

MORGUARD REAL ESTATE INVESTMENT TRUST

JUNE 30, 2023

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

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BALANCE SHEETS

In thousands of Canadian dollars

		June 30,	December 31,
As at	Note	2023	2022
ASSETS			
Non-current assets			
Real estate properties	3	\$2,323,689	\$2,337,805
Right-of-use asset	4	35	76
Equity-accounted investment	5	10,631	11,658
		2,334,355	2,349,539
Current assets			
Amounts receivable	6	12,706	15,736
Prepaid expenses and other		15,208	1,200
Cash		11,351	9,712
		39,265	26,648
Total assets		\$2,373,620	\$2,376,187
LIABILITIES AND UNITHOLDERS' EQUITY			
Non-current liabilities			
Mortgages payable	8	\$630,480	\$739,503
Convertible debentures	9	150,884	149,835
Lease liabilities	10	16,340	16,384
Accounts payable and accrued liabilities		5,440	5,392
· •		803,144	911,114
Current liabilities			
Mortgages payable	8	409,478	311,999
Lease liabilities	10	122	167
Accounts payable and accrued liabilities		52,630	46,457
Bank indebtedness	11	71,974	55,622
		534,204	414,245
Total liabilities		1,337,348	1,325,359
Unitholders' equity		1,036,272	1,050,828
· ·		\$2,373,620	\$2,376,187
Commitments and contingencies	18		

Commitments and contingencies

18

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)/INCOME AND COMPREHENSIVE (LOSS)/INCOME

In thousands of Canadian dollars, except per unit amounts

		Three months ended		Six m	nonths ended
		June 30,	June 30,	June 30,	June 30,
	Note	2023	2022	2023	2022
Revenue from real estate properties	12	\$61,891	\$60,512	\$126,707	\$121,838
Property operating costs					
Property operating expenses	13(a)	(17,449)	(17,102)	(36,060)	(35,198)
Property taxes		(11,858)	(11,669)	(24,278)	(24,283)
Property management fees		(2,117)	(2,058)	(4,356)	(4,130)
Net operating income		30,467	29,683	62,013	58,227
Interest expense	14	(14,891)	(13,092)	(29,600)	(26,083)
General and administrative	13(b)	(1,003)	(894)	(2,059)	(1,988)
Amortization expense		(20)	(21)	(41)	(42)
Fair value (losses)/gains on real estate properties	3	(15,297)	12,325	(36,838)	37,290
Net (loss)/income from equity-accounted investment	5	(1,084)	(352)	(460)	154
Net (loss)/income and comprehensive (los income	s)/	(\$1,828)	\$27,649	(\$6,985)	\$67,558
NET /I OSSVINCOME DED LINIT	16(4)				
NET (LOSS)/INCOME PER UNIT	16(d)	(¢0,02\	CO 40	(¢0.44)	64.0 5
Basic		(\$0.03)	\$0.43	(\$0.11)	\$1.05
Diluted		(\$0.03)	\$0.31	(\$0.11)	\$0.75

See accompanying notes to the condensed consolidated financial statements.

STATEMENTS OF UNITHOLDERS' EQUITY

In thousands of Canadian dollars, except number of units

					Equity Component of		Total
	Note	Number of Units	Issue of Units	Retained Earnings	Convertible Debentures	Contributed Surplus	Unitholders' Equity
Unitholders' equity, January 1, 20	22	64,161,097	\$635,531	\$503,120	\$6,879	\$6,458	\$1,151,988
Net income		_	_	67,558	_	_	67,558
Distributions to unitholders	16(a)	_	_	(7,569)	_	_	(7,569)
Issue of units – DRIP 1	16(c)	23,721	128	(128)	_	_	_
Unitholders' equity, June 30, 2022	2	64,184,818	635,659	562,981	6,879	6,458	1,211,977
Net loss			_	(153,655)	_	_	(153,655)
Distributions to unitholders	16(a)	_	_	(7,494)	_	_	(7,494)
Issue of units – DRIP ¹	16(c)	42,036	215	(215)	_	_	
Unitholders' equity, December 31	, 2022	64,226,854	635,874	401,617	6,879	6,458	1,050,828
Net loss		_	_	(6,985)	_	_	(6,985)
Distributions to unitholders	16(a)	_	_	(7,571)	_	_	(7,571)
Issue of units – DRIP ¹	16(c)	24,537	133	(133)	_	_	<u> </u>
Unitholders' equity, June 30, 2023	3	64,251,391	\$636,007	\$386,928	\$6,879	\$6,458	\$1,036,272

^{1.} Distribution Reinvestment Plan ("DRIP").

See accompanying notes to the condensed consolidated financial statements.

STATEMENTS OF CASH FLOWS

In thousands of Canadian dollars

		Three m	onths ended	Six m	onths ended
		June 30,	June 30,	June 30,	June 30,
	Note	2023	2022	2023	2022
OPERATING ACTIVITIES					
Net (loss)/income		(\$1,828)	\$27,649	(\$6,985)	\$67,558
Add/(deduct) items not affecting cash	17(a)	17,732	(10,599)	39,910	(34,894)
Distributions from equity-accounted investment, net	5	274	1,817	567	2,277
Additions to tenant incentives and leasing commissions		(2,623)	(1,410)	(3,294)	(2,182)
Net change in non-cash operating assets and liabilities	17(b)	(5,964)	(179)	(6,037)	(1,174)
Cash provided by operating activities		7,591	17,278	24,161	31,585
FINANCING ACTIVITIES					
Proceeds from new mortgages		15,500	_	57,186	_
Financing costs on new mortgages		(65)	10	(264)	10
Repayment of mortgages					
Repayments on maturity		(12,398)	_	(51,584)	_
Principal instalment repayments		(8,670)	(9,026)	(17,354)	(17,976)
Payment of lease liabilities, net		(45)	(42)	(89)	(82)
Proceeds from/(repayment of) bank indebtedness, net	11	14,543	(2,823)	16,352	(693)
Morguard loan payable, net	15(b)	_	5,000	_	5,000
Distributions to unitholders		(3,782)	(3,756)	(6,291)	(7,251)
Cash provided by/(used in) financing activitie	s	5,083	(10,637)	(2,044)	(20,992)
INVESTING ACTIVITIES					
Capital expenditures on real estate properties		(7,985)	(2,800)	(11,023)	(4,581)
Expenditures on properties under development		(2,810)	(3,457)	(9,455)	(5,448)
Cash used in investing activities		(10,795)	(6,257)	(20,478)	(10,029)
Net change in cash		1,879	384	1,639	564
Cash, beginning of period		9,472	11,450	9,712	11,270
Cash, end of period		\$11,351	\$11,834	\$11,351	\$11,834

See accompanying notes to the condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months and six months ended June 30, 2023, and 2022

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

NOTF 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 64.9% of the outstanding units as at June 30, 2023. 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 SIGNIFICANT 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 July 26, 2023.

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.

REAL ESTATE PROPERTIES

Real estate properties consist of the following:

	June 30,	December 31,
As at	2023	2022
Income producing properties	\$2,227,298	\$2,260,657
Properties under development	32,320	25,948
Held for development	64,071	51,200
	\$2,323,689	\$2,337,805

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

Balance as at June 30, 2023	\$2,227,298	\$32,320	\$64,071	\$2,323,689
Other changes	(1,050)			(1,050)
Fair value (losses)/gains	(49,709)	_	12,871	(36,838)
Transfers	3,083	(3,083)		_
Tenant improvements, tenant incentives and commissions	7,623	_		7,623
Capital expenditures/capitalized costs	6,694	9,455	_	16,149
Additions:				
Balance as at December 31, 2022	2,260,657	25,948	51,200	2,337,805
Other changes	(1,292)	_	_	(1,292)
Fair value (losses)/gains	(160,027)	_	11,050	(148,977)
Transfers	4,018	(4,018)	_	_
Tenant improvements, tenant incentives and commissions	8,132	_	_	8,132
Capital expenditures/capitalized costs	14,076	14,565	_	28,641
Additions:				
Balance as at December 31, 2021	\$2,395,750	\$15,401	\$40,150	\$2,451,301
	Income Producing Properties	Properties Under Development	Held for Development	Total Real Estate Properties

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 that 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.

Using the direct capitalization income approach to corroborate the discounted cash flow method, the properties were valued using capitalization rates in the range of 4.3% to 8.5% applied to a stabilized net operating income (December 31, 2022 – 4.3% to 8.3%), resulting in an overall weighted average capitalization rate of 6.90% (December 31, 2022 – 7.10%).

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

	June 30, 2023					Dec	ember 31, 2	2022		
	Stabilized Occupancy		Capitalization Rates			Stabi Occup		Сар	italization F	Rates
	Max.	Min.	Max.	Min.	Weighted Average	Max.	Min.	Max.	Min.	Weighted Average
Retail	97.0%	90.0%	7.8%	5.0%	7.3%	97.0%	90.0%	7.8%	5.0%	7.4%
Office	100.0%	85.0%	8.5%	4.3%	6.9%	100.0%	90.0%	8.3%	4.3%	6.9%
Industrial	100.0%	95.0%	5.5%	5.3%	5.7%	100.0%	95.0%	5.5%	5.3%	5.6%

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

	June 30, 2023			Dece	ember 31, 2022	
	Maximum	Minimum	Weighted Average	Maximum	Minimum	Weighted Average
RETAIL						
Discount rate	8.8 %	5.8 %	7.5 %	8.8 %	5.8 %	7.5 %
Terminal cap rate	7.8 %	5.0 %	6.7 %	7.8 %	5.0 %	6.7 %
OFFICE						
Discount rate	9.0 %	5.3 %	6.5 %	9.0 %	5.3 %	6.5 %
Terminal cap rate	8.0 %	4.3 %	5.7 %	8.0 %	4.3 %	5.7 %
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 %

Excluded from the above analysis is a retail property located in British Columbia where the highest and best use is a redevelopment to mixed residential and commercial use. As at June 30, 2023, the value of the property is in the underlying land value with minimal holding income, and it has been valued using recent land sales with comparable redevelopment potential.

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 June 30, 2023, would decrease by \$73,514 or increase by \$79,095, respectively.

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

For the six months ended June 30, 2023

Change in capitalization rate	0.25%	(0.25%)
Retail	(\$36,307)	\$38,868
Office	(34,496)	37,265
Industrial	(2,711)	2,962
	(\$73,514)	\$79,095

NOTE 4

RIGHT-OF-USE ASSET

The following table presents the change in the balance of the Trust's right-of-use (head office lease) asset:

	June 30,	December 31,
As at	2023	2022
Balance, beginning of period	\$76	\$159
Amortization expense	(41)	(83)
Balance, end of period	\$35	\$76

NOTE 5

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.

	June 30,	December 31,
As at	2023	2022
Balance, beginning of period	\$11,658	\$18,578
Equity loss	(460)	(3,022)
Distributions to partners, net	(567)	(3,898)
Balance, end of period	\$10,631	\$11,658

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:

	June 30,	December 31,
As at	2023	2022
Real estate property	\$35,000	\$36,500
Current assets	991	998
Total assets	35,991	37,498
Non-current liabilities	(4)	(4)
Current liabilities	(25,356)	(25,836)
Net equity	\$10,631	\$11,658

	Three months ended		Six m	onths ended
	June 30,	June 30,	June 30,	June 30,
	2023	2022	2023	2022
Revenue from real estate property	\$1,353	\$1,292	\$2,736	\$2,638
Property operating expenses	(538)	(502)	(1,171)	(1,085)
Net operating income	815	790	1,565	1,553
Interest and other	(367)	(218)	(576)	(439)
Fair value losses on real estate property	(1,532)	(924)	(1,449)	(960)
Net (loss)/income	(\$1,084)	(\$352)	(\$460)	\$154

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 June 30, 2023, the property was valued using a discount rate of 8.5% (December 31, 2022 - 8.3%), a terminal cap rate of 7.5% (December 31, 2022 - 7.5%) and a stabilized cap rate of 7.3% (December 31, 2022 - 7.3%). The stabilized annual net operating income as at June 30, 2023, was \$3,095 (December 31, 2022 - \$2,954).

NOTE 6 AMOUNTS RECEIVABLE

Amounts receivable consist of the following:

	June 30,	December 31,
As at	2023	2022
Tenant receivables	\$6,018	\$5,428
Unbilled other tenant receivables	2,596	3,445
Receivables from related parties	483	495
Other	5,588	8,975
Allowance for expected credit loss	(1,979)	(2,607)
	\$12,706	\$15,736

June 30,

December 31,

NOTE 7

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.

			Trust's Owner	ship Share
Jointly Controlled Operations	Location	Property Type	2023	2022
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 June 30, 2023, and December 31, 2022, and the results of operations for the three and six months ended June 30, 2023, and 2022:

As at			2023	2022
Assets			\$408,710	\$422,749
Liabilities			\$224,355	\$211,805
	Three n	nonths ended	Six	months ended
	June 30,	June 30,	June 30,	June 30,
	2023	2022	2023	2022
Revenue	\$11,595	\$11,703	\$23,334	\$24,054
Expenses	(8,022)	(7,879)	(16,272)	(16,068)
Income before fair value adjustments	3,573	3,824	7,062	7,986
Fair value losses on real estate properties	(9,675)	(5,518)	(18,850)	(3,265)
Net (loss)/income	(\$6,102)	(\$1,694)	(\$11,788)	\$4,721

MORTGAGES PAYABLE

Mortgages payable consist of the following:

	June 30,	December 31,
As at	2023	2022
Mortgages payable before deferred financing costs	\$1,041,949	\$1,053,701
Deferred financing costs	(1,991)	(2,199)
Mortgages payable	\$1,039,958	\$1,051,502
Mortgages payable – non-current	\$630,480	\$739,503
Mortgages payable – current	409,478	311,999
Mortgages payable	\$1,039,958	\$1,051,502
Range of interest rates	2.7% to 7.2%	2.7% to 6.9%
Weighted average fixed interest rate	3.7%	3.6%
Weighted average interest rate on all mortgages	4.3%	4.2%
Weighted average term to maturity (years)	2.8	3.2

The mortgages payable above include floating-rate mortgages. As at June 30, 2023, these mortgages totalled \$176,161 (December 31, 2022 – \$179,161).

The aggregate principal repayments and balances maturing on the mortgages payable as at June 30, 2023, 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
2023 (remainder of year)	\$23,790	\$221,709	\$245,499	4.7 %
2024	24,131	281,502	305,633	5.2 %
2025	17,448	115,653	133,101	3.2 %
2026	10,906	103,613	114,519	4.0 %
2027	8,849	42,485	51,334	4.1 %
Thereafter	33,733	158,130	191,863	3.5 %
	\$118,857	\$923,092	\$1,041,949	4.3 %

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 June 30, 2023, and December 31, 2022, the Trust was in compliance with those covenants.

NOTE 9

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 June 30, 2023, Morguard held a total of \$60,000 principal amount of the Convertible Debentures (December 31, 2022 – \$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.

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

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:

	June 30,	December 31,
As at	2023	2022
Convertible debentures – liability	\$151,934	\$151,934
Convertible debentures – accretion	1,896	1,228
Convertible debentures before issue costs	153,830	153,162
Issue costs	(2,946)	(3,327)
Convertible debentures	\$150,884	\$149,835

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

	Interest	Principal	Total
2023	\$4,174	\$—	\$4,174
2024	8,348	_	8,348
2025	8,348	_	8,348
2026	8,348	159,000	167,348
	\$29,218	\$159,000	\$188,218

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 10

LEASE LIABILITIES

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

	June 30,	December 31,
As at	2023	2022
Balance, beginning of period	\$16,551	\$16,718
Lease payments	(603)	(1,203)
Interest	514	1,036
Balance, end of period	\$16,462	\$16,551
Current	\$122	\$167
Non-current	16,340	16,384
	\$16,462	\$16,551
Weighted average borrowing rate	6.2 %	6.2 %

NOTE 11

BANK INDEBTEDNESS

The Trust has operating lines of credit totalling \$102,500 (December 31, 2022 – \$108,000), 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 June 30, 2023, there is a maximum of \$88,300 available (December 31, 2022 – \$93,700).

As at June 30, 2023, the Trust had borrowed \$71,974 (December 31, 2022 – \$55,622) on its credit facilities and issued letters of credit in the amount of \$1,090 (December 31, 2022 – \$1,090) related to these facilities. The net availability remaining on the Trust's credit facilities is \$15,236 (December 31, 2022 – \$36,988).

The bank credit agreements include certain restrictive covenants and undertakings by the Trust. As at June 30, 2023, and December 31, 2022, 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 June 30, 2023, approximates fair value.

Rental revenue

CAM recoveries

Parking revenue

Property tax and insurance recoveries

Other revenue and lease cancellation fees

REVENUE FROM REAL ESTATE PROPERTIES

Revenue from real estate properties consists of the following:

For the three months ended June 30, 2023	Retail	Office	Industrial	Total
Rental revenue	\$22,302	\$15,505	\$495	\$38,302
CAM recoveries	5,353	6,705	219	12,277
Property tax and insurance recoveries	5,129	3,921	139	9,189
Other revenue and lease cancellation fees	663	680	_	1,343
Parking revenue	(3)	1,358	_	1,355
Amortized rents	16	(630)	39	(575)
	\$33,460	\$27,539	\$892	\$61,891
For the three months ended June 30, 2022	Retail	Office	Industrial	Total
Rental revenue	\$22,151	\$15,321	\$573	\$38,045
CAM recoveries	4,858	6,554	318	11,730
Property tax and insurance recoveries	4,720	3,842	152	8,714
Other revenue and lease cancellation fees	1,028	463	58	1,549
Parking revenue	_	1,124	_	1,124
Amortized rents	(136)	(500)	(14)	(650)
	\$32,621	\$26,804	\$1,087	\$60,512
For the six months ended June 30, 2023	Retail	Office	Industrial	Total
Rental revenue	\$44,283	\$31,141	\$987	\$76,411
CAM recoveries	10,732	13,951	434	25,117
Property tax and insurance recoveries	13,437	7,604	278	21,319
Other revenue and lease cancellation fees	1,211	1,046	_	2,257
Parking revenue	(3)	2,656	_	2,653
Amortized rents	(140)	(976)	66	(1,050)
	\$69,520	\$55,422	\$1,765	\$126,707
For the six months ended June 30, 2022	Retail	Office	Industrial	Total

Amortized rents (122) (963) (12) (1,097)
\$65,337 \$54,378 \$2,123 \$121,838

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.

\$43,625

9,839

10,324

1,670

1

\$30,876

13,411

7,878

1,045

2,131

\$1,118

590

310

117

\$75,619

23,840

18,512

2,832

2,132

EXPENSES

(a) Property Operating Expenses

Property operating expenses consist of the following:

	Three n	Three months ended		nonths ended
	June 30,	June 30,	June 30,	June 30,
	2023	2022	2023	2022
Repairs and maintenance	\$7,570	\$7,498	\$15,539	\$15,257
Utilities	3,924	3,826	9,229	8,483
Bad debt expense	(46)	381	71	1,019
Other operating expenses	6,001	5,397	11,221	10,439
	\$17,449	\$17,102	\$36,060	\$35,198

(b) General and Administrative

General and administrative expenses consist of the following:

	Three months ended		Six months ende						
	June 30,	June 30,	June 30,	June 30,	June 30,	June 30,	June 30,	June 30,	June 30,
	2023	2022	2023	2022					
Trustees' fees and expenses	\$62	\$60	\$128	\$120					
Professional and compliance fees	339	344	670	720					
Payroll and other administrative expenses	602	490	1,261	1,148					
	\$1,003	\$894	\$2,059	\$1,988					

NOTE 14

INTEREST EXPENSE

The components of interest expense are as follows:

	Three months ended		Six n	nonths ended	
	June 30,	June 30,	June 30,	June 30,	June 30,
	2023	2022	2023	2022	
Mortgages payable	\$11,129	\$10,060	\$22,143	\$20,064	
Amortization of deferred financing costs – mortgages	229	212	472	429	
Convertible debentures	2,116	2,116	4,174	4,174	
Accretion on convertible debentures, net	336	314	668	625	
Amortization of deferred financing costs – convertible debentures	191	177	381	357	
Lease liabilities	257	259	514	519	
Bank indebtedness	969	49	1,863	84	
Morguard loan payable and other	13	3	13	3	
Capitalized interest	(349)	(98)	(628)	(172)	
	\$14,891	\$13,092	\$29,600	\$26,083	

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:

	Three months ended		Six m	nonths ended
	June 30,	June 30,	June 30,	June 30,
	2023	2022	2023	2022
Property management fees ¹	\$2,140	\$2,079	\$4,403	\$4,176
Appraisal/valuation fees	85	85	170	166
Information services	55	55	110	110
Leasing fees	1,118	1,050	1,553	1,534
Project administration fees	276	122	415	156
Project management fees	10	4	12	4
Risk management fees	81	78	162	156
Internal audit fees	30	32	60	63
Off-site administrative charges	470	474	976	950
Rental revenue	(48)	(50)	(96)	(100)
	\$4,217	\$3,929	\$7,765	\$7,215

^{1.} Includes property management fees on equity-accounted investment.

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

Amounts payable to MIL, net	\$1,145	\$1,293
As at	2023	2022
	June 30,	December 31,

(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, 2022 – \$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 six months ended June 30, 2023, there were no advances or repayments. As at June 30, 2023, and December 31, 2022, there was no loan payable to Morguard. For the three months and six months ended June 30, 2023, the Trust incurred no interest expense (2022 – \$3).

Morguard Loan Receivable

During the six months ended June 30, 2023, there were no advances or repayments. As at June 30, 2023 and December 31, 2022, there was no loan receivable from Morguard. For the three months and six months ended June 30, 2023, and 2022, 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)/income and comprehensive (loss)/income.

(c) Sublease with Morguard (Excluding MIL)

The Trust subleases office space from Morguard. For the three months ended June 30, 2023, the Trust incurred rent expense in the amount of \$51 (2022 - \$57). For the six months ended June 30, 2023, the Trust incurred rent expense in the amount of \$107 (2022 - \$105).

(d) Amounts Receivable from and Accounts Payable to Morguard (Excluding MIL)

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

	June 30,	December 31,
As at	2023	2022
Amounts receivable	\$128	\$125
Accounts payable and accrued liabilities	\$—	\$—

(e) Rental Revenue from Morguard (Excluding MIL)

Morguard is a tenant in one of the Trust's properties. For the three months ended June 30, 2023, the Trust earned rental revenue in the amount of \$28 (2022 – \$28). For the six months ended June 30, 2023, the Trust earned rental revenue in the amount of \$57 (2022 – \$57).

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, 2022 to June 30, 2023:

	Six months ended	Year ended
	June 30,	December 31,
	2023	2022
Balance, beginning of period	64,226,854	64,161,097
Distribution Reinvestment Plan	24,537	65,757
Balance, end of period	64,251,391	64,226,854

Total distributions recorded during the six months ended June 30, 2023, amounted to \$7,704 or \$0.12 per unit (2022 – \$7,697 or \$0.12 per unit). On June 15, 2023, the Trust declared a distribution in the amount of \$0.02 per unit for the month of June 2023, payable on July 14, 2023.

(b) Normal Course Issuer Bid

On February 7, 2023, 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, 2023, and ending February 8, 2024, the Trust may purchase for cancellation on the TSX up to 3,211,342 units in total, being approximately 5% of the outstanding units. Additionally, the Trust may purchase for cancellation up to \$9,800 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 six months ended June 30, 2023, and 2022, 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 six months ended June 30, 2023, the Trust issued 24,537 units under the DRIP (2022 – 23,721 units).

(d) Net (Loss)/Income Per Unit

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

	Three months ended		Six months en	
	June 30,	June 30,	June 30,	June 30,
	2023	2022	2023	2022
Net (loss)/income – basic	(\$1,828)	\$27,649	(\$6,985)	\$67,558
Net (loss)/income – diluted	(\$1,828)	\$30,256	(\$6,985)	\$72,714
Weighted average number of units outstanding – basic	64,246	64,176	64,238	64,170
Weighted average number of units outstanding – diluted	64,246	96,509	64,238	96,503
Net (loss)/income per unit – basic	(\$0.03)	\$0.43	(\$0.11)	\$1.05
Net (loss)/income per unit – diluted	(\$0.03)	\$0.31	(\$0.11)	\$0.75

To calculate net (loss)/income – 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)/income – basic. The weighted average number of units outstanding – diluted is calculated as if all convertible debentures outstanding as at June 30, 2023, and 2022, had been converted into units of the Trust at the beginning of the year. The calculation of net (loss)/income per unit – diluted excludes the impact of the convertible debentures for the three and six months ended June 30, 2023 as their inclusion would be anti-dilutive.

NOTE 17
STATEMENTS OF CASH FLOWS
(a) Items Not Affecting Cash

	Three months ended		Six months e		
	June 30,	June 30,	June 30,	June 30,	June 30,
	2023	2022	2023	2022	
Fair value losses/(gains) on real estate properties	\$15,297	(\$12,325)	\$36,838	(\$37,290)	
Net loss/(income) from equity-accounted investment	1,084	352	460	(154)	
Amortized stepped rent	381	510	653	904	
Amortized free rent	(42)	49	101	(13)	
Amortization of deferred financing costs – mortgages	229	212	472	429	
Amortization of tenant incentives	236	91	296	206	
Amortization of right-of-use asset	20	21	41	42	
Amortization of deferred financing costs – convertible debentures	191	177	381	357	
Accretion on convertible debentures	336	314	668	625	
	\$17,732	(\$10,599)	\$39,910	(\$34,894)	

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

	Three months ended		Six months e	
	June 30,	June 30,	June 30,	June 30,
	2023	2022	2023	2022
Amounts receivable	\$2,019	\$1,023	\$3,030	\$3,165
Prepaid expenses and other	(5,571)	(1,062)	(14,008)	(10,312)
Accounts payable and accrued liabilities	(2,412)	(140)	4,941	5,973
	(\$5,964)	(\$179)	(\$6,037)	(\$1,174)
Other supplemental cash flow information consis	ts of the following:			
Interest paid	\$17,538	\$15,386	\$28,607	\$25,628
Issue of units – DRIP	\$73	\$95	\$133	\$128

NOTE 18

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 June 30, 2023, committed capital expenditures in the next 12 months are estimated at \$4,994.

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.

MANAGEMENT OF CAPITAL

The Trust defines capital that it manages as the aggregate of its unitholders' equity and interest-bearing debt less cash and 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:

		June 30,	December 31,
As at	Note	2023	2022
Mortgages payable	8	\$1,039,958	\$1,051,502
Convertible debentures	9	150,884	149,835
Bank indebtedness	11	71,974	55,622
Lease liabilities	10	16,462	16,551
Cash		(11,351)	(9,712)
Unitholders' equity		1,036,272	1,050,828
		\$2,304,199	\$2,314,626

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:

		June 30,	December 31,
As at	Borrowing Limits	2023	2022
Fixed-rate debt to gross book value of total assets	N/A	43.4 %	43.7 %
Floating-rate debt to gross book value of total assets	15 %	10.5 %	9.9 %
	65 %	53.9 %	53.6 %

As at June 30, 2023, 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 June 30, 2023, and December 31, 2022.

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.

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 June 30, 2023.

The fair value of the mortgages payable has been determined by discounting the cash flows of these financial obligations using June 30, 2023, market rates for debts of similar terms (Level 2). Based on these assumptions, the fair value as at June 30, 2023, of the mortgages payable has been estimated at \$989,944 (December 31, 2022 – \$1,007,073) compared with the carrying value before deferred financing costs of \$1,041,949 (December 31, 2022 – \$1,053,701). 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 June 30, 2023, of the Convertible Debentures has been estimated at \$146,471 (December 31, 2022 – \$147,870) compared with the carrying value before deferred financing costs of \$153,830 (December 31, 2022 – \$153,162).

(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:

	June 30, 2023			December 31, 2022		
As at	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
ASSETS						
Income producing properties	\$ —	\$ —	\$2,227,298	\$—	\$—	\$2,260,657
Properties under development	\$ —	\$ —	\$32,320	\$—	\$—	\$25,948
Held for development	\$—	\$—	\$64,071	\$—	\$—	\$51,200

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.

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 June 30, 2023, the Trust has the following three reportable segments: retail, office and industrial.

Business Segments

Property operating expenses (SProperty taxes (SProperty t	Retail 3,460 9,382) 7,302)	Office \$27,539 (7,801) (4,395)	\$892 (266) (161)	\$61,891 (17,449)
Property operating expenses (SProperty taxes (SProperty t),382) 7,302)	(7,801)	(266)	(17,449)
Property taxes (7,302)	,	` ,	•
• •	•	(4,395)	(161)	
Property management fees ((101)	(11,858)
	,203)	(886)	(28)	(2,117)
Net operating income \$1	5,573	\$14,457	\$437	\$30,467
For the three months ended June 30, 2022	Retail	Office	Industrial	Total
- ·				
• •	2,621	\$26,804	\$1,087	\$60,512
Property operating expenses (9,279)	(7,507)	(316)	(17,102)
Property taxes (7,130)	(4,380)	(159)	(11,669)
Property management fees (1,153)	(870)	(35)	(2,058)
Net operating income \$1	5,059	\$14,047	\$577	\$29,683

For the three months ended June 30, 2023	Retail	Office	Industrial	Total
Additions to real estate properties	\$9,310	\$3,756	\$352	\$13,418
Fair value (losses)/gains on real estate properties	(\$4,998)	(\$17,207)	\$6,908	(\$15,297)

For the three months ended June 30, 2022	Retail	Office	Industrial	Total
Additions to real estate properties	\$5,289	\$2,311	\$67	\$7,667
Fair value gains on real estate properties	\$5,595	\$2,183	\$4,547	\$12,325

For the six months ended June 30, 2023	Retail	Office	Industrial	Total
Revenue from real estate properties	\$69,520	\$55,422	\$1,765	\$126,707
Property operating expenses	(18,986)	(16,562)	(512)	(36,060)
Property taxes	(15,228)	(8,727)	(323)	(24,278)
Property management fees	(2,513)	(1,785)	(58)	(4,356)
Net operating income	\$32,793	\$28,348	\$872	\$62,013
For the six months ended June 30, 2022	Retail	Office	Industrial	Total
Revenue from real estate properties	\$65,337	\$54,378	\$2,123	\$121,838
Property operating expenses	(19,190)	(15,450)	(558)	(35,198)
Property taxes	(15,067)	(8,906)	(310)	(24,283)
Property management fees	(2,304)	(1,757)	(69)	(4,130)
Net operating income	\$28,776	\$28,265	\$1,186	\$58,227
As at June 30, 2023 Real estate properties	\$1,296,249	955,140	\$72,300	\$2,323,689
Mortgages payable (based on collateral)	\$565,056	\$474,902	\$ —	\$1,039,958
For the six months ended June 30, 2023	647.000	AF 004	64 000	* 00.770
Additions to real estate properties	\$17,302 (\$2,507)	\$5,204 (\$44,668)	\$1,266 \$7,447	\$23,772
Fair value (losses)/gains on real estate properties	(\$2,587)	(\$41,668)	\$7,417	(\$36,838)
	Retail	Office	Industrial	Total
As at December 31, 2022				
Real estate properties	\$1,281,675	\$992,580	\$63,550	\$2,337,805
Mortgages payable (based on collateral)	\$578,749	\$472,753	\$—	\$1,051,502
For the six months ended June 30, 2022				
Additions to real estate properties	\$7,890	\$4,243	\$78	\$12,211
Fair value gains on real estate properties	\$12,076	\$12,880	\$12,334	\$37,290