Nexus REIT

NEXUS REAL ESTATE INVESTMENT TRUST

MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three months ended March 31, 2018

May 30, 2018

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following management's discussion and analysis ("MD&A") of Nexus Real Estate Investment Trust ("the REIT") for the three months ended March 31, 2018 should be read in conjunction with the REIT's audited financial statements for the years ended December 31, 2017 and 2016 and the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2018.

The information contained in this MD&A reflects events up to May 30, 2018, the date on which this MD&A was approved by the REIT's Board of Trustees. Financial data included in this MD&A is presented in Canadian dollars, which is the functional currency of the REIT, and has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Additional information about the REIT can be accessed at www.sedar.com.

FORWARD LOOKING STATEMENTS

Certain statements contained in this MD&A constitute forward-looking statements which reflect the REIT's current expectations and projections about future results. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the REIT to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such forward-looking statements are based on a number of assumptions that may prove to be incorrect.

While the REIT anticipates that subsequent events and developments may cause its views to change, the REIT specifically disclaims any obligation to update these forward-looking statements except as required by applicable law. These forward-looking statements should not be relied upon as representing the REIT's views as of any date subsequent to the date of this MD&A. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect the REIT.

NON-IFRS FINANCIAL MEASURES

Net operating income ("NOI") is a measure of operating performance based on income generated from the properties of the REIT. Management considers this non-IFRS measure to be an important measure of the REIT's operating performance. Funds from operations ("FFO") is a measure of operating performance based on the funds generated from the business of the REIT before reinvestment or provision for other capital needs. Management considers this non-IFRS measure to be an important measure of the REIT's operating performance. Management considers adjusted funds from operations ("AFFO"), a non-IFRS measure, to be an important performance measure of recurring economic earnings.

Normalized FFO and Normalized AFFO are considered important measures which adjust FFO and AFFO, respectively, to exclude the impact of non-recurring items.

NOI, FFO, Normalized FFO, AFFO and Normalized AFFO are not measures defined by IFRS, do not have standardized meanings prescribed by IFRS and should not be construed as alternatives to net income, cash generated by (used in) operating activities or other measures of financial performance calculated in accordance with IFRS. NOI, FFO, Normalized FFO, AFFO and Normalized AFFO as computed by the REIT may differ from similar measures as reported by other trusts or companies in similar or different industries.

NOI is used by industry analysts, investors and management to measure operating performance of Canadian real estate investment trusts. NOI represents property revenue less property operating expenses as presented in the statements of income prepared in accordance with IFRS. Accordingly, NOI is equivalent to net rental income as presented in the statements of income. NOI excludes certain expenses included in the determination of net income such as general and administrative expense, transaction costs, fair value adjustments, income from equity accounted investment in joint venture, other income, net interest expense and distributions on Class B LP Units.

The REIT calculates FFO in accordance with the whitepaper issued by the Real Property Association of Canada. FFO is defined as net income in accordance with IFRS, excluding gains or losses on sales of investment properties, tax on gains or losses on disposal of properties, transaction costs expensed as a result of acquisitions being accounted for as business combinations, gain from bargain purchase, fair value adjustments on investment properties, fair value adjustments on warrants and unit options, and fair value adjustments and other effects of redeemable units classified as liabilities and the Class B LP Units, if any. FFO also includes adjustments in respect of equity accounted entities for the preceding items. Normalized FFO is defined as FFO, net of adjustments for non-recurring items.

The Real Property Association of Canada issued a whitepaper on AFFO for IFRS dated February 2017 (the “Whitepaper”). The REIT calculates AFFO in accordance with the Whitepaper. Comparative AFFO figures have been restated to conform with the definition of AFFO adopted in the second quarter of the year ended December 31, 2017. AFFO is defined as FFO subject to certain adjustments, including: differences resulting from recognizing ground lease payments and rental income on a straight-line basis, and reserves for normalized maintenance capital expenditures, tenant incentives and leasing cost. Normalized AFFO is defined as AFFO, net of adjustments for non-recurring items.

The diluted weighted average number of units used to calculate diluted FFO per unit and diluted AFFO per unit reflects conversion of all dilutive potential units, represented by unit options and warrants, assuming that unit options and warrants are exercised with the assumed proceeds (comprised of exercise price and any related unrecognized compensation cost) used to purchase units at the average market price during the period.

AFFO payout ratio, and Normalized AFFO payout ratio are calculated as total distributions declared during the period (including distributions declared on Class B LP Units) divided by AFFO, and Normalized AFFO, respectively.

BUSINESS OVERVIEW AND STRATEGY

Nexus Real Estate Investment Trust (the “REIT”) was established under the laws of Ontario pursuant to its declaration of trust, as amended and restated effective April 28, 2014 and November 28, 2017. The REIT is an open-ended real estate investment trust which owns and operates commercial real estate properties in Western Canada, Ontario, Quebec and Atlantic Canada. On February 14, 2017, the REIT entered into an arrangement agreement (the “Arrangement”) with Nobel REIT (“Nobel”). On the closing of the Arrangement on April 3, 2017, the REIT acquired the assets and liabilities of Nobel (the “Nobel Transaction”), which include a total of 16 industrial, retail, and office properties located in the province of Quebec.

The strategy of the REIT is to grow by acquiring commercial real estate assets in jurisdictions, potentially including the United States, where opportunities exist to purchase assets on terms such that the acquisitions are expected to be accretive, on a per unit basis, to the AFFO of the REIT. The REIT will seek to identify potential acquisitions using investment criteria that focus on the security of cash flow, potential for capital appreciation, and potential for increasing value through more efficient management of the assets being acquired.

The REIT has a strategic relationship with TriWest Capital Partners (“TriWest”), one of Canada’s leading private equity firms. Through its relationship with TriWest, the REIT has access to a pipeline of properties owned by TriWest’s current and former portfolio companies as well as the properties of many of the companies that TriWest meets with. The REIT may have the opportunity to acquire these properties through sale-and-leaseback transactions with strong tenants and long-term leases. The REIT views this non-marketed pipeline of potential acquisition properties as a key differentiator for the REIT, particularly as the REIT plans to gain considerable scale in its current phase of growth.

In connection with the Nobel Transaction, the REIT has established a strategic relationship with RFA Capital Partners Inc. (“RFA”), through which the REIT expects to have unique access to properties identified through RFA’s expansive network of favourable industry relationships developed through over 20 years of successfully investing in the Canadian real estate industry.

HIGHLIGHTS

- Q1 2018 net income of $6,424,954, compared to Q1 2017 net income of $13,289 and Q4 2017 net income of $12,302,915
- AFFO per unit for Q1 2018 of $0.046 increased 4.9% as compared to Q1 2017 AFFO per unit of $0.044; decreased 3.6% as compared to Q4 2017 AFFO per unit of $0.048.
- AFFO payout ratio for the quarter of 86.2% compared to 90.5% for Q1 2017 and 83.6% for Q4 2017.
- Completed the $57,380,000 acquisition of a property in Richmond, BC subsequent to the quarter end
- Waived conditions on two industrial property acquisitions subsequent to quarter end: a $12,345,000 acquisition in Nisku, Alberta and a $6,300,000 acquisition in Regina, Saskatchewan.
- Three vendors will take a total of approximately $27,900,000 in units valued at $2.10 per unit as partial purchase price consideration for the acquisitions.
- Completed the sale of a former REIT property in Kelowna, BC for $10,000,000 as part of the Richmond transaction, and completed the sale of a non-core property in Yellowknife, NWT for $1,300,000 in April.
- Management of the REIT will host a conference call on Thursday May 31st at 1PM EST to review results and operations.

ACQUISITIONS

On July 7, 2017, the REIT acquired a 100% interest in two properties located in St. John, New Brunswick and Victoriaville, Quebec, and a 50% interest in 24 properties in the province of Quebec (together, the "Sandalwood Properties"), for a contractual purchase price of $147,048,297 (the "Sandalwood Acquisition"). The Sandalwood Properties have a total gross leasable area ("GLA") of 2.5 million square feet, and 1.5 million square feet at the REIT's ownership interest. The purchase price was satisfied through the assumption of debt with a principal balance of $75,712,788 (at the REIT's proportionate interest) and the issuance of 952,381 REIT units to certain of the vendors at a deemed value of $2.10 per unit, with the balance, net of closing adjustments, satisfied in cash.

On the closing of the Arrangement on April 3, 2017, the REIT acquired the assets and liabilities of Nobel, which include a total of 16 industrial, retail, and office properties located in the province of Quebec with a total gross leasable area ("GLA") of approximately 875,000 square feet. Included in the portfolio is a 15-storey downtown Montreal office property comprising 113,714 square feet of GLA. The property is located at 2039-2047 rue Stanley (2045 rue Stanley), and the REIT indirectly acquired a 50% interest in the property through a joint venture. The property is currently undergoing redevelopment with significant improvements being made in advance of new tenancies commencing.

The REIT issued 17,453,726 Nexus REIT units, 1,057,666 warrants to acquire REIT units at a weighted average exercise price of $2.99 per unit, and 484,643 unit options at a weighted average exercise price of $2.77 per unit as purchase consideration. Additionally, existing holders of 72,000 Class B LP Units of Nobel REIT Limited Partnership were granted the right to convert each of these units for 1.67 REIT units, and to receive distribution payments equal to 1.67 times the distributions per REIT unit.

As a result of the arrangement, the REIT acquired all of the assets and liabilities of Nobel, and 100% of the voting interest in Nobel (the "Nobel Acquisition"). As the REIT acquired an operating platform and the employees of Nobel were offered employment with the REIT, the acquisition was determined to be a business combination, and transaction costs of $3,520,786 were expensed. As required by the Arrangement Agreement, the management contract with the REIT's external manager was terminated concurrently with the close of the Nobel Acquisition, and an amount of $1,515,000 was expensed, and is included in the $3,520,786 of transaction costs.

REIT PROPERTIES AS AT MARCH 31, 2018

Property Address	Property Use	Rentable Area (Square Feet)	Rentable Area (Square Feet) At REIT Ownership Interest	Occupancy	Weighted Average Remaining Lease Term
Northwest Territories					
49 Kam Lake Rd., Yellowknife, NWT [(1)]	Industrial	7,674	7,674	100%	7.6 years
348-352 Old Airport Rd., Yellowknife, NWT	Industrial	53,212	53,212	100%	7.6 years
British Columbia					
965 McMaster Way, Kamloops, BC	Industrial	13,706	13,706	100%	7.6 years
555 Adams Rd., Kelowna, BC [(1)]	Multi-tenant Industrial	94,594	94,594	100%	1.1 years
988 Great St., Prince George, BC	Multi-Tenant Service, Warehousing, Retail	53,126	53,126	100%	5.4 years
Alberta					
4700 & 4750 - 102 Ave., SE, Calgary, AB	Industrial	29,471	29,471	100%	6.8 years
3780 & 4020 - 76th Ave., SE, Calgary, AB	Industrial	58,937	58,937	100%	7.6 years
8001 - 99 St., Clairmont, AB	Office and Warehouse	26,638	26,638	100%	11.3 years
12104 & 12110 - 17th St., NE, Edmonton, AB	Industrial and Headquarters	116,582	116,582	100%	7.6 years
14801 - 97th St., Grande Prairie, AB	Industrial	42,120	42,120	100%	7.6 years
3501 Giffen Rd. North & 3711 - 36 St. North, Lethbridge, AB	Industrial	229,000	229,000	100%	11.3 years
5406 - 59th Ave., Lloydminster, AB	Industrial	12,425	12,425	100%	7.6 years
4301 – 45 Ave., Rycroft, AB	Industrial	22,110	22,110	100%	11.3 years
Saskatchewan					
110 - 71st St., Saskatoon, SK	Industrial	74,796	74,796	100%	7.6 years
15 Peters Ave., Saskatoon, SK	Industrial	38,160	38,160	100%	7.6 years
850 Manitoba St. East & 15 - 9th Ave., NE, Moose Jaw, SK	Industrial	18,800	18,800	100%	7.6 years
4271 – 5 Ave. East, Prince Albert, SK	Industrial	24,600	24,600	100%	7.8 years

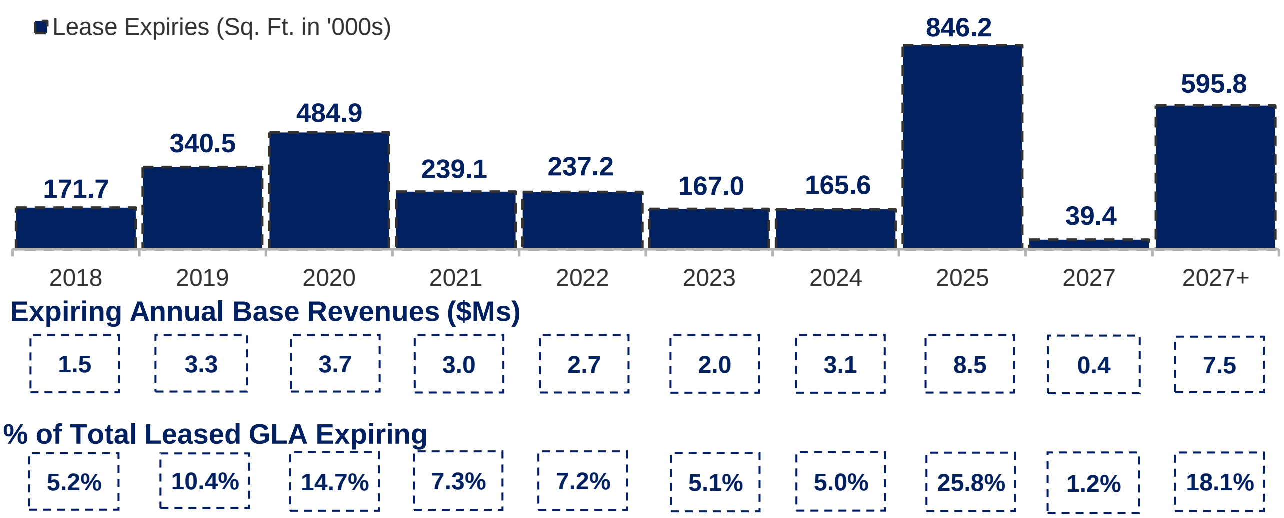
Property Address	***Property Use***	***Rentable Area (Square Feet)***	***Rentable Area (Square Feet) At REIT Ownership Interest***	***Occupancy***	***Weighted Average Remaining Lease Term***
Ontario					
455 Welham Rd., Barrie, ON	Industrial	109,366	109,366	100%	7.2 years
200 Sheldon Drive, Cambridge, ON	Industrial	150,000	150,000	100%	2.4 years
Quebec					
935-965 rue Reverchon, Saint-Laurent, QC	Multi-tenant Industrial	114,236	114,236	91%	2.9 years
2045 rue Stanley, Montréal, QC (2)	Office	113,714	56,857	52% (3)	19.0 years (3)
1901 Dickson / 5780 Ontario Est, Montréal, QC	Industrial	91,068	91,068	100%	7.2 years
72 rue Laval, Gatineau, QC (2)	Office	70,227	35,114	99%	3.8 years
6810 boul. Des Grandes Prairies, Montréal, QC	Industrial	60,786	60,786	100%	4.3 years
3330 2e rue, Saint-Hubert, QC	Multi-tenant Industrial	60,441	60,441	100%	3.1 years
3600 1ère rue, Saint-Hubert, QC	Multi-tenant Industrial	37,554	37,554	92%	2.2 years
3550 1ère rue, Saint-Hubert, QC	Industrial	22,428	22,428	100%	0.8 years
1185-1195 Chemin du Tremblay, Longueuil, QC	Commercial Mixed Use	53,913	53,913	91%	4.3 years
41 boulevard Saint-Jean-Baptiste, Châteauguay, QC	Retail	53,151	53,151	100%	7.6 years
10500 avenue Ryan, Dorval, QC	Office	52,372	52,372	100%	11.7 years
3490-3504 rue Griffith, Saint-Laurent, QC	Multi-tenant Industrial	39,952	39,952	100%	1.8 years
955 boulevard Michèle-Bohec, Blainville, QC	Office	33,461	33,461	100%	8.2 years
1600 rue Montgolfier, Laval, QC	Office	27,097	27,097	100%	6.3 years
10330-10340 Ch. Côte-de-Liesse, Lachine, QC	Office	26,281	26,281	40%	1.8 years
2301 rue Versailles, Mascouche, QC	Commercial Mixed Use	18,435	18,435	69%	4.7 years
1094-1100 boulevard Des Chutes, Beauport, QC (2)	Retail	32,412	16,206	94%	6.4 years
1700 rue Sherbrooke, Magog, QC (2)	Retail	133,720	66,860	63%	2.8 years
1971 rue Bilodeau, Plessisville, QC (2)	Retail	99,611	49,806	91%	6.7 years

Property Address	Property Use	Rentable Area (Square Feet)	Rentable Area (Square Feet) At REIT Ownership Interest	Occupancy	Weighted Average Remaining Lease Term
4000 boulevard Du Jardin, Quebec City, QC (2)	Retail	44,619	22,310	100%	5.2 years
6700 rue St-Georges, Levis, QC (2)	Retail	43,276	21,638	90%	4.1 years
10516 boulevard Sainte-Anne, Ste-Anne-de-Beaupré, QC (2)	Retail	88,625	44,313	87%	5.4 years
9550 boulevard L'Ormière, Québec, QC (2)	Retail	114,396	57,198	97%	2.8 years
333 Côte Joyeuse, St-Raymond, QC (2)	Retail	64,461	32,231	80%	2.9 years
161 Route 230 Ouest, La Pocatière, QC (2)	Retail	208,800	104,400	72%	4.9 years
25 Route 138, Forestville, QC (2)	Retail	55,962	27,981	89%	2.8 years
2000 boulevard Louis-Fréchette, Nicolet, QC (2)	Retail	88,383	44,192	93%	7.9 years
3856 boulevard Taschereau, Greenfield Park, QC (2)	Retail	213,982	106,991	97%	5.3 years
250 boulevard Fiset, Sorel, QC (2)	Retail	116,348	58,174	100%	5.4 years
8245 boulevard Taschereau, Brossard, QC (2)	Retail	43,348	21,675	78%	5.6 years
340 rue Belvédère Sud, Sherbrooke, QC (2)	Retail	170,953	85,477	99%	3.1 years
401-571 boulevard Jutras Est, Victoriaville, QC	Retail	375,788	375,788	95%	6.2 years
7500 boulevard Les Galeries d'Anjou, Anjou, QC (2)	Retail	105,397	52,699	99%	5.0 years
353 St-Nicolas, Montréal, QC (2)	Office	35,632	17,816	83%	2.7 years
410 St-Nicolas, Montréal, QC (2)	Office	154,932	77,466	99%	2.5 years
360 Notre-Dame Ouest, Montréal, QC (2)	Office	29,900	14,950	96%	2.2 years
321 de la Commune, Montréal, QC (2)	Office	11,502	5,751	100%	3.4 years
329 de la Commune, Montréal, QC (2)	Office	21,126	10,563	100%	4.0 years
127, 137 & 145 St-Pierre, Montréal, QC (2)	Office	33,678	16,839	100%	4.2 years
63 rue des Brésoles, Montréal, QC (2)	Office	39,678	19,839	100%	5.4 years
425 rue Guy, Montréal, QC (2)	Multi-tenant Industrial	40,968	20,484	96%	3.6 years

Property Address	Property Use	Rentable Area (Square Feet)	Rentable Area (Square Feet) At REIT Ownership Interest	Occupancy	Weighted Average Remaining Lease Term
New Brunswick					
400 Main Street, St. John, NB	Office	159,927	159,927	83%	2.4 years
Prince Edward Island					
695 University Ave., Charlottetown, PEI	Retail	4,500	4,500	100%	3.3 years
Total		4,582,357	3,494,537	94% (4)	5.8 years (4)

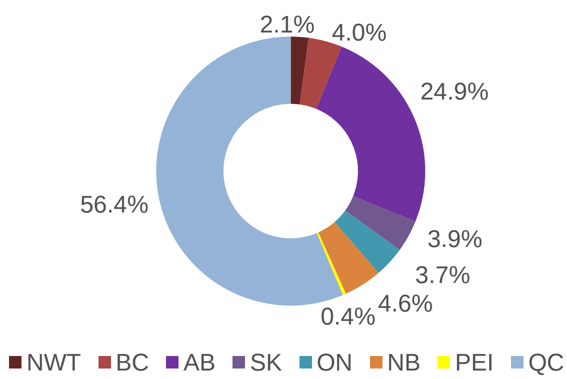
(1) Properties sold in April 2018
(2) Nexus owns a 50% interest in these properties.
(3) Property is under redevelopment.
(4) Excluding 2045 rue Stanley, which is under redevelopment, the occupancy rate is 95% and the weighted average remaining lease term is 5.7 years.

LEASE EXPIRIES

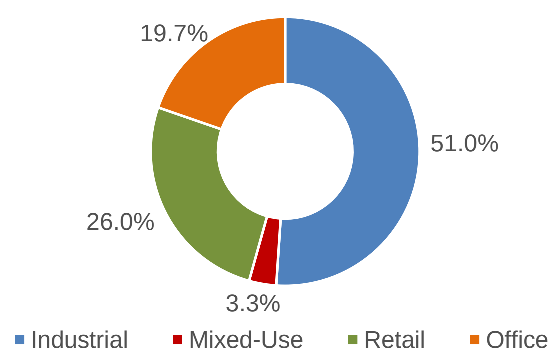


PROPERTY COMPOSITION DIVERSITY

GEOGRAPHIC MIX (BY BASE RENT)



ASSET CLASS MIX (BY BASE RENT)



SUMMARY OF RESULTS

To conform with the definition of FFO and AFFO adopted during the period, comparative period FFO and AFFO has been restated in the table below:

	Three months ended	
	March 31, 2018	**March 31, 2017**
	$	**$**
Financial highlights		
Funds from operations (FFO) (1)	4,965,253	1,981,966
Adjusted funds from operations (AFFO) (1)	4,377,367	1,853,447
Distributions declared (2)	3,773,105	1,677,645
Weighted average units outstanding – basic (3)	94,331,914	41,886,354
Weighted average units outstanding – diluted (3)	94,400,403	41,901,070
Distributions per unit, basic and diluted (2) (3)	0.040	0.040
FFO per unit, basic and diluted (1) (3)	0.053	0.047
AFFO per unit, basic and diluted (1) (3)	0.046	0.044
AFFO payout ratio, basic (1) (2)	86.2%	90.5%
Debt to total assets ratio	53.7%	48.1%

(1) See Non-IFRS Measures
(2) Includes distributions payable to holders of Class B LP Units which are accounted for as interest expense in the consolidated financial statements.
(3) Weighted average number of units includes the Class B LP Units.

	Three months ended	
	March 31, 2018	**March 31, 2017**
	$	**$**
Financial results		
Property revenues	13,303,561	4,010,136
Property expenses	(5,373,634)	(691,150)
Net operating income	7,929,927	3,318,986
General and administrative expense	(751,979)	(504,426)
Transaction costs	-	(778,155)
Fair value adjustment of investment properties	1,493,500	-
Fair value adjustment of Class B LP Units	109,389	(894,386)
Fair value adjustment of warrants	5,637	-
Fair value adjustment of unit options	(46,000)	(93,000)
Income from equity accounted investment in joint venture	64,802	-
	8,805,276	1,049,019
Net interest expense	(2,161,600)	(797,287)
Distributions on Class B LP Units	(218,722)	(238,443)
Net income	6,424,954	13,289

For the three months ended March 31, 2018, net operating income of $7,929,927 was $4,610,941 higher than NOI in the same period of 2017 of $3,318,986 primarily due to the impact of the Sandalwood Acquisition, which accounted for approximately $2,607,000 of net operating income in the quarter, as compared to $nil in the same quarter of 2017, and the impact of the Nobel Transaction, which accounted for approximately $1,710,000 of net operating income in the quarter, as compared to $nil in the same quarter of 2017. Asset and construction management fees of approximately $212,000 were earned by the REIT during the first quarter of 2018, as compared to $nil in the same quarter of 2017. Contractual rent increases based on CPI generated approximately $39,000 of additional NOI in the quarter as compared to the same period of 2017.

For the three months ended March 31, 2018, general and administrative expense of $751,979 was $247,553 higher than general and administrative expense of $504,426 in the same period of the prior year. With the completion of the Nobel Transaction and internalization of management of the REIT, payroll and other employment related and overhead costs became expenses of the REIT, and no further fees were paid to the Manager. Salaries, benefits and other employment costs in the quarter exceeded asset manager fees paid in the same quarter of the prior year by approximately $143,000. Rent, information technology and telecommunications charges and other office expenses of approximately $30,000 were incurred by the REIT in the quarter, as compared to $nil in same period of the prior year (in the prior year these were expenses of the REIT's external manager). Trustee fees increased approximately $36,000 as a result of the number of independent directors increasing by two, and as a result of trustee retainers increasing. Professional fee expenses in the quarter were higher than the same period of the prior year as a result of the growth of the REIT through the two large transactions completed in the year.

Fair value adjustments of Class B LP Units are driven by changes in the trading price of the REIT units, multiplied by the number of Class B LP Units outstanding at a quarter end, as well as fair value adjustments to the date that Class B LP Units are exchanged for REIT units. As at March 31, 2018, 5,440,275 Class B LP Units were outstanding, including 43,500 Class B LP Units of Nobel REIT Limited Partnership, which are exchangeable for REIT units on a 1.67 to 1 basis. The trading price of the REIT units as at March 31, 2018 was $2.00 as compared to $2.02 per unit as at December 31, 2017.

Fair value adjustments of unit options are impacted primarily by changes in the trading price of the REIT's units relative to the strike price of the unit options and by the number of unit options outstanding, as well as by changes in interest rates and expected remaining life of unit options. The trading price of the REIT's units decreased from $2.02 at December 31, 2017 (December 31, 2016 - $1.79) to $2.00 at March 31, 2018 (March 31, 2017 - $1.94), accounting for the majority of the change in fair value. The number of unit options outstanding decreased by 20,000 in the quarter due to expiration of unit options.

Income from equity accounted investment in joint venture for the three months ended March 31, 2018 of $64,802 relates to a joint venture which owns 2045 rue Stanley, a downtown Montreal office building with 113,714 square feet of GLA, in which the REIT indirectly acquired a 50% joint venture interest as part of the Nobel Transaction. The other 50% interest is owned by Fiducie Notariale Immobilière. The property was vacant and under redevelopment as at April 3, 2017, when the Nobel Transaction was completed, and as at December 31, 2017. As at March 31, 2018, 47,501 square feet of the building has been leased for a 20-year term to Chambre des Notaires du Québec, an entity associated with or related to Fiducie Notariale Immobilière. The lease commenced in January 2018. Included in the income from equity accounted investment in joint venture in the quarter is net rental income of $74,156 and an amount of $70,772 which relates to a fair value adjustment to mark to market to a swap in place at the joint venture to swap floating rate bankers' acceptance rates to a fixed rate. Partially offsetting net rental income are general and administrative expense of $40,764 and interest expense of $39,362.

For the three months ended March 31, 2018, net interest expense of $2,161,600 was $1,364,313 higher than net interest expense of $797,287 during the three months ended March 31, 2017 primarily due to the impact of the Nobel Transaction and the Sandalwood Acquisition. Nobel mortgage debt accounted for interest expense of $548,100 in the quarter, while the Sandalwood mortgage debt accounted for interest expense of $721,663. The average balance drawn on the Credit Facility was higher for the three-month period ended March 31, 2018 as compared to the same period of the prior year.

For the three months ended March 31, 2018, distributions on Class B LP Units were $19,721 lower than the same period of 2017 primarily due to 565,790 Class B LP Units being exchanged for REIT units in the fourth quarter of 2017.

	As at March 31, 2018 $	As at December 31, 2017 $
Select balance sheet data		
Investment properties	432,431,176	431,807,144
Cash	3,056,626	4,253,771
Total Assets	451,074,138	449,431,572
Current Liabilities	26,356,004	27,342,632
Non-current portion of mortgages payable	161,937,981	163,420,261
Credit Facility	62,539,129	61,456,450
Class B LP units	10,938,843	11,048,232
Warrants	19,181	24,818
Unit options	305,000	259,000
Total Non-current Liabilities	235,740,134	236,208,761
Total Unitholders' Equity	188,978,000	185,880,179
Debt to total assets ratio	53.7%	54.0%

Debt to total assets

The REIT's debt to total assets as at March 31, 2018 was 53.7%, as compared to 54.0% as at December 31, 2017. Debt to total assets decreased primarily due to mortgage principal repayments and an increase in the carrying value of the REIT's investment properties and asset held for sale. The REIT's calculation of debt includes mortgages payable and Credit Facility balances at the amounts carried on the REIT's condensed consolidated interim statements of financial position.

SUMMARY OF QUARTERLY RESULTS (1)

	Q1 2018	Q4 2017	Q3 2017	Q2 2017
Property revenues	$ 13,303,561	$ 13,135,686	$ 12,966,361	$ 6,856,900
Property expenses	$ (5,373,634)	$ (4,974,420)	$ (4,570,287)	$ (1,623,658)
Net operating income (NOI)	$ 7,929,927	$ 8,161,266	$ 8,426,074	$ 5,233,242
Net income	$ 6,424,954	$ 12,302,915	$ 3,359,029	$ 13,559
Weighted average number of units, basic	94,331,914	94,213,235	94,049,376	59,670,062
Weighted average number of units, diluted	94,400,403	94,277,656	94,124,232	59,851,912

	Q1 2017	Q4 2016	Q3 2016	Q2 2016
Property income	$ 4,010,136	$ 3,989,359	$ 3,882,500	$ 3,810,928
Property expenses	$ (691,150)	$ (647,439)	$ (690,531)	$ (672,481)
Net operating income (NOI)	$ 3,318,986	$ 3,341,920	$ 3,191,969	$ 3,138,447
Net income	$ 13,289	$ 5,694,279	$ 1,864,454	$ 592,806
Weighted average number of units, basic	41,886,354	41,668,244	40,333,633	40,193,668
Weighted average number of units, diluted	41,901,070	41,668,244	40,333,633	40,193,668

(1) The quarterly results fluctuate based on timing related to pursuing and completing acquisitions and corporate activities, and fair value adjustments of investment properties, Class B LP Units, warrants and unit options.

FUNDS FROM OPERATIONS AND ADJUSTED FUNDS FROM OPERATIONS

	Three months ended	
	March 31, 2018 $	March 31, 2017 $
FFO [2]		
Net income	6,424,954	13,289
Adjustments:		
Transaction costs expensed for acquisitions accounted for as business combinations	-	778,155
Fair value adjustment of investment properties	(1,493,500)	-
Fair value adjustment of Class B LP Units	(109,389)	894,386
Fair value adjustment of warrants	(5,637)	-
Fair value adjustment of unit options [2]	875	54,193
Adjustments for equity accounted joint venture [1]	(70,772)	-
Distributions on Class B LP Units expensed	218,722	238,443
Deferred income taxes	-	3,500
Funds from operations (FFO)	4,965,253	1,981,966
AFFO [2]		
FFO	4,965,253	1,981,966
Adjustments:		
Straight-line adjustments ground lease and rent	(87,886)	(24,519)
Capital reserve [3]	(500,000)	(104,000)
Adjusted funds from operations (AFFO)	4,377,367	1,853,447

(1) Adjustment for equity accounted joint venture relates to a fair value adjustment of a swap in place at the joint venture to swap floating rate bankers' acceptance rates to a fixed rate, and fair value adjustment of the joint venture property under redevelopment.

(2) 2017 comparative period FFO has been restated to conform with the Realpac Whitepaper definition of FFO as amended in February 2018, impacting the amount of fair value adjustment of unit options included in arriving at FFO. 2017 comparative period AFFO has been restated to conform with the Realpac Whitepaper definition of AFFO as first issued in February 2017, and as first adopted by the REIT in the second quarter of 2017.

(3) Capital reserve includes maintenance capital expenditures, tenant incentives and leasing costs. Reserve amounts are established with reference to building condition reports, appraisals, and internal estimates of tenant renewal, tenant incentives and leasing costs. The REIT believes that a reserve is more appropriate given the fluctuating nature of these expenditures.

AFFO Capital Reserve

	Three months ended	
	March 31, 2018 $	March 31, 2017 $
Capital reserve [3]	500,000	104,000
Average square feet of GLA	3,494,537	1,179,817
Annualized capital reserve per square foot of GLA	$0.57	$0.35

	Three months ended	
	March 31, 2018 $	March 31, 2017 $
Actual tenant incentives and leasing costs	290,909	-
Actual maintenance capital expenditures	139,623	-
Total	430,532	-
Average square feet of GLA	3,494,537	1,179,817
Annualized capital spent per square foot of GLA	$0.49	$0.00

The following is a reconciliation of the REIT's AFFO to cash flows from operating activities:

	Three months ended	
	March 31, 2018 $	**March 31, 2017 $**
Cash flows generated by operating activities	2,936,174	2,156,365
Adjustments:		
Changes in non-cash working capital	1,681,785	(803,128)
Changes in other non-current assets	(17,924)	-
Changes in restricted cash	24,967	-
Distributions on Class B LP Units expensed	218,722	238,443
Transaction costs expensed for acquisitions accounted as business combinations	-	778,155
Adjustments for equity accounted joint venture	(70,772)	-
Share of net income from 50% investment in joint venture	64,802	-
Straight-line rent adjustments of equity accounted joint venture	(29,526)	-
Non-cash asset management fees settled in units	-	(307,521)
Non-cash trustee fees settled in units	(42,810)	(22,873)
Attribution of grant date fair value of unit options	(45,125)	(38,807)
Amortization of deferred financing fees	(127,378)	(43,187)
Amortization of mortgage fair value adjustments	288,334	-
Amortization of tenant incentives and leasing costs	(3,882)	-
Capital reserve	(500,000)	(104,000)
AFFO	4,377,367	1,853,447

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

The REIT's principal source of liquidity is cash on hand and the undrawn borrowing capacity on its Credit Facility. As at March 31, 2018, the REIT had cash of $3,056,626 (December 31, 2017 - $4,253,771) and working capital deficit of $16,762,435 (December 31, 2017 – $18,695,752). Included in current liabilities at March 31, 2018 is the current portion of mortgages payable totalling $17,828,522. The REIT anticipates that, if desired, it will be able to refinance the properties on which the mortgages are maturing. Management of the REIT believes that sufficient cash from operations will be generated to settle the REIT's liabilities as they come due, and the REIT has the ability to draw funds on the Credit Facility if required. The REIT has sufficient liquidity to maintain and expand its business. Changes in cash for the periods noted are detailed in the following table:

	Three months ended	
	March 31, 2018 $	**March 31, 2017 $**
Cash generated by (used in)		
Operating activities	2,936,174	2,156,365
Investing activities	(434,414)	-
Financing activities	(3,698,905)	(2,266,969)
Change in cash	(1,197,145)	(110,604)
Cash – beginning of period	4,253,771	904,023
Cash – end of period	3,056,626	793,419

Cash generated by operating activities for the three months ended March 31, 2018 of $2,936,174 is primarily comprised of changes in non-cash working capital of $1,681,785, non-cash items of $1,799,952 and net income of $6,424,954. Prepaid real estate taxes in the quarter represent a significant portion of changes in non-cash working capital. The first installment of real estate taxes for many of the REIT's Quebec properties was due and paid in March. The reduction in accounts payable and accrued liabilities was also a significant component of changes in non-cash working capital and is primarily attributable to the payment of 2017 bonuses which were accrued at December 31, 2017, and the payment in the first quarter of land transfer taxes with respect to certain of the Sandalwood Properties acquired in 2017.

Cash used in investing activities relates to capital expenditures, tenant incentives and leasing costs.

Cash used in financing activities for the three months ended March 31, 2018 of $3,698,905 is primarily related to cash distributions to unitholders of $3,354,759 and mortgage principal repayments of $1,380,077, partially offset by a net borrowing on the credit facility of $1,083,324.

The REIT believes that it has sufficient financial resources and generates sufficient cash from operations to operate its investment properties and to identify, investigate and complete potential acquisitions, and to fund further expenditures as required.

Mortgages Payable

As at March 31, 2018, the mortgages payable are secured by charges against 47 of the REIT's investment properties. The weighted average interest rate, including deferred financing costs, of the mortgages payable is 4.05% and the weighted average term to maturity is 3.03 years (2017 – 3.29 years). The breakdown of future principal repayments, including mortgage maturity, is presented in the following table:

	Scheduled Repayments $	Principal Maturities $	Total $
Remainder of 2018	3,833,374	13,330,831	17,164,205
2019	4,516,433	47,950,713	52,467,146
2020	3,488,310	38,177,152	41,665,462
2021	2,394,352	16,989,177	19,383,529
2022	1,830,732	15,972,007	17,802,739
Thereafter	2,626,936	27,053,787	29,680,723
Total	18,690,137	159,473,667	178,163,804

Credit Facility

The REIT has a revolving credit facility of $57,500,000, and a $7,500,000 term facility (together the Credit Facility). The Credit Facility matures on July 15, 2019, is secured against 14 of the REIT's investment properties, and allows the REIT to draw against the facility in the form of prime advances, bankers' acceptance advances, or fixed rate and term advances. Prime rate advances bear interest at 125 basis points per annum over the Canadian prime borrowing rate. Bankers' acceptance advances bear interest at 225 basis points per annum over the floating bankers' acceptance rate. Total financing costs in the amount of $497,666 were incurred in connection with the establishment of the Credit Facility, financing costs in the amount of $135,288 were incurred in connection with the addition of the $7,500,000 term facility to the Credit Facility and financing costs in the amount of $132,513 were incurred in connection with increasing the revolving credit facility by $5,000,000 on November 14, 2017.

As part of the Nobel Acquisition, the REIT assumed a $500,000 revolving line of credit bearing interest at 100 basis points per annum over the Canadian prime borrowing rate. The line of credit is secured against six of the REIT's investment properties and allows the REIT to draw down a yearly average maximum of 75% of the $500,000 credit limit. As at March 31, 2018, this line of credit was undrawn (December 31, 2017 – undrawn).

Funds drawn against the Credit Facility are as follows:

	March 31, 2018 $	December 31, 2017 $
Fixed rate and term borrowing	50,350,000	50,350,000
Bankers' acceptance borrowings	12,000,000	9,500,000
Prime rate borrowings	422,873	1,860,147
Total drawn against the Credit Facility	62,772,873	61,710,147
Less: deferred financing	(233,744)	(253,697)
	62,539,129	61,456,450

Amounts drawn on the Credit Facility at March 31, 2018 are as follows:

	Principal Amount $	Interest Rate	Repricing Date
Fixed rate and term borrowing	30,000,000	3.90%	January 10, 2019
Fixed rate and term borrowing	20,350,000	3.63%	July 15, 2019
Bankers' acceptance borrowings	9,500,000	3.85%	April 16, 2018
Bankers' acceptance borrowings	2,500,000	3.83%	April 4, 2018
Prime rate borrowings	422,873	4.70%	Variable
	62,772,873		

The Credit Facility includes, inter alia, covenants that RW LP, the subsidiary of the REIT which is party to the Credit Facility: (i) will not allow the Total Funded Debt to Real Property Ratio to exceed 60% at any time; and (ii) the Interest Coverage Ratio shall not be less than 2.25:1.00. As at March 31, 2018, RW LP was in compliance with both of these covenants. The Credit Facility also contains restrictions on, inter alia, change of business, sale of assets, and mergers and acquisitions without the consent of the lender and includes events of default such as failure to pay the principal loan, failure to observe covenants and involuntary insolvency.

Total Funded Debt to Real Property Ratio is a defined term contained in the Credit Facility. Total Funded Debt to Real Property Ratio is calculated as the total amount drawn against the Credit Facility divided by the fair market value of the investment properties of RW LP.

Interest Coverage Ratio is a defined term contained in the Credit Facility. Interest Coverage Ratio is calculated by the dividing the interest expense of RW LP by the result of the following as contained in the RW LP Statement of Income: net income plus interest expense, plus loss on fair value adjustment of investment properties, less gain on fair value adjustment of investment properties, plus depreciation and amortization.

Total Funded Debt to Real Property Ratio and Interest Coverage Ratio are not measures defined by IFRS, do not have standardized meanings prescribed by IFRS and should not be construed as alternatives to net income, financial position, cash flow from operating activities or other measures of financial performance calculated in accordance with IFRS. These covenant calculations are not used by the REIT as a measure of the REIT's future or historical financial performance, financial position or cash flow, but are used solely to determine RW Real Estate LP's compliance with its covenants set out in the Credit Facility Agreement.

SIGNIFICANT ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and the reported amount of expenses during the period. Actual results may differ materially from these estimates.

The estimates and judgments used in determining the recorded amount for asset, liabilities and equity in the financial statements include the following:

Investment Properties

The assumptions and estimates used when determining the fair value of investment properties are stabilized income and capitalization rates. Management determines fair value internally utilizing financial information, external market data and capitalization rates determined by reference to third party appraisals and reports published by industry experts including commercial real estate brokerages. The REIT also applies judgment in determining whether the properties it acquires are considered to be asset acquisitions or business combinations. As at March 31, 2018, a 0.25% increase in the weighted average capitalization rate would result in a decrease of approximately $15,033,000 in the determination of the fair value of the investment properties. A 0.25% decrease in the weighted average capitalization rate would result in an increase of approximately $16,150,000 in the determination of the fair value of the investment properties.

Unit options and warrants

The estimates used when determining the fair value of unit-based compensation and warrants are the average expected unit option or warrant holding period, the average expected volatility rate and the average risk-free interest rate. For vested options, the average expected unit option holding period used is estimated to be half of the life of the option. For unvested options, the average expected unit option holding period is estimated to be the period until the options vest plus half of the period from vesting to expiry. The average expected volatility rate is estimated based on the historical volatility of comparable companies over a period of time approximating the average expected unit option holding period. The average risk-free interest rate is based on Government of Canada bonds with terms consistent with the average expected unit option or warrant holding period.

Changes in accounting policies

The REIT's accounting policies are described in note 2 of the audited consolidated financial statements for the year ended December 31, 2017 and note 2 of the condensed consolidated interim financial statements for the three months ended March 31, 2018. The REIT implemented the following accounting policies in 2018:

The REIT adopted IFRS 9, "Financial Instruments" on January 1, 2018 retrospectively with no restatement of comparative periods. The adoption of the new standard by the REIT resulted in no change in measurement or the carrying amount of financial assets and liabilities however the classification of financial instruments and liabilities changed as follows:

Financial instrument	Classification under IAS 39	Classification under IFRS 9
Restricted cash	Loans and receivables	Amortized cost
Cash	Loans and receivables	Amortized cost
Tenant and other receivables	Loans and receivables	Amortized cost
Interest buy down escrow	Loans and receivables	Amortized cost
Reserves held by mortgage lenders	Loans and receivables	Amortized cost
Other assets	Loans and receivables	Amortized cost
Accounts payable and accrued liabilities	Other liabilities	Amortized cost
Class B LP Units	Fair value through profit or loss	Fair value through profit or loss
Warrants	Fair value through profit or loss	Fair value through profit or loss
Unit options	Other liabilities	Amortized cost
Credit Facility	Other liabilities	Amortized cost
Mortgages payable	Other liabilities	Amortized cost

The REIT adopted IFRS 15, "Revenue from Contracts with Customers" on January 1, 2018 and applied the requirements of the standard retrospectively. The adoption of the new standard by the REIT resulted in no change to the pattern of revenue recognition or the measurement of revenue, however additional note disclosure has been added to Note 16 on the disaggregation of the REIT's revenue streams.

The REIT adopted the amendments to IAS 40, "Investment Property" on January 1, 2018. The adoption of the amendments by the REIT resulted in no change to the presentation to the REIT's condensed consolidated interim financial statements.

In applying these policies, in certain cases it is necessary to use estimates, which management determines using information available to the REIT at the time. Management reviews key estimates on a quarterly basis to determine their appropriateness and any change to these estimates is applied prospectively in compliance with IFRS. Significant estimates are made with respect to the fair values of investment properties and the fair values of financial instruments.

Standards issued but not yet effective

There are pending changes to IFRS which are not yet effective for the current period and have not been applied in the preparation of the REIT's consolidated financial statements:

IFRS 16, "Leases", was published on January 13, 2016 and replaces IAS 17, "Leases", IFRIC 4, "Determining Whether an Arrangement Contains a Lease", SIC 15, "Operating Leases – Incentives", and SIC 27, "Evaluating the Substance of Transactions Involving the Legal Form of a Lease". IFRS 16 applies to all leases, except those specifically exempted in the standard and specifies how leases will be recognized, measured and disclosed. IFRS 16 requires lessees to recognize right of use assets and lease liabilities for all leases, with the exception of leases with a term of less than 12 months where no purchase option exists and leases where the leased asset, when new, has a low value. Lessors are required to classify leases as operating or finance. A lease that transfers substantially all the risks and rewards incidental to ownership of an underlying asset is classified as a finance lease. Other leases are classified as operating leases. Lessor accounting for operating and finance leases will remain substantially unchanged under IFRS 16. IFRS 16 is effective for annual periods beginning on or after January 1, 2019 and must be applied retrospectively. The REIT is currently assessing the impact of IFRS 16, and to date has identified that it is a lessee with respect to two ground leases, which will require recognition as right of use assets and lease liabilities under IFRS 16.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the REIT.

FINANCIAL INSTRUMENTS AND RISKS AND UNCERTAINTIES

Real property ownership and tenant risk
All real property investments are subject to elements of risk. The value of real property and any improvements thereto depends on the credit and financial stability of tenants and upon the vacancy rates of the property. The properties generate revenue through rental payments made by the tenants thereof. The ability to rent vacant property will be affected by many factors, including changes in general economic conditions (such as the availability and cost of mortgage funds), local conditions (such as an oversupply of space or a reduction in demand for real estate in the area), government regulations, changing demographics, competition from other available properties, and various other factors.

Upon the expiry of any lease, there can be no assurance that the lease will be renewed or the tenant will be replaced. The terms of any subsequent lease may be less favourable to the REIT than those of an existing lease. In the event of default by a tenant, the REIT may experience delays or limitations in enforcing its rights as landlord and incur substantial costs in protecting its investment. Furthermore, at any time, a tenant may seek the protection of bankruptcy, insolvency or similar laws which could result in the rejection and termination of the lease of the tenant and, thereby, cause a reduction in the cash flows available to the REIT.

Outlook
The REIT has increased the geographic and asset diversification of its portfolio through the acquisition of the 16 Nobel properties located in Quebec, and an additional 26 properties in Quebec through the Sandalwood Acquisition. The REIT continues to have access to a robust pipeline of potential off-market deals across Canada, and will continue to evaluate and execute on opportunities which provide attractive metrics. Unit deals may be a source of growth for the REIT in the near term.

Competition
The real estate business is competitive. Numerous developers, managers and owners of properties compete with the REIT when seeking tenants. Some of the competing properties may be better located than the REIT's properties. The existence of competition could have an impact on the REIT's ability to lease its properties and could have an impact on the rents that can be charged. The REIT is subject to competition for suitable real property investments and a number of these competitors have greater financial resources than those of the REIT. There is a risk that continuing increased competition for real property acquisitions may increase purchase prices to levels that are not accretive.

Fixed costs and increased expenses
The REIT incurs a number of fixed costs which must be paid throughout its ownership of real property, regardless of whether its properties are producing income. Fixed costs include utilities, property taxes, maintenance costs, mortgage payments, insurance costs, and related costs.

General uninsured risks
The REIT carries comprehensive general liability, fire, flood, extended coverage and rental loss insurance with customary policy specifications, limits and deductibles. There can be no assurance, however, that claims in excess of the insurance coverage or claims not covered by the insurance coverage will not arise or that the liability coverage will continue to be available on acceptable terms.

Environmental and litigation risk
The REIT is subject to federal, provincial and local environmental regulations that apply generally to the ownership of real property and the operation of commercial properties. If it fails to comply with those laws, the REIT could be subject to significant fines or other governmental sanctions. Under various federal, provincial and local laws, ordinances and regulations, an owner or operator of real estate may be required to investigate and clean up hazardous or toxic substances or petroleum product releases at a facility and may be held liable to a governmental entity or to third parties for property damage and for investigation and clean-up costs incurred by such parties in connection with contamination. Such liability may be imposed whether or not the owner or operator knew of, or was responsible for, the presence of these hazardous or toxic substances. The cost of investigation, remediation or removal of such substances may be substantial, and the presence of such substances, or the failure to properly remediate such substances, may adversely affect the REIT's ability to sell or rent such facility or to borrow using such facility as collateral. In order to assess the potential for liabilities arising from the environmental condition at the REIT's properties, the REIT may obtain or examine environmental assessments prepared by environmental consulting firms. The environmental assessments received in respect of the investment properties have not revealed, nor is the REIT aware of, any environmental liability that the company believes will have a material adverse effect on it.

In addition, in connection with the ownership, operation and management of real properties, the REIT could potentially be liable for property damage or injuries to persons and property. In the normal course of the REIT's operations, it may become involved in, named as a party to or the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions relating to personal injuries, property damage, property taxes, land rights, the environment and contract disputes.

Liquidity risk
Liquidity risk is the risk that the REIT will not have the financial resources required to meet its financial obligations as they come due. The REIT manages this risk by ensuring it has sufficient cash on hand or borrowing capacity to meet obligations as they come due by forecasting cash flows from operations, cash required for investing activities and cash from financing activities. As at March 31, 2018, the REIT had cash of $3,056,626 (December 31, 2017 - $4,253,771), mortgages payable of $178,163,804 (December 31, 2017 - $179,543,881), a Credit Facility balance of $62,772,873 (December 31, 2017 - $61,710,147) and accounts payable and accrued liabilities of $7,342,222 (December 31, 2017 - $8,224,907). The REIT had a working capital deficit of $16,762,435 as at March 31, 2018 (December 31, 2017 - $18,695,752). The current portion of mortgages payable accounts for $17,828,522 of the working capital deficit, and the REIT expects that it will be able to refinance these mortgages on their maturity. The REIT has access to undrawn funds under the Credit Facility and expects to generate sufficient cash from operations to satisfy its financial liabilities as they come due.

The contractual maturities and repayment obligations of the REIT's financial liabilities are as follows:

	Accounts payable and accrued liabilities $	Credit facility principal repayment $	Interest on fixed portion of credit facility $	Mortgage payable $	Mortgage interest $	Total $
Remainder of 2018	7,342,222	-	1,438,065	17,164,205	4,822,105	30,766,597
2019	-	62,772,873	423,500	52,467,146	4,620,323	120,283,842
2020	-	-	-	41,665,462	3,158,281	44,823,743
2021	-	-	-	19,383,529	2,320,982	21,704,511
2022	-	-	-	17,802,739	1,544,811	19,347,550
Thereafter	-	-	-	29,680,723	2,347,129	32,027,852
Total	7,342,222	62,772,873	1,861,565	178,163,804	18,813,631	268,954,095

Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. There is a risk that the REIT may not be able to renegotiate its mortgages and Credit Facility at maturity on terms as favourable as the existing mortgages payable and Credit Facility. As at March 31, 2018, there was a total of $12,422,873 (December 31, 2017 - $11,360,147) drawn against the Credit Facility, which bears interest at floating bankers' acceptance or Canadian prime rates plus a fixed spread. There is a risk that prevailing interest rates could increase, and those increases could be significant. The REIT mitigates interest rate risk by maintaining reasonable levels of debt to investment property value and aims to structure new debt to stagger the maturities to ensure that the majority of debt does not come due for repayment in any one particular year. The REIT may also convert borrowings under the Credit Facility from floating rate to fixed rate borrowings as part of its interest rate risk management strategy.

Credit risk
Credit risk is the risk that one party to a financial instrument will cause a loss to another party by failing to pay for its obligations. The REIT is subject to credit risk with respect to its cash and tenant and other receivables. The REIT mitigates credit risk by monitoring the credit ratings of the institutions holding the REIT's deposits.

As at March 31, 2018, one tenant accounted for approximately 16% of the REIT's base rental income, resulting in concentration of credit risk. The REIT monitors the creditworthiness of its tenants on an ongoing basis.

COMMITMENTS

The REIT has a leasehold interest in a property subject to a 66-year land lease, which commenced on May 1, 2006, and has two ten-year options to renew. The land lease provides for annual base rent and additional rent comprised of the property's proportionate share of common area maintenance and property tax expense. The full annual ground lease payment is due in advance in May of each year.

Following the Nobel Acquisition, the REIT indirectly acquired a leasehold interest in a property subject to a 25-year land lease, which commenced on May 25, 2012, and has two five-year options to renew. The land lease provides for annual base rent. The REIT has the option to purchase the land subject to the land lease, and such option may first exercised May 25, 2022.

Following the Nobel Acquisition, the REIT indirectly acquired the rights and obligations of a 20-year term offer to lease 7,170 square feet of office space in a property owned at 50% by the REIT through investments in a joint venture. The lease commenced on January 1, 2018.

As at March 31, 2018, annual future minimum lease payments on account of base rent are as follows:

	2018 $	2019 $	2020 $	2021 $	2022 $	Thereafter $
Minimum annual rent	199,210	248,013	248,013	248,013	248,013	6,516,750

OUTSTANDING UNIT DATA

	Units	Amount $
Unitholders' equity as at December 31, 2017	88,799,851	170,527,290
Units issued under distribution reinvestment plan	102,440	198,076
Units issued as consideration for trustee services	14,439	29,182
Unitholders' equity as at March 31, 2018	88,916,730	170,754,548

As at May 30, 2018, a total of 89,021,840 REIT units and 15,100,942 Class B LP Units were issued and outstanding.

DISTRIBUTIONS

The REIT currently pays a monthly distribution of $0.01333 per unit, representing $0.16 per unit on an annualized basis. Total distributions declared with respect to REIT units in the three months ended March 31, 2018 amounted to $3,554,391 (2017 - $1,439,202).

In accordance with National Policy 41-201, "Income Trusts and Other Offerings", the REIT is required to provide the following information:

	Three months ended March 31, 2018 $	Year ended December 31, 2017 $	Year ended December 31, 2016 $
Cash generated from operating activities	2,936,174	11,619,908	9,164,081
Net income	6,424,954	15,688,792	10,478,291
Actual cash distributions paid or payable during the period	3,554,383	11,087,432	5,631,762
Excess (shortfall) of cash flows from operating activities over cash distributions paid	(618,209)	532,476	3,532,319
Excess of net income over cash distributions paid	2,870,571	4,601,360	4,846,529

Actual cash distributions paid or payable includes all distributions declared payable to holders of REIT units and excludes distributions declared payable to holders of Class B LP Units during the period. Actual cash distributions paid or payable is unadjusted for distributions settled through the issuance of REIT units under the distribution reinvestment program. Of distributions declared in the three months ended March 31, 2018, $203,208 was settled through the issuance of REIT units under the distribution reinvestment program.

Actual cash distributions paid or payable for the three months ended March 31, 2018 of $3,554,383 was $2,870,571 lower than net income of $6,424,954. Net income excluding non-cash fair value adjustments of investment properties, Class B LP units, unit options and warrants totaling $1,562,526 was $4,862,428 for the three months ended March 31, 2018, which exceeded actual cash distributions paid or payable by $1,308,045. The income from equity accounted investment in joint venture of $64,802 for the three months ended March 31, 2018 includes a fair value adjustment on an interest rate swap of $70,772. Net income further adjusted for this amount exceeded cash distributions paid or payable by $1,237,273.

For the three months ended March 31, 2018, cash generated from operating activities of $2,936,174 included $654,123 of changes in non-cash working capital associated with an increase in prepaid expenses. Payments were made in March 2018 representing one half of the annual property taxes due for certain properties. The increase in prepaid expenses represents a timing difference which will reverse in future quarters. Cash from operating activities net of cash used to prepay expenses was $3,590,297, which exceeded actual cash distributions paid or payable of $3,554,383. The timing difference was funded by borrowings on the REIT's credit facility and the shortfall of cash flows from operating activities in the quarter over cash distributions paid resulting from this timing difference is not considered a return of capital.

DISTRIBUTION REINVESTMENT PLAN

The REIT adopted a distribution reinvestment plan (DRIP) on February 20, 2014, pursuant to which resident Canadian holders of not less than 1,000 units are entitled to elect to have all or some of the cash distributions of the REIT automatically reinvested in additional units at a price per unit calculated by reference to the weighted average of the trading price for the units for the five trading days immediately preceding the relevant distribution date. Eligible unitholders who so elect will receive a bonus distribution of units equal to 4% of each distribution that was reinvested by them under the DRIP. During the three-month period ended March 31, 2018, 102,440 units (2017 - 45,704 units) were issued under the DRIP for a stated value of $198,076 (2017 - $83,318).

RELATED PARTY TRANSACTIONS

Pursuant to an asset management agreement (the “Management Agreement”) dated January 14, 2014 entered into between the REIT and Edgefront Realty Advisors (the “Manager”), the REIT engaged the Manager to provide management services to the REIT, including providing the services of a chief executive officer and a chief financial officer to the REIT. The Manager is owned by a group including the chief executive officer and chief financial officer of the REIT, who collectively own 50% of the Manager, as well as a group including TriWest Capital Partners (“TriWest”), which owns 50% of the manager. TriWest controls RTL-Westcan LP, which holds an approximately 12% economic and voting interest in the REIT as at December 31, 2017. A member of TriWest is a trustee of the REIT. On April 3, 2017, the Management Agreement was terminated and the Manager received a termination fee of $1,500,000 plus applicable sales taxes. Other than the termination fee, no fees were paid to the Manager in connection with the Nobel Acquisition.

During the period ended March 31, 2018, asset management fees in the amount of $nil were expensed (2017 - $330,800) and no units were issued to the Manager in respect of asset management fees (2017 - 168,664 units at an average price per unit of $1.79).

During the period ended March 31, 2018, property management fees in the amount of $nil (2017 - $15,644) were recovered from tenants and expensed as property management fees to the Manager.

During the period ended March 31, 2018, trustee retainer fees in the amount of $53,125 were expensed (2017 - $26,875), and 14,439 units (2017 - 12,839 units) at an average price per unit of $2.02 (2017 - $1.78) were issued to trustees as payment of retainer fees, net of associated withholding taxes. Trustee retainer fees in the amount of $53,125 were accrued as at March 31, 2018 (December 31, 2017 - $34,375).

Trustee meeting fees in the amount of $19,000 were expensed for the period ended March 31, 2018 (2017 - $8,700). Trustee meeting fees in the amount of $19,000 were accrued as at March 31, 2018 (December 31, 2017 - $11,000).

During the period ended March 31, 2018, salaries and other short-term employee benefits of key management in the amount of $224,750 were expensed (2017 - $nil).

Included in the net assets acquired in the Nobel Acquisition is an amount of $1,485,874, plus applicable taxes, paid to Nobel’s former external manager (the Nobel Manager). The amount was payable in respect of a fee for termination, effective April 3, 2017, of the management contract between Nobel and the Nobel Manager. The beneficiaries of this termination fee were two entities, one of which a trustee of the REIT has an ownership in, and another of which two other trustees have ownership interests in, control over, or are senior officers of.

The REIT received lease payments from companies controlled by funds associated with TriWest Capital Partners totalling $886,683 during the period ended March 31, 2018 (2017 - $870,150).

SUBSEQUENT EVENTS

On April 6, 2018, the REIT sold a property located in Yellowknife, Northwest Territories for a selling price of $1,300,000.

On April 30, 2018, the REIT acquired a property located in Richmond, British Columbia, (the "Richmond Property") for a contractual purchase price of $57,380,000. On the same date, the REIT sold a property located in Kelowna, British Columbia (the "Kelowna Property") to the vendor of the Richmond Property for a selling price of $10,000,000. Approximately $20,300,000 of the purchase price for the Richmond Property was satisfied through the issuance of 9,666,667 Class B LP Units of a subsidiary limited partnership of the REIT at a deemed value of $2.10 per unit and convertible to REIT units on a 1 to 1 basis. The purchase price was also partially satisfied with the net proceeds from the sale of the Kelowna Property, with the balance, net of closing adjustments, satisfied in cash.

On May 18, 2018 the REIT waived conditions with respect to an agreement to purchase two industrial properties located in Nisku, Alberta for a contractual purchase price of $12,345,000. Approximately $5,377,000 of the purchase price is expected to be satisfied through the issuance of 1,533,219 Class B LP Units of a subsidiary limited partnership of the REIT at deemed value of $2.10 per unit and convertible to REIT Units on a 1.67 to 1 basis, with the balance, net of closing adjustments, to be satisfied in cash. The purchase is scheduled to close on June 7, 2018.

On May 25, 2018, the REIT waived conditions with respect to an agreement to purchase and industrial property located in Regina, Saskatchewan for a contractual purchase price of $6,300,000. Approximately $2,200,000 of the purchase price is expected to be satisfied through the issuance of 1,047,619 REIT Units at a deemed value of $2.10 per unit, with the balance, net of closing adjustments, to be satisfied in cash. The purchase is scheduled to close on June 22, 2018.