operating income, with a lower capitalization rate resulting in a greater impact to the fair value of the property than a higher capitalization rate. If the weighted average stabilized capitalization rate were to increase or decrease by 25 basis points, the value of the income producing properties as at March 31, 2024, would decrease by \$65,727 or increase by \$70,394, respectively.

The sensitivity of the fair values of the Trust's income producing properties is set out in the table below:

For the three months ended March 31, 2024

Change in capitalization rate	0.25%	(0.25%)
Retail	(\$34,763)	\$37,122
Office	(27,926)	29,944
Industrial	(3,038)	3,328
	(\$65,727)	\$70,394

NOTE 4

EQUITY-ACCOUNTED INVESTMENT

On December 22, 2011, the Trust and a major Canadian pension fund each acquired a 50% interest in a limited partnership that owns and operates a 304,000 square foot Class A office complex located in downtown Edmonton, Alberta, in which the Trust has a total original net investment of \$28,008. The Trust has joint control over the limited partnership and accounts for its investment using the equity method.

As at	March 31, 2024	December 31, 2023
Balance, beginning of period	\$7,755	\$11,658
Equity income/(loss)	443	(1,900)
Distributions to partners, net	(203)	(2,003)
Balance, end of period	\$7,995	\$7,755

The following details the Trust's share of the limited partnership's aggregated assets, liabilities and results of operations accounted for under the equity method:

As at	March 31, 2024	December 31, 2023
Real estate property	\$33,000	\$33,000
Current assets	789	1,107
Total assets	33,789	34,107
Non-current liabilities	(3)	(3)
Current liabilities	(25,791)	(26,349)
Net equity	\$7,995	\$7,755

For the three months ended March 31,

	2024	2023
Revenue from real estate property	\$1,380	\$1,383
Property operating expenses	(592)	(633)
Net operating income	788	750
Interest and other expenses	(353)	(209)
Fair value gains on real estate property	8	83
Net income	\$443	\$624

The real estate property included above in the Trust's equity-accounted investment is appraised using a number of approaches that typically include a discounted cash flow analysis, a direct capitalization approach and a direct comparison approach. As at March 31, 2024, the property was valued using a discount rate of 8.3% (December 31, 2023 – 8.3%), a terminal cap rate of 7.3% (December 31, 2023 – 7.3%) and a stabilized cap rate of 7.3%

(December 31, 2023 – 7.3%). The stabilized annual net operating income as at March 31, 2024, was \$2,628 (December 31, 2023 – \$3,329).

NOTE 5

AMOUNTS RECEIVABLE

Amounts receivable consist of the following:

As at	March 31, 2024	December 31, 2023
Tenant receivables	\$4,047	\$4,208
Unbilled other tenant receivables	3,182	3,593
Receivables from related parties	488	373
Other	1,993	2,892
Allowance for expected credit loss	(1,297)	(1,725)
	\$8,413	\$9,341

NOTE 6

CO-OWNERSHIP INTERESTS

The Trust is a co-owner in several properties, listed below, which are subject to joint control based on the Trust's decision-making authority with regard to the relevant activities of the properties. These co-ownerships have been classified as joint operations and, accordingly, the Trust recognizes its rights to and obligations for the assets, liabilities, revenue and expenses of these co-ownerships in the respective lines in the condensed consolidated financial statements.

Jointly Controlled Operations	Location	Property Type	Trust's Ownership Share	
			2024	2023
505 Third Street	Calgary, AB	Office	50%	50%
Rice Howard Place	Edmonton, AB	Office	20%	20%
Prairie Mall	Grande Prairie, AB	Retail	50%	50%
Heritage Place	Ottawa, ON	Office	50%	50%
Standard Life Centre	Ottawa, ON	Office	50%	50%
77 Bloor	Toronto, ON	Office	50%	50%
Woodbridge Square	Woodbridge, ON	Retail	50%	50%
Place Innovation	Saint-Laurent, QC	Office	50%	50%

The following amounts, included in these condensed consolidated financial statements, represent the Trust's proportionate share of the assets and liabilities of its co-ownerships as at March 31, 2024, and December 31, 2023, and the results of operations for the three months ended March 31, 2024, and 2023:

As at	March 31, 2024	December 31, 2023
Assets	\$377,722	\$379,898
Liabilities	\$214,991	\$216,785
	2024	2023
For the three months ended March 31,		
Revenue	\$11,786	\$11,739
Expenses	(8,393)	(8,250)
Income before fair value adjustments	3,393	3,489
Fair value losses on real estate properties	(3,799)	(9,175)
Net loss	(\$406)	(\$5,686)

NOTE 7

MORTGAGES PAYABLE

Mortgages payable consist of the following:

As at	March 31, 2024	December 31, 2023
Mortgages payable before deferred financing costs	\$1,007,980	\$1,017,734
Deferred financing costs	(3,776)	(2,748)
Mortgages payable	\$1,004,204	\$1,014,986
Mortgages payable – non-current	\$669,106	\$680,787
Mortgages payable – current	335,098	334,199
Mortgages payable	\$1,004,204	\$1,014,986
Range of interest rates	2.7% to 7.9%	2.7% to 7.9%
Weighted average fixed interest rate	4.3%	4.3%
Weighted average interest rate on all mortgages	4.9%	4.9%
Weighted average term to maturity (years)	2.9	3.1

The mortgages payable above include floating-rate mortgages. As at March 31, 2024, these mortgages total \$163,661 (December 31, 2023 – \$165,161).

The aggregate principal repayments and balances maturing on the mortgages payable as at March 31, 2024, together with the weighted average contractual rate on debt maturing in the year indicated, are as follows:

	Principal Instalment Repayments	Balances Maturing	Total	Weighted Average Contractual Rate on Balance Maturing
2024 (remainder of year)	\$20,434	\$305,264	\$325,698	6.1%
2025	26,792	115,653	142,445	3.2%
2026	15,198	103,582	118,780	4.0%
2027	9,954	186,053	196,007	5.6%
2028	8,128	39,570	47,698	5.3%
Thereafter	26,311	151,041	177,352	3.5%
	\$106,817	\$901,163	\$1,007,980	4.9%

Substantially all of the Trust's rental properties and related rental revenue have been pledged as collateral for the mortgages payable.

The Trust has various financial covenants in relation to various outstanding debt instruments and facilities, including debt to asset and debt service coverage ratios. As at March 31, 2024, and December 31, 2023, the Trust was in compliance with those covenants.

NOTE 8

CONVERTIBLE DEBENTURES

Debentures

On December 7, 2021, the Trust issued \$159,000 principal amount of 5.25% convertible unsecured subordinated debentures ("Convertible Debentures") maturing on December 31, 2026 (the "Maturity Date"). As at March 31, 2024, Morguard held a total of \$60,000 principal amount of the Convertible Debentures (December 31, 2023 – \$60,000).

Interest is payable semi-annually, not in advance, on June 30 and December 31 of each year.

The Convertible Debentures, with the exception of the value assigned to the holders' conversion option, have been recorded as debt on the balance sheets. The following table summarizes the allocation of the principal amount and

related issue costs of the Convertible Debentures at the date of original issue. The portion of issue costs attributable to the liability of \$4,026 was capitalized and will be amortized over the term to maturity, while the remaining amount of \$187 was charged to equity.

	Liability	Equity	Principal Amount Issued
Transaction date – December 7, 2021	\$151,934	\$7,066	\$159,000
Issue costs	(4,026)	(187)	(4,213)
	\$147,908	\$6,879	\$154,787

Each Convertible Debenture is convertible into freely tradable units of the Trust at the option of the holder, exercisable at any time prior to the close of business on the last business day preceding the Maturity Date at a conversion price of \$7.80 per unit, being a rate of approximately 128.2 units per thousand principal amount of Convertible Debentures, subject to adjustment.

The Convertible Debentures payable consist of the following:

As at	March 31, 2024	December 31, 2023
Convertible debentures – liability	\$151,934	\$151,934
Convertible debentures – accretion	2,897	2,542
Convertible debentures before issue costs	154,831	154,476
Issue costs	(2,376)	(2,578)
Convertible debentures	\$152,455	\$151,898

Remaining interest and principal payments on the Convertible Debentures are as follows:

	Interest	Principal	Total
2024	\$8,348	\$—	\$8,348
2025	8,348	—	8,348
2026	8,348	159,000	167,348
	\$25,044	\$159,000	\$184,044

Redemption Rights

Each Convertible Debenture is redeemable any time from January 1, 2025, to the close of business on December 31, 2025, in whole or in part, on at least 30 days' prior notice at a redemption price equal to par plus accrued and unpaid interest at the Trust's sole option, provided that the weighted average trading price of the units on the TSX for the 20 consecutive trading days ending five trading days prior to the date on which the notice of redemption is given is not less than 125% of the conversion price.

From January 1, 2026, to the close of business on December 31, 2026, the Convertible Debentures are redeemable, in whole or in part, at par plus accrued and unpaid interest at the Trust's sole option.

Payment Upon Redemption or Maturity

As part of the above redemption options, or at maturity, the Trust may satisfy its obligation to repay the principal amounts of the Convertible Debentures, in whole or in part, by delivering units of the Trust. In the event that the Trust elects to satisfy its obligation to repay principal with units of the Trust, the number of units issued is obtained by dividing the principal amount of the Convertible Debentures by 95% of the weighted average trading price of the units on the TSX for the 20 consecutive trading days ending five trading days prior to the date fixed for redemption or the Maturity Date, as applicable.

Interest Payment Election

The Trust may elect, subject to applicable regulatory approval, to issue and deliver units of the Trust to the Debenture Trustee in order to raise funds to pay interest on the Convertible Debentures, in which event the holders of the Convertible Debentures will be entitled to receive a cash payment equal to the interest payable from the proceeds of the sale of such units.

NOTE 9

LEASE LIABILITIES

The following table presents the change in the balance of the Trust's lease liabilities:

As at	March 31, 2024	December 31, 2023
Balance, beginning of period	\$16,383	\$16,551
Lease payments	(276)	(1,192)
Interest	255	1,024
Balance, end of period	\$16,362	\$16,383
Current	\$90	\$88
Non-current	16,272	16,295
	\$16,362	\$16,383
Weighted average borrowing rate	6.2%	6.2%

NOTE 10

BANK INDEBTEDNESS

The Trust has operating lines of credit totalling \$102,500 (December 31, 2023 – \$102,500), which renew annually and are secured by fixed charges on specific properties owned by the Trust. One of these lines is subject to cash flow tests based on the operating results of the secured properties along with prevailing bond yields. As at March 31, 2024, there is a maximum of \$101,500 available (December 31, 2023 – \$98,500).

As at March 31, 2024, the Trust had borrowed \$24,004 (December 31, 2023 – \$78,737) on its credit facilities and issued letters of credit in the amount of \$577 (December 31, 2023 – \$967) related to these facilities. The net availability remaining on the Trust's credit facilities is \$76,919 (December 31, 2023 – \$18,796).

The bank credit agreements include certain restrictive covenants and undertakings by the Trust. As at March 31, 2024, and December 31, 2023, the Trust was in compliance with all covenants and undertakings. As the bank indebtedness is current and at prevailing market rates, the carrying value of the debt as at March 31, 2024, approximates fair value.

NOTE 11

REVENUE FROM REAL ESTATE PROPERTIES

Revenue from real estate properties consists of the following:

For the three months ended March 31, 2024	Retail	Office	Industrial	Total
Rental revenue	\$22,960	\$15,616	\$590	\$39,166
CAM recoveries	5,469	7,245	257	12,971
Property tax and insurance recoveries	5,659	4,196	141	9,996
Other revenue and lease cancellation fees	680	618	—	1,298
Parking revenue	—	1,331	—	1,331
Amortized rents	126	(497)	7	(364)
	\$34,894	\$28,509	\$995	\$64,398

For the three months ended March 31, 2023	Retail	Office	Industrial	Total
Rental revenue	\$21,981	\$15,636	\$492	\$38,109
CAM recoveries	5,379	7,246	215	12,840
Property tax and insurance recoveries	8,308	3,683	139	12,130
Other revenue and lease cancellation fees	548	366	—	914
Parking revenue	—	1,298	—	1,298
Amortized rents	(156)	(346)	27	(475)
	\$36,060	\$27,883	\$873	\$64,816

Common area maintenance ("CAM") recoveries and other revenue and lease cancellation fees noted in the above table are considered to be a component of revenue from contracts with customers.

NOTE 12

EXPENSES

(a) Property Operating Expenses

Property operating expenses consist of the following:

For the three months ended March 31,	2024	2023
Repairs and maintenance	\$8,329	\$7,969
Utilities	4,478	5,305
Other operating expenses	5,602	5,337
	\$18,409	\$18,611

(b) General and Administrative

General and administrative expenses consist of the following:

For the three months ended March 31,	2024	2023
Trustees' fees and expenses	\$67	\$66
Professional and compliance fees	347	331
Payroll and other administrative expenses	610	659
	\$1,024	\$1,056

NOTE 13

INTEREST EXPENSE

The components of interest expense are as follows:

For the three months ended March 31,	2024	2023
Mortgages payable	\$12,093	\$11,014
Amortization of deferred financing costs – mortgages	416	243
Convertible debentures	2,058	2,058
Accretion on convertible debentures, net	355	332
Amortization of deferred financing costs – convertible debentures	202	190
Lease liabilities	255	257
Bank indebtedness	872	894
Morguard loan payable and other	745	—
Capitalized interest	(120)	(279)
	\$16,876	\$14,709

NOTE 14

RELATED PARTY TRANSACTIONS

Related party transactions are summarized as follows:

(a) Agreement with Morguard Investments Limited

Under the property management agreement, the Trust pays MIL fees for property management services, capital expenditure administration, information system support activities and risk management administration. Property management fees average approximately 3.3% of gross revenue from the income producing properties owned by the Trust. The management agreement is renewed annually to ensure fees paid reflect fair value for the services provided. Under the leasing services arrangement, the Trust may, at its option, use MIL for leasing services. Leasing fees range from 2% to 6% of the total minimum rent of new leases. Fees for the renewal of a lease are half of the fees for a new lease. Leasing services include lease documentation.

The Trust has employed the services of MIL for both the acquisition and disposition of properties on a case-by-case basis. Fees are generally based on the sale price of the properties and are capitalized in the case of an asset acquisition. MIL is a tenant at three of the Trust's properties. The Trust has employed the services of MIL for the appraisal of its real estate properties as required for IFRS reporting purposes. Fees are generally based on the size and complexity of each property and are expensed as part of the Trust's professional and compliance fees.

During the period, the Trust incurred/(earned) the following:

For the three months ended March 31,	2024	2023
Property management fees ¹	\$2,242	\$2,263
Appraisal/valuation fees	88	85
Information services	55	55
Leasing fees	861	435
Project administration fees	204	139
Project management fees	38	2
Risk management fees	88	81
Internal audit fees	25	30
Off-site administrative charges	497	506
Rental revenue	(52)	(48)
	\$4,046	\$3,548

1. Includes property management fees on equity-accounted investment.

The following amounts relating to MIL are included in the balance sheets:

As at	March 31, 2024	December 31, 2023
Amounts payable to MIL, net	\$1,280	\$1,468

(b) Revolving Loan with Morguard

The Trust has a revolving loan agreement with Morguard that provides for borrowings or advances of up to \$75,000 (December 31, 2023 – \$75,000), which is interest-bearing at the lender's borrowing rate and due on demand subject to available funds.

Morguard Loan Payable

During the three months ended March 31, 2024, a gross amount of \$70,000 was advanced from Morguard, and as at March 31, 2024, \$70,000 remains payable to Morguard (December 31, 2023 – \$nil). For the three months ended March 31, 2024, the Trust incurred interest expense in the amount of \$687 (2023 – \$nil) at an average interest rate of 7.10% (2023 – n/a).

Morguard Loan Receivable

During the three months ended March 31, 2024, there were no advances or repayments. As at March 31, 2024, and December 31, 2023, there was no loan receivable from Morguard. For the three months ended March 31, 2024, and 2023, the Trust did not earn interest income on loans receivable from Morguard. The interest income earned from Morguard is included with other income on the statements of loss and comprehensive loss.

(c) Other Items with Morguard (Excluding MIL)

The Trust subleases office space from Morguard. For the three months ended March 31, 2024, the Trust incurred rent expense in the amount of \$58 (2023 – \$56).

Other than the revolving loan, the following additional amounts relating to Morguard are included in the balance sheets:

As at	March 31, 2024	December 31, 2023
Amounts receivable	\$63	\$—
Accounts payable and accrued liabilities	\$442	\$—

Morguard is a tenant in one of the Trust's properties. For the three months ended March 31, 2024, the Trust earned rental revenue in the amount of \$29 (2023 – \$29).

Morguard provided a guarantee in association with the renewal of one of the Trust's mortgages in December 2023. For the three months ended March 31, 2024, the Trust incurred interest expense in the amount of \$123 (2023 – \$nil).

NOTE 15

UNITHOLDERS' EQUITY

(a) Units Outstanding

The Trust is authorized to issue an unlimited number of units. These units have no par value. The following table summarizes the changes in units from January 1, 2023 to March 31, 2024:

	Three months ended March 31, 2024	Year ended December 31, 2023
Balance, beginning of period	64,267,901	64,226,854
Distribution Reinvestment Plan	4,481	41,047
Balance, end of period	64,272,382	64,267,901

Total distributions recorded during the three months ended March 31, 2024, amounted to \$3,861 or \$0.06 per unit (2023 – \$3,849 or \$0.06 per unit). On March 15, 2024, the Trust declared a distribution in the amount of \$0.02 per unit for the month of March 2024, payable on April 15, 2024.

(b) Normal Course Issuer Bid

On February 7, 2024, the Trust announced that the TSX had accepted notice filed by the Trust of its intention to make a normal course issuer bid. The notice provided that during the 12-month period commencing February 9, 2024, and ending February 8, 2025, the Trust may purchase for cancellation on the TSX up to 3,213,395 units in total, being approximately 5% of the outstanding units. Additionally, the Trust may purchase for cancellation up to \$9,308 principal amount of the Convertible Debentures due on the Maturity Date, 10% of the public float of outstanding Convertible Debentures. The price that the Trust would pay for any such units or debentures would be the market price at the time of acquisition.

During the three months ended March 31, 2024, and 2023, the Trust did not purchase any units or debentures for cancellation.

(c) Distribution Reinvestment Plan

Under the Trust's DRIP, unitholders can elect to reinvest cash distributions into additional units at a weighted average trading price of the units on the TSX for the 20 trading days immediately preceding the applicable date of distribution. During the three months ended March 31, 2024, the Trust issued 4,481 units under the DRIP (2023 – 11,064 units).

(d) Net Loss Per Unit

The following table sets forth the computation of basic and diluted net loss per unit:

For the three months ended March 31,	2024	2023
Net loss – basic	(\$36,775)	(\$5,157)
Net loss – diluted	(\$36,775)	(\$5,157)
Weighted average number of units outstanding – basic	64,269	64,231
Weighted average number of units outstanding – diluted	64,269	64,231
Net loss per unit – basic	(\$0.57)	(\$0.08)
Net loss per unit – diluted	(\$0.57)	(\$0.08)

To calculate net loss – diluted, interest, accretion and the amortization of financing costs on Convertible Debentures outstanding that were expensed during the period are added back to net loss – basic. The weighted average number of units outstanding – diluted is calculated as if all Convertible Debentures outstanding as at March 31, 2024, and 2023, had been converted into units of the Trust at the beginning of the year. The calculation of net loss per unit – diluted excludes the impact of the Convertible Debentures for the three months ended March 31, 2024, and 2023, as their inclusion would be anti-dilutive.

NOTE 16**STATEMENTS OF CASH FLOWS****(a) Items Not Affecting Cash**

For the three months ended March 31,	2024	2023
Fair value losses on real estate properties	\$50,223	\$21,541
Net income from equity-accounted investment	(443)	(624)
Amortized stepped rent	240	272
Amortized free rent	48	143
Amortization of deferred financing costs – mortgages	416	243
Amortization of tenant incentives	76	60
Amortization of right-of-use asset	—	21
Amortization of deferred financing costs – convertible debentures	202	190
Accretion on convertible debentures	355	332
	\$51,117	\$22,178

(b) Net Change in Non-Cash Operating Assets and Liabilities

For the three months ended March 31,	2024	2023
Amounts receivable	\$928	\$1,011
Prepaid expenses and other	(7,954)	(8,437)
Accounts payable and accrued liabilities	801	7,353
	(\$6,225)	(\$73)

Other supplemental cash flow information consists of the following:

Interest paid	\$13,445	\$11,069
Issue of units – DRIP	\$24	\$60

NOTE 17**COMMITMENTS AND CONTINGENCIES****(a) Commitments**

The Trust has entered into various agreements relating to capital expenditures for its properties. These expenditures include development of new space, redevelopment or retrofit of existing space, and other capital expenditures. Should all conditions be met, as at March 31, 2024, committed capital expenditures in the next 12 months are estimated at \$5,461.

The Trust has various other contractual obligations in the normal course of operations. These contracts can generally be cancelled with 30 days' notice.

(b) Contingencies

The Trust is liable contingently with respect to litigation, claims and environmental matters that arise from time to time, including those that could result in mandatory damages or other relief, which could result in significant expenditures. While the outcome of these matters cannot be predicted with certainty, in the opinion of management, any liability that may arise from such contingencies would not have a material adverse effect on the financial position or results of operations of the Trust. Any expected settlement of claims in excess of amounts recorded will be charged to operations as and when such determination is made.

NOTE 18**MANAGEMENT OF CAPITAL**

The Trust defines capital that it manages as the aggregate of its unitholders' equity and interest-bearing debt less interest-bearing receivables. The Trust's objective when managing capital is to ensure that the Trust will continue as a going concern so that it can sustain daily operations and provide adequate returns to its unitholders.

The Trust is subject to risks associated with debt financing, including the possibility that existing mortgages may not be refinanced or may not be refinanced on as favourable terms or with interest rates as favourable as those of the existing debt. The Trust mitigates these risks by its continued efforts to stagger the maturity profile of its long-term debt, to enhance the value of its real estate properties and to maintain high occupancy levels. The Trust manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

The total managed capital for the Trust is summarized below:

As at	Note	March 31, 2024	December 31, 2023
Mortgages payable	7	\$1,004,204	\$1,014,986
Convertible debentures	8	152,455	151,898
Bank indebtedness	10	24,004	78,737
Morguard loan payable	14(b)	70,000	—
Lease liabilities	9	16,362	16,383
Unitholders' equity		920,573	961,185
		\$2,187,598	\$2,223,189

The Declaration of Trust permits the Trust to incur indebtedness, provided that after giving effect to incurring or assuming any indebtedness (as defined in the Declaration of Trust), the amount of all indebtedness of the Trust is not more than 65% of the gross book value of the Trust's total assets as defined in the Declaration of Trust. The Declaration of Trust also permits the Trust to incur floating-rate debt, provided that the total amount of all floating-rate debt of the Trust is not more than 15% of the gross book value of the Trust's total assets.

The Trust's debt ratios compared to its borrowing limits established in the Declaration of Trust are outlined in the table below:

As at	Borrowing Limits	March 31, 2024	December 31, 2023
Fixed-rate debt to gross book value of total assets	N/A	44.9%	44.6%
Floating-rate debt to gross book value of total assets	15.0%	11.5%	10.7%
	65.0%	56.4%	55.3%

As at March 31, 2024, the Trust met all externally imposed ratios and minimum equity requirements.

Mortgages Payable

The Trust has mortgages payable that include financial covenants such as coverage and leverage ratios, on a property and consolidated basis, as defined in the respective agreements. These ratios are evaluated by the Trust on an ongoing basis to ensure compliance. The Trust was in compliance with each of the financial covenants as at March 31, 2024, and December 31, 2023.

Convertible Debentures

The Trust's unsecured subordinated convertible debentures have no restrictive covenants.

Bank Indebtedness

The Trust's loan agreements permit the Trust to incur indebtedness. The loan agreements are fixed amounts that renew annually and are secured by fixed charges on specific properties owned by the Trust.

NOTE 19

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Trust's financial assets and liabilities comprise cash, amounts receivable, accounts payable and accrued liabilities, bank indebtedness, Morguard loan payable, mortgages payable and convertible debentures. Fair values of financial assets and liabilities and discussion of risks associated with financial assets and liabilities are presented as follows.

Fair Value of Financial Assets and Liabilities

The fair values of cash, amounts receivable, accounts payable and accrued liabilities, bank indebtedness and Morguard loan payable approximate their carrying values due to the short-term maturities of these instruments.

(a) Mortgages Payable

Mortgages payable are carried at amortized cost using the effective interest rate method of amortization. The estimated fair values of long-term borrowings are based on market information, where available, or by discounting future payments of interest and principal at estimated interest rates expected to be available to the Trust as at March 31, 2024.

The fair value of the mortgages payable has been determined by discounting the cash flows of these financial obligations using March 31, 2024, market rates for debts of similar terms (Level 2). Based on these assumptions, the fair value as at March 31, 2024, of the mortgages payable has been estimated at \$966,606 (December 31, 2023 – \$980,293) compared with the carrying value before deferred financing costs of \$1,007,980 (December 31, 2023 – \$1,017,734). The fair value of the mortgages payable varies from the carrying value due to fluctuations in interest rates since their issue.

(b) Convertible Debentures

The fair value of the Convertible Debentures is based on their market trading price (TSX: MRT.DB.A) (Level 1). The fair value as at March 31, 2024, of the Convertible Debentures has been estimated at \$150,462 (December 31, 2023 – \$146,678) compared with the carrying value before deferred financing costs of \$154,831 (December 31, 2023 – \$154,476).

(c) Fair Value Hierarchy of Real Estate Properties

The fair value hierarchy of income producing properties, properties under development and held for development measured at fair value in the balance sheets is as follows:

As at	March 31, 2024			December 31, 2023		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
ASSETS						
Income producing properties	\$—	\$—	\$2,090,894	\$—	\$—	\$2,169,663
Properties under development	\$—	\$—	\$18,536	\$—	\$—	\$16,460
Held for development	\$—	\$—	\$68,413	\$—	\$—	\$68,519

Risks Associated with Financial Assets and Liabilities

The Trust is exposed to financial risks arising from its financial assets and liabilities. The financial risks include interest rate risk, credit risk and liquidity risk. The Trust's overall risk management program focuses on establishing policies to identify and analyze the risks faced by the Trust, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Trust's activities. The Trust aims to develop a disciplined control environment in which all employees understand their roles and obligations.

NOTE 20

SEGMENTED INFORMATION

IFRS 8, "Operating Segments", requires operating segments to be determined based on internal reports that are regularly reviewed by the chief operating decision-maker for the purpose of allocating resources to the segment and assessing its performance. The Trust has applied judgment by aggregating its operating segments according to the nature of the property operations. Such judgment considers the nature of operations, types of customers and an expectation that operating segments within a reportable segment have similar long-term economic characteristics. As at March 31, 2024, and December 31, 2023, the Trust has the following three reportable segments: retail, office and industrial.

Business Segments

For the three months ended March 31, 2024	Retail	Office	Industrial	Total
Revenue from real estate properties	\$34,894	\$28,509	\$995	\$64,398
Property operating expenses	(9,632)	(8,499)	(278)	(18,409)
Property taxes	(8,027)	(4,675)	(164)	(12,866)
Property management fees	(1,263)	(920)	(35)	(2,218)
Net operating income	\$15,972	\$14,415	\$518	\$30,905

For the three months ended March 31, 2023	Retail	Office	Industrial	Total
Revenue from real estate properties	\$36,060	\$27,883	\$873	\$64,816
Property operating expenses	(9,604)	(8,761)	(246)	(18,611)
Property taxes	(7,926)	(4,332)	(162)	(12,420)
Property management fees	(1,310)	(899)	(30)	(2,239)
Net operating income	\$17,220	\$13,891	\$435	\$31,546

	Retail	Office	Industrial	Total
As at March 31, 2024				
Real estate properties	\$1,247,673	\$850,072	\$80,098	\$2,177,843
Mortgages payable (based on collateral)	\$555,013	\$449,191	\$—	\$1,004,204
For the three months ended March 31, 2024				
Additions to real estate properties	\$5,652	\$4,983	\$203	\$10,838
Fair value (losses)/gains on real estate properties	(\$21,468)	(\$28,795)	\$40	(\$50,223)

	Retail	Office	Industrial	Total
As at December 31, 2023				
Real estate properties	\$1,300,415	\$874,377	\$79,850	\$2,254,642
Mortgages payable (based on collateral)	\$562,131	\$452,855	\$—	\$1,014,986
For the three months ended March 31, 2023				
Additions to real estate properties	\$7,992	\$1,448	\$914	\$10,354
Fair value (losses)/gains on real estate properties	\$2,411	(\$24,461)	\$509	(\$21,541)

NOTE 21

REAL ESTATE PROPERTIES HELD FOR SALE

Real estate properties held for sale are assets that the Trust intends to sell rather than hold on a long-term basis and meet the criteria established in IFRS 5, "Non-current Assets Held For Sale and Discontinued Operations", for separate classification.

As at March 31, 2024, the Trust has executed an agreement to sell a retail property in Calgary, Alberta, consisting of 130,856 square feet, for gross proceeds of \$37,500, excluding closing costs. The Trust will repay the mortgage payable secured by the property in the amount of \$16,984. The agreement became binding on April 29, 2024, and the transaction is expected to close on May 29, 2024.