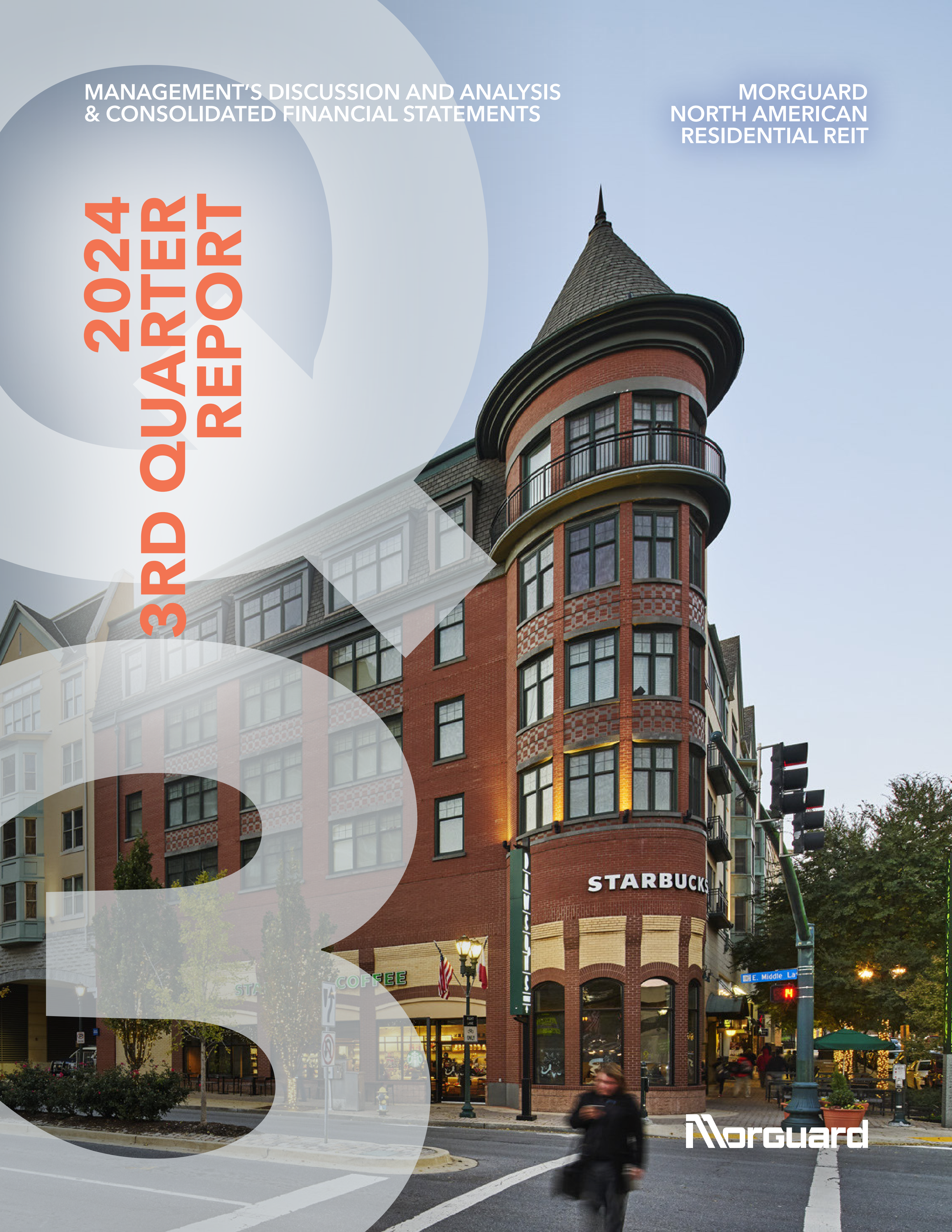
MANAGEMENT'S DISCUSSION AND ANALYSIS & CONSOLIDATED FINANCIAL STATEMENTS

MORGUARD
NORTH AMERICAN
RESIDENTIAL REIT

2024 3RD QUARTER REPORT



Morguard

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

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PART I

Morguard North American Residential Real Estate Investment Trust ("Morguard Residential REIT" or the "REIT") is pleased to provide this review of operations and update on our financial performance for the three and nine months ended September 30, 2024. Unless otherwise noted, dollar amounts are stated in thousands of Canadian dollars, except per suite and REIT trust unit ("Unit") amounts.

The following Management's Discussion and Analysis ("MD&A") sets out the REIT's strategies and provides an analysis of the financial performance for the three and nine months ended September 30, 2024, and significant risks facing the business. Historical results, including trends that might appear, should not be taken as indicative of future operations or results.

This MD&A should be read in conjunction with the REIT's unaudited condensed consolidated financial statements and accompanying notes for the three and nine months ended September 30, 2024 and 2023. This MD&A is based on financial information prepared in accordance with International Financial Reporting Standards ("IFRS") IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and is dated October 29, 2024. Disclosure contained in this document is current to that date unless otherwise noted.

Additional information relating to Morguard Residential REIT, including the REIT's Annual Information Form, can be found at www.sedarplus.ca and www.morguard.com.

FORWARD-LOOKING STATEMENTS DISCLAIMER

Statements contained herein that are not based on historical or current fact, including without limitation, statements containing the words "anticipates", "believes", "may", "continue", "estimate", "expects" and "will" and words of similar expression, constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking statements. Such factors include, among others, the following: general economic and business conditions, both nationally and in the regions in which the REIT operates; changes in business strategy or development/acquisition plans; environmental exposures; financing risk; existing governmental regulations and changes in, or the failure to comply with, governmental regulations; liability and other claims asserted against the REIT; risk and uncertainties relating to pandemic or epidemic and other factors referred to in the REIT's filings with Canadian securities regulators. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. Morguard Residential REIT does not assume the obligation to update or revise any forward-looking statements.

SPECIFIED FINANCIAL MEASURES

Morguard Residential REIT reports its financial results in accordance with IFRS. However, this MD&A also uses specified financial measures that are not defined by IFRS, which follow the disclosure requirements established by National Instrument 52-112 *Non-GAAP and Other Financial Measures Disclosure*. Specified financial measures are categorized as non-GAAP financial measures, non-GAAP ratios, and other financial measures, which are capital management measures, supplementary financial measures, and total of segments measures.

NON-GAAP FINANCIAL MEASURES

Non-GAAP financial measures do not have any standardized meaning prescribed by IFRS and are not necessarily comparable to similar measures presented by other reporting issuers in similar or different industries. These measures should be considered as supplemental in nature and not as substitutes for related financial information prepared in accordance with IFRS. The REIT's management uses these measures to aid in assessing the REIT's underlying core performance and provides these additional measures so that investors may do the same. Management believes that the non-GAAP financial measures described below, which supplement the IFRS measures, provide readers with a more comprehensive understanding of management's perspective on the REIT's operating results and performance.

The following discussion describes the non-GAAP financial measures the REIT uses in evaluating its operating results:

PROPORTIONATE SHARE BASIS

The REIT's balance sheet and statements of income prepared in accordance with IFRS have been adjusted (as described below) to derive the REIT's proportionately owned financial results ("Proportionate Basis"). The Proportionate Basis adjustment excludes the impact of realty taxes accounted for under IFRIC 21 (described below) and records realty taxes for all properties on a *pro rata* basis over the entire fiscal year. Management believes that the Proportionate Basis non-GAAP financial measures, which supplement the IFRS measures, provide readers with a more comprehensive understanding of management's perspective on the REIT's operating results and performance.

Non-Controlling Interest Share ("NCI Share")

NCI Share adjusts for three Canadian properties and two U.S. properties whereby the REIT controls but does not own a 100% interest in the subsidiary and, as a result, the REIT fully consolidates their financial results within its consolidated financial statements. The adjustment removes the non-controlling interest portion that is consolidated under IFRS. The presentation of *pro rata* assets, liabilities, revenue and expenses represents a non-GAAP financial measure and may not accurately depict the legal and economic implications of the REIT's interest in the joint ventures.

Equity-Accounted Investments ("Equity Interest")

Equity Interest adjusts interests in joint arrangements that are accounted for using the equity method of accounting. The financial results of one U.S. property (two U.S. properties prior to January 5, 2023) under IFRS are presented on a single line within the consolidated balance sheet and statements of income and have been adjusted on a proportionately owned basis to each respective financial statement line presented within the balance sheet and statements of income. The presentation of *pro rata* assets, liabilities, revenue and expenses represents a non-GAAP financial measure and may not accurately depict the legal and economic implications of the REIT's interest in the joint venture.

IFRIC 21

Net operating income ("NOI") includes the impact of realty taxes accounted for under the International Financial Reporting Interpretations Committee ("IFRIC") Interpretation 21, Levies ("IFRIC 21"). IFRIC 21 states that an entity recognizes a levy liability in accordance with the relevant legislation. The obligating event for realty taxes for the U.S. municipalities in which the REIT operates is ownership of the property on January 1 of each year for which the tax is imposed and, as a result, the REIT records the entire annual realty tax expense for its U.S. properties on January 1, except for U.S. properties acquired during the year in which the realty taxes are not recorded in the year of acquisition.

A reconciliation of the REIT's proportionately owned financial results from the IFRS financial statement presentation is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."

PROPORTIONATE SHARE NOI ("PROPORTIONATE NOI")

NOI and Proportionate NOI are important measures in evaluating the operating performance of the REIT's real estate properties and are a key input in determining the fair value of the REIT's properties. Proportionate NOI represents NOI (an IFRS measure) adjusted for the following: i) to exclude the impact of realty taxes accounted for under IFRIC 21 as noted above. Proportionate NOI records realty taxes for all properties on a *pro rata* basis over the entire fiscal year; ii) to exclude the non-controlling interest share of NOI for those properties that are consolidated under IFRS; and iii) to include equity-accounted investments NOI at the REIT's ownership interest.

In addition, included in Proportionate Share NOI is the composition of revenue from real estate properties (an IFRS measure) in three categories: i) gross rental revenue (before vacancy and ancillary revenue); ii) vacancy; and iii) ancillary revenue. The presentation of revenue from real estate properties in these three categories (on a Proportionate Share Basis) represents a non-GAAP financial measure and is presented in this MD&A because management considers this non-GAAP financial measure to be an important measure of the REIT's operating performance that provides a more comprehensive understanding of revenue from real estate properties.

A reconciliation of Proportionate NOI from the IFRS financial statement presentation of NOI (revenue from real estate properties (and the composition of revenue), property operating costs, realty taxes and utilities) is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."

SAME PROPERTY PROPORTIONATE NOI

Same Property Proportionate NOI is presented in this MD&A because management considers this non-GAAP financial measure to be an important measure of the REIT's operating performance for properties owned by the REIT continuously for the current and comparable reporting period and does not take into account the impact of the operating performance of property acquisitions and dispositions as well as development properties until reaching stabilized occupancy. In addition, Same Property Proportionate NOI is presented in local currency and by country, isolating any impact of foreign exchange fluctuations. A reconciliation of the components of Same Property Proportionate NOI is presented under the section Part III, "Review of Operational Results."

A reconciliation of Same Property Proportionate NOI from the IFRS financial statement presentation of NOI (revenue from real estate properties (and the composition of revenue), property operating costs, realty taxes and utilities) is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."

FUNDS FROM OPERATIONS ("FFO")

FFO (and FFO per Unit) is a non-GAAP financial measure widely used as a real estate industry standard that supplements net income (loss) and evaluates operating performance but is not indicative of funds available to meet the REIT's cash requirements. FFO can assist with comparisons of the operating performance of the REIT's real estate between periods and relative to other real estate entities. FFO is computed by the REIT in accordance with the current definition of the Real Property Association of Canada ("REALPAC") and is defined as net income (loss) attributable to Unitholders adjusted for fair value adjustments, distributions on the Class B LP Units, realty taxes accounted for under IFRIC 21, deferred income taxes (on the REIT's U.S. properties), gains/losses on the sale of real estate properties (including income taxes on the sale of real estate properties) and other non-cash items. The REIT considers FFO to be a useful measure for reviewing its comparative operating and financial performance. FFO per Unit is calculated as FFO divided by the weighted average number of Units outstanding (including Class B LP Units) during the period.

A reconciliation of net income (loss) attributable to Unitholders (an IFRS measure) to FFO is presented under the section Part III, "Funds From Operations."

INDEBTEDNESS

Indebtedness (as defined in the Declaration of Trust) is a measure of the amount of debt financing utilized by the REIT. Indebtedness is presented in this MD&A because management considers this non-GAAP financial measure to be an important measure of the REIT's financial position.

A reconciliation of indebtedness from the IFRS financial statement presentation is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."

GROSS BOOK VALUE

Gross book value (as defined in the Declaration of Trust) is a measure of the value of the REIT's assets. Gross book value is presented in this MD&A because management considers this non-GAAP financial measure to be an important measure of the REIT's asset base and financial position.

A reconciliation of gross book value from the IFRS financial statement presentation is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."

TOTAL DISTRIBUTIONS (INCLUDING CLASS B LP UNITS)

Total distributions (including Class B LP Units) is a non-GAAP financial measure calculated by combining distributions to Unitholders and distributions on the Class B LP Units that originate from different IFRS financial statement line items. Under IFRS, the Class B LP Units are classified as financial liabilities, and the corresponding distributions paid to the unitholders are classified as interest expense. Total distributions (including Class B LP Units) is presented in this MD&A because management believes Class B LP Unit distribution payments do not represent financing charges because these amounts are payable only if the REIT declares distributions and only for the amount of any distributions declared, both of which are at the discretion of the Board of Trustees as outlined in the Declaration of Trust (defined below).

A reconciliation of the IFRS financial statement presentation of Unitholders distribution plus distributions on the Class B LP Units is presented under the section Part III, "Distributions."

NON-GAAP RATIOS

Non-GAAP ratios do not have any standardized meaning prescribed by IFRS and are not necessarily comparable to similar measures presented by other reporting issuers in similar or different industries. These measures should be considered as supplemental in nature and not as substitutes for related financial information prepared in accordance with IFRS. The REIT's management uses these measures to aid in assessing the REIT's underlying core performance and provides these additional measures so that investors may do the same. Management believes that the non-GAAP ratios described below, provide readers with a more comprehensive understanding of management's perspective on the REIT's operating results and performance.

The following discussion describes the non-GAAP ratios the REIT uses in evaluating its operating results:

PROPORTIONATE NOI MARGIN

Proportionate NOI margin is calculated as Proportionate NOI divided by revenue (on a Proportionate Basis) and is an important measure in evaluating the operating performance (including the level of operating expenses) of the REIT's real estate properties. Proportionate NOI margin is presented in this MD&A because management considers this non-GAAP ratio to be an important measure of the REIT's operating performance and financial position.

FFO PAYOUT RATIO

FFO payout ratio compares distributions (including Class B LP Units) to FFO. Distributions (including Class B LP Units) is calculated based on the monthly distribution per Unit multiplied by the weighted average number of Units outstanding (including Class B LP Units) during the period and is an important metric in assessing the sustainability of retained cash flow to fund capital expenditures and distributions. FFO payout ratio is presented in this MD&A because management considers this non-GAAP ratio to be an important measure of the REIT's operating performance and financial position.

INDEBTEDNESS TO GROSS BOOK VALUE RATIO

Indebtedness to gross book value ratio is a compliance measure in the Declaration of Trust and establishes the limit for financial leverage of the REIT. Indebtedness to gross book value ratio is presented in this MD&A because management considers this non-GAAP ratio to be an important measure of the REIT's financial position.

INTEREST COVERAGE RATIO

Interest coverage ratio measures the amount of cash flow available to meet annual interest payments on the REIT's indebtedness. Generally, the higher the interest coverage ratio, the lower the credit risk. Interest coverage ratio is presented in this MD&A because management considers this non-GAAP ratio to be an important measure of the REIT's operating performance and financial position.

INDEBTEDNESS COVERAGE RATIO

Indebtedness coverage ratio measures the amount of cash flow available to meet annual principal and interest payments on the REIT's indebtedness. Generally, the higher the indebtedness coverage ratio, the higher the capacity for additional debt. Indebtedness coverage ratio is presented in this MD&A because management considers this non-GAAP ratio to be an important measure of the REIT's operating performance and financial position.

SUPPLEMENTARY FINANCIAL MEASURES

Supplementary financial measures represent a component of a financial statement line item (including ratios that are not non-GAAP ratios) that are presented in a more granular way outside the financial statements, calculated in accordance with the accounting policies used to prepare the line item presented in the financial statements.

The following discussion describes the supplementary financial measures the REIT uses in evaluating its operating results:

SAME PROPERTY NOI

Same Property NOI is presented in this MD&A because management considers this supplementary financial measure to be an important measure of the REIT's operating performance, representing NOI for properties owned by the REIT continuously for the current and comparable reporting period and does not take into account the impact of the operating performance of property acquisitions and dispositions as well as development properties until reaching stabilized occupancy. In addition, Same Property NOI is presented in local currency and by country, isolating any impact of foreign exchange fluctuations. A summary of the components of Same Property NOI is presented under the section Part III, "Review of Operational Results."

Included in Same Property NOI is the composition of revenue from real estate properties (an IFRS measure) in three categories: i) gross rental revenue (before vacancy and ancillary revenue); ii) vacancy; and iii) ancillary revenue. The presentation of revenue from real estate properties in these three categories represents a supplementary financial measure and is presented in this MD&A because management considers this measure to be an important measure of the REIT's operating performance that provides a more comprehensive understanding of revenue from real estate properties.

NOI MARGIN

NOI margin is calculated as NOI divided by revenue and is an important measure in evaluating the operating performance (including the level of operating expenses) of the REIT's real estate properties. NOI margin is presented in this MD&A because management considers this supplementary financial measure to be an important measure of the REIT's operating performance and financial position.

REAL ESTATE PROPERTIES BY REGION

The composition of the REIT's real estate properties by region is presented in this MD&A because management considers this supplementary financial measure to be an important measure of the REIT's asset base and financial position. A summary of the components of real estate properties by region is presented under the section Part IV, "Balance Sheet Analysis."

CAPITAL EXPENDITURES BY COUNTRY

The composition of the REIT's capital expenditures by country is presented in this MD&A because management considers this supplementary financial measure to be an important measure of the REIT's capital expenditures by its Canadian and U.S. portfolios. The REIT is committed to improving its operating performance by incurring appropriate capital expenditures in order to replace and maintain the productive capacity of its property portfolio so as to sustain its rental income generating potential over the portfolio's useful life. A summary of the components of capital expenditures by country is presented under the section Part IV, "Balance Sheet Analysis."

LOAN-TO-VALUE ("LTV")

LTV is calculated by multiplying a rate of leverage by the real estate properties' fair value and is presented in this MD&A by year and is plotted against the maturity profile of the REIT's mortgages payable. Included in the analysis is an equity-accounted investment at the REIT's interest. The presentation of LTV against its corresponding mortgage maturity profile represents a supplementary financial measure and is presented in this MD&A because management considers this measure to be an important measure of the REIT's financial position. A table illustrating the LTV by year, plotted against the REIT's mortgage maturity profile is presented under the section Part V, "Capital Structure and Debt Profile."

CAPITAL MANAGEMENT MEASURES

The REIT's capital management is designed to maintain a level of capital that allows it to implement its business strategy while complying with investment and debt restrictions pursuant to the Declaration of Trust, as well as existing debt covenants, while continuing to build long-term Unitholder value and maintaining sufficient capital contingencies.

The following discussion describes the REIT's capital management measures:

TOTAL CAPITALIZATION

Total capitalization as disclosed in the notes to the REIT's unaudited condensed consolidated financial statements for the three and nine months ended September 30, 2024, and 2023 is calculated as the sum of the principal amount of the REIT's total debt (including mortgages payable, convertible debentures, lease liabilities and amounts drawn under its revolving credit facility with Morguard Corporation), Unitholders' equity and Class B LP Units liability, and is presented in this MD&A because management considers this capital management measure to be an important measure of the REIT's financial position.

LIQUIDITY

Liquidity is calculated as the sum of cash, amounts available under its revolving credit facility with Morguard and any committed net additional mortgage financing proceeds and is presented in this MD&A because management considers this capital management measure to be an important measure of the REIT's financial position as well as determining the annual level of distributions to Unitholders.

PART II

BUSINESS OVERVIEW AND STRATEGY

The REIT is an unincorporated open-ended real estate investment trust established pursuant to a declaration of trust dated March 1, 2012, and as most recently amended and restated on February 16, 2021 (the “Declaration of Trust”), under and governed by the laws of the Province of Ontario. The Units of the REIT trade on the Toronto Stock Exchange (“TSX”) under the symbol “MRG.UN.”

The REIT has been formed to own multi-suite residential rental properties across Canada and the United States. The objectives of the REIT are to: i) generate stable and growing cash distributions on a tax-efficient basis; ii) enhance the value of the REIT’s assets and maximize the long-term value of the Units through active asset and property management; and iii) expand the asset base of the REIT primarily through acquisitions and improvement of its properties through targeted and strategically deployed capital expenditures.

The REIT’s internal growth strategy will focus on maximizing cash flow from its portfolio. The REIT intends to increase cash flows by maximizing occupancy and average monthly rent (“AMR”), taking into account local conditions in each of its regional markets, managing its operating expenses as a percentage of revenues and strengthening its asset base through its building infrastructure improvement and capital expenditure programs.

The REIT’s external growth strategy is focused on opportunities to acquire additional multi-suite residential properties located in urban centres and major suburban regions in Canada and the United States that satisfy the REIT’s investment criteria, as well as generating greater cash flow from acquired properties. The REIT will seek to leverage its relationship with Morguard Corporation (“Morguard”) to access acquisition opportunities that satisfy the REIT’s investment criteria. Additionally, subject to limited exceptions, the REIT has the right of first opportunity to acquire the existing interests in Morguard’s multi-suite residential properties prior to any disposition by Morguard to a third party.

FINANCIAL AND OPERATIONAL HIGHLIGHTS

As at (In thousands of dollars, except as noted otherwise)	September 30, 2024	December 31, 2023	September 30, 2023
Operational Information			
Number of properties	**43**	43	43
Total suites	**13,089**	13,089	13,089
Occupancy percentage - Canada	**97.8%**	98.7%	98.9%
Occupancy percentage - U.S.	**91.7%**	94.2%	93.7%
AMR - Canada (in actual dollars)	**$1,754**	$1,674	$1,655
AMR - U.S. (in actual U.S. dollars)	**US$1,911**	US$1,875	US$1,874
Summary of Financial Information			
Gross book value(1)	**$4,375,281**	$4,095,931	$4,168,456
Indebtedness(1)	**$1,700,442**	$1,583,311	$1,613,501
Indebtedness to gross book value ratio(1)	**38.9%**	38.7%	38.7%
Weighted average mortgage interest rate	**3.87%**	3.72%	3.72%
Weighted average term to maturity on mortgages payable (years)	**5.1**	4.9	5.1
Exchange rates - United States dollar to Canadian dollar	**$1.35**	$1.32	$1.35
Exchange rates - Canadian dollar to United States dollar	**$0.74**	$0.76	$0.74

(1) Represents a non-GAAP financial measure/ratio that does not have any standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures presented by other reporting issuers in similar or different industries. This measure should be considered as supplemental in nature and not as substitutes for related financial information prepared in accordance with IFRS. Additional information on this non-GAAP financial measure/ratio can be found under the section Part I, "Specified Financial Measures."

	Three months ended September 30		Nine months ended September 30	
(In thousands of dollars, except per Unit amounts)	2024	2023	2024	2023
Summary of Financial Information				
Interest coverage ratio(1)	**2.24**	2.38	**2.36**	2.47
Indebtedness coverage ratio(1)	**1.57**	1.60	**1.61**	1.62
Revenue from real estate properties	**$85,788**	$83,646	**$256,300**	$246,620
NOI	**$52,031**	$52,418	**$127,267**	$125,220
Proportionate NOI(1)	**$44,353**	$44,179	**$135,657**	$131,081
Same Property Proportionate NOI(1)	**$44,353**	$44,179	**$132,301**	$128,939
NOI margin - IFRS	**60.7%**	62.7%	**49.7%**	50.8%
NOI margin - Proportionate(1)	**52.1%**	53.1%	**53.3%**	53.5%
Net income (loss)	**($18,829)**	$39,151	**$56,518**	$160,915
FFO - basic(1)	**$21,852**	$21,936	**$67,071**	$67,601
FFO - diluted(1)	**$22,692**	$22,791	**$69,591**	$70,362
FFO per Unit - basic(1)	**$0.40**	$0.40	**$1.23**	$1.21
FFO per Unit - diluted(1)	**$0.40**	$0.39	**$1.22**	$1.19
Distributions per Unit	**$0.18501**	$0.1800	**$0.55503**	$0.5400
FFO payout ratio(1)	**45.9%**	45.5%	**45.2%**	44.6%
Weighted average number of Units outstanding (in thousands):				
Basic(2)	**54,198**	55,437	**54,635**	55,889
Diluted(2) (3)	**56,517**	57,756	**56,954**	58,903
Average exchange rates - United States dollar to Canadian dollar	**$1.36**	$1.34	**$1.36**	$1.35
Average exchange rates - Canadian dollar to United States dollar	**$0.73**	$0.75	**$0.74**	$0.74

(1) Represents a non-GAAP financial measure/ratio that does not have any standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures presented by other reporting issuers in similar or different industries. This measure should be considered as supplemental in nature and not as substitutes for related financial information prepared in accordance with IFRS. Additional information on this non-GAAP financial measure/ratio can be found under the section Part I, "Specified Financial Measures."
(2) For purposes of calculating FFO per Unit, Class B LP Units are included as Units outstanding on both a basic and diluted basis.
(3) Includes the dilutive impact of the convertible debentures.

REAL ESTATE PROPERTIES

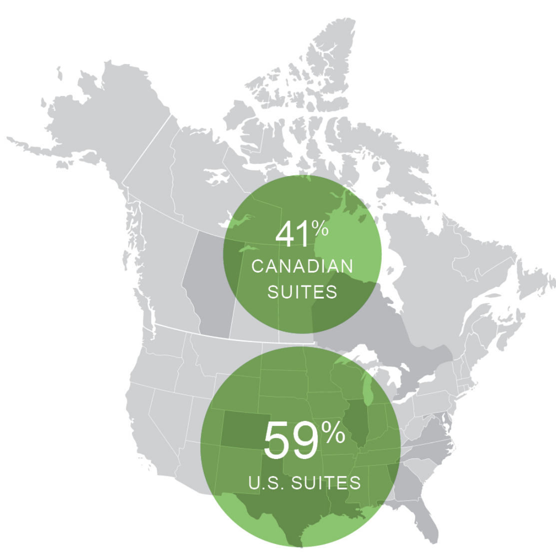
As at September 30, 2024, the REIT's multi-suite residential property portfolio consists of 16 Canadian properties and 27 U.S. properties, having a total of 13,089 residential suites and 239,500 square feet of commercial area. The properties are primarily located in urban centres and major suburban regions in Alberta, Ontario, Colorado, Texas, Louisiana, Illinois, Georgia, Florida, North Carolina, Virginia and Maryland.

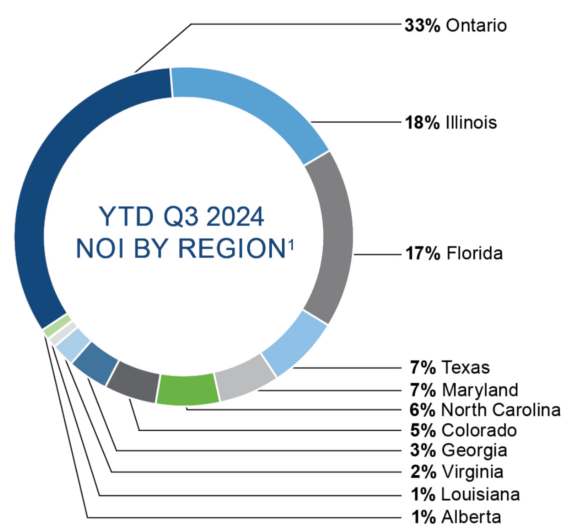
Approximately 79% of suites in Canada are located in Toronto and Mississauga, which form part of the Greater Toronto Area ("GTA"). The GTA is Canada's most significant economic cluster and contains the largest concentration of people. The regional distribution of the remaining suites serves to add stability to the REIT's cash flows because it reduces the REIT's vulnerability to economic fluctuations affecting any particular region.

The following table details the regional distribution of the REIT's portfolio as at September 30, 2024:

Region (In thousands of dollars, except as otherwise noted)	Number of Properties	Total Suites(1)	% of the Portfolio (based on suites)	Fair Value of Real Estate Properties(1)
Canadian Properties				
Alberta	1	277	2.1%	$54,000
Ontario				
Mississauga	7	2,219	17.0%	868,700
Toronto	6	1,997	15.3%	508,330
Other(2)	2	842	6.4%	255,000
	16	**5,335**	**40.8%**	**$1,686,030**
U.S. Properties				
Colorado	2	454	3.5%	$170,145
Texas	3	1,021	7.8%	275,234
Louisiana	2	249	1.9%	63,568
Illinois	4	1,795	13.7%	881,832
Georgia	2	522	4.0%	146,070
Florida	9	2,253	17.2%	699,647
North Carolina	2	864	6.6%	256,705
Virginia	1	104	0.8%	68,165
Maryland(3)	2	492	3.7%	254,992
	27	**7,754**	**59.2%**	**$2,816,358**
Impact of realty taxes accounted for under IFRIC 21				10,330
Total	**43**	**13,089**	**100.0%**	**$4,512,718**

(1) Total suites and fair value of real estate properties include non-controlling interest; the REIT, on a proportionate basis, has ownership of12,315 suites. Fair value of real estate properties represents the sum of real estate properties ($4,180,374) and an equity-accounted investment property ($332,344), inclusive of non-controlling interest share.
(2) Other Ontario includes one property in each of Kitchener, Ontario and Ottawa, Ontario.
(3) Includes a retail property comprising 186,712 square feet of commercial area.





1 Includes equity-accounted investments at ownership share and excludes the impact of realty taxes under IFRIC 21.

AVERAGE MONTHLY RENT AND OCCUPANCY BY REGION

The following table details AMR (in actual dollars), stated in local currency, and occupancy of the REIT's portfolio for the following periods and is calculated on a proportionate ownership basis:

Region	AMR/Suite at September 30, 2024	AMR/Suite at September 30, 2023	% Change	Occupancy at September 30, 2024	Occupancy at September 30, 2023
Canadian Properties (in Canadian dollars)					
Alberta	**$1,500**	$1,398	**7.3%**	**94.2%**	97.8%
Ontario					
Mississauga[(1)]	**1,972**	1,854	**6.4%**	**97.5%**	99.0%
Toronto	**1,567**	1,486	**5.5%**	**98.7%**	99.3%
Other[(2)]	**1,703**	1,620	**5.1%**	**97.7%**	98.3%
Total Ontario	**1,768**	1,669	**5.9%**	**98.0%**	99.0%
Total Canada (in Canadian dollars)	**$1,754**	$1,655	**6.0%**	**97.8%**	98.9%
U.S. Properties (in U.S. dollars)					
Colorado	**$1,824**	$1,808	**0.9%**	**89.3%**	95.1%
Texas	**1,673**	1,661	**0.7%**	**88.2%**	93.4%
Louisiana	**1,639**	1,645	**(0.4%)**	**93.4%**	91.8%
Illinois	**2,726**	2,636	**3.4%**	**93.7%**	95.3%
Georgia	**1,626**	1,638	**(0.7%)**	**89.0%**	91.5%
Florida	**1,764**	1,728	**2.1%**	**91.3%**	93.1%
North Carolina	**1,462**	1,475	**(0.9%)**	**93.4%**	91.3%
Virginia	**2,528**	2,455	**3.0%**	**98.1%**	98.1%
Maryland	**2,232**	2,097	**6.4%**	**95.9%**	98.8%
Total U.S. (in U.S. dollars)	**$1,911**	$1,874	**2.0%**	**91.7%**	93.7%
Total (in local currencies)	**$1,844**	$1,781	**3.5%**	**94.3%**	96.0%

(1) For periods prior to the second quarter of 2024, excludes 36 suites impacted by a fire at a property during the second quarter of 2022.
(2) Other Ontario includes one property in each of Kitchener, Ontario and Ottawa, Ontario.

CANADIAN PROPERTIES

As at September 30, 2024, Canadian AMR per suite was $1,754, an increase of 6.0% compared to September 30, 2023. Sequentially, Canadian AMR at September 30, 2024, increased by 1.4%, compared to $1,730 as at June 30, 2024.

Effective January 1, 2024, the Ontario guideline rental rate increase is 2.5% (2023 - 2.5%). The REIT also experienced rental rate growth from above-guideline increases ("AGI") at several properties upon the completion of capital projects as well as rental rate increases on suite turnover. In addition, within the Ontario portfolio, the REIT has filed AGI applications relating to eligible capital repairs, providing the ability to increase rents upon approval from the Landlord and Tenant Board.

The REIT continued to experience steady demand which allowed the REIT to increase rents from below market rates as suites turned over. During the nine months ended September 30, 2024, the REIT's Canadian portfolio turned over 425 suites, or 8.0% of total suites and achieved AMR growth of 24.1% on suite turnover. Overall, Canadian turnover was lower compared to 9.1% achieved during the nine months ended September 30, 2023.

As at September 30, 2024, AMR at the REIT's single property in Edmonton, Alberta, increased by 7.3% compared to September 30, 2023. Over the past year the Edmonton market experienced a recovery as economic conditions improved which has allowed the REIT to increase rental rates.

Occupancy within the REIT's Ontario region decreased to 98.0% at September 30, 2024, compared to 99.0% at September 30, 2023. During the second quarter, the REIT completed the reconstruction of 36 suites at a property located in Mississauga, Ontario, that were previously impacted by a fire which has contributed to the decrease in occupancy as the suites became available, of which six suites remain vacant. The newly constructed suites feature stainless steel appliances and have been upgraded to include in-suite washer/dryer, providing strong AMR uplift.

As at September 30, 2024, occupancy at the REIT's single property located in Edmonton, Alberta, at 94.2%, decreased from 97.8% at September 30, 2023. During the third quarter, the property experienced a higher number of move-outs, however the property is currently 97.1% leased.

As at September 30, 2024, occupancy in Canada remained stable at 97.8%, decreasing slightly compared to 98.9% at September 30, 2023, and, sequentially, occupancy decreased slightly compared to 98.0% at June 30, 2024. Occupancy decreased compared to last year as the REIT continues to increase rents on turnover while monitoring the impact on occupancy. Rental market conditions remain stable as housing demand is outdistancing supply, and as an elevated level of immigration and a high interest rate environment discourage tenants from home ownership.

U.S. PROPERTIES

As at September 30, 2024, U.S. AMR per suite was US$1,911, an increase of 2.0% compared to September 30, 2023. AMR growth was led by Maryland, Illinois, Virginia and Florida, as these regions continue to show signs of solid market fundamentals. Specifically, Maryland's AMR rose by 6.4%, primarily due to its continued strong rental demand, which included a 3.2% increase on renewals. Sequentially, U.S. AMR at September 30, 2024, increased by 0.8%, compared to US$1,896 as at June 30, 2024.

The REIT manages revenue by balancing rent growth, traffic and renewal exposure while managing through each region's housing challenges, which are driven, in part, by the local/regional job market. Though management believes housing starts and new inventory will provide challenges in a few markets, demand remains consistent throughout the portfolio, even with an overall slight decrease in occupancy, largely due to job loss/relocation, financial reasons and home buying. While we expect AMR growth to stabilize as we continue to mitigate downward pressure on rents across the portfolio, the goal remains to grow AMR steadily as occupancies normalize.

As at September 30, 2024, AMR at the REIT's properties located in Chicago, increased by 3.4% compared to September 30, 2023, due to stabilized occupancy and sustained rental demand. With new inventory coming online and increased absorption within Downtown Chicago, management's focus has continued to find the optimal balance of occupancy and market rent growth. To that end, market rents for the REIT's Chicago assets are expected to remain stable as we move into the slower winter leasing season.

As at September 30, 2024, AMR at the REIT's properties located in Florida, increased by 2.1% compared to September 30, 2023, as occupancies remained stable and demand remained strong with the exception of two properties that are within close proximity to the Tampa Bay area. Sequentially, AMR at the REIT's Florida properties, decreased by 0.3% to US$1,764 at September 30, 2024, compared to US$1,769 as at June 30, 2024, as the use of rental incentives were offered to curb lower occupancy.

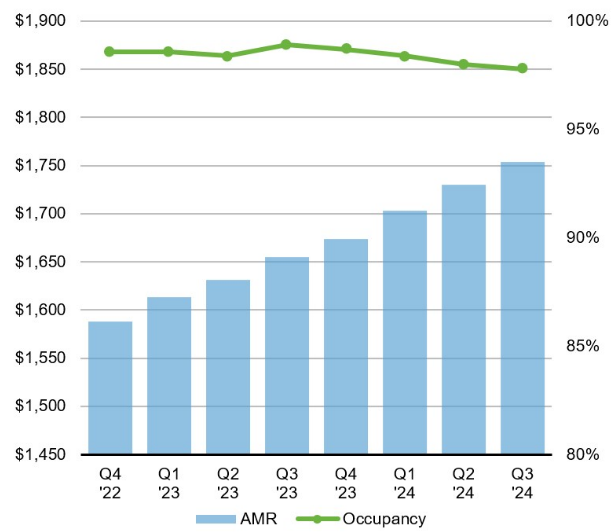
As at September 30, 2024, U.S. occupancy decreased to 91.7% compared to 93.7% at September 30, 2023. The decrease in occupancy is consistent with seasonality from prior years, driven by high turnover in our more active spring and summer leasing seasons, while AMR levels continued to climb across the majority of the portfolio. Management's active leasing and renewal strategies, which include rent monitoring and management of lease term exposure continue to provide stable occupancies while maintaining solid rent growth. Job loss, especially in the tech industry as well as relocations for military, and for high cost of living, new inventory, financial reasons and home buying, are the main drivers behind fluctuating occupancies in the Florida and Texas markets. Currently, Florida and Texas properties are leased at 95.9% and 95.3%, respectively, further evidence that management's strategy of minimizing renewal increases, offering rental incentives and reducing rents on stale vacant suites, is driving occupancy higher. Further, in order to maintain relevance, retain current tenants, and to attract new ones, the REIT's capital reinvestment includes suite renovations, improvements to recreation facilities, refurbishing of common areas, maintaining its building mechanicals and waterproofing its exterior facades.

Sequentially, as at September 30, 2024, U.S. occupancy of 91.7%, decreased compared to 93.3% as at June 30, 2024. In order to mitigate these trends, management is proactively reaching out to existing tenants prior to renewal, marketing the benefits of renting versus buying, offering concessions and transfers to properties within close proximity, as well as cultivating preferred employer programs. Looking ahead, management expects occupancies to remain stable through the slower winter leasing season and into the spring, for the majority of its markets.

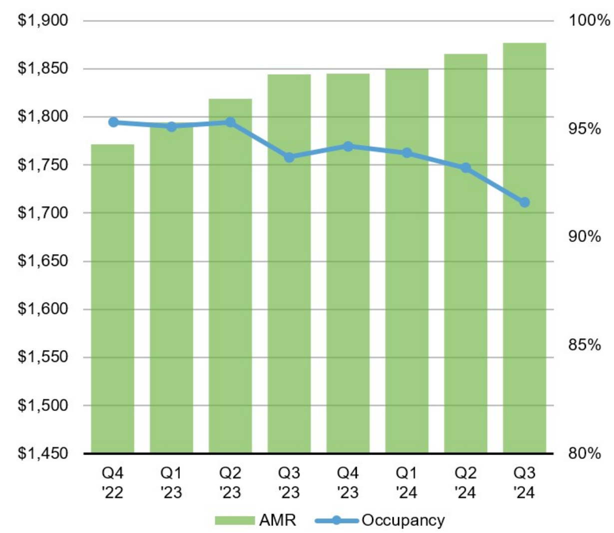
For the nine months ended September 30, 2024, the REIT's rental incentives amounted to $1,208 (2023 - $659), mainly at properties that were impacted by new supply and increased vacancy in urban markets. Incentives were used on an as-needed basis in those limited submarkets to compete with new inventory.

The following table details AMR (in actual dollars), stated in local currency, and occupancy of the REIT's Same Property portfolio at each quarter end since December 31, 2022:

CANADA



U.S.



PART III

REVIEW OF OPERATIONAL RESULTS

The REIT's operational results are summarized below:

	Three months ended September 30		Nine months ended September 30	
(In thousands of dollars)	2024	2023	2024	2023
Revenue from real estate properties	**$85,788**	$83,646	**$256,300**	$246,620
Property operating expenses				
Property operating costs	**(24,331)**	(23,908)	**(71,254)**	(68,164)
Realty taxes	**(4,050)**	(2,587)	**(41,706)**	(37,839)
Utilities	**(5,376)**	(4,733)	**(16,073)**	(15,397)
Net operating income	**52,031**	52,418	**127,267**	125,220
Other expense (income)				
Interest expense	**23,513**	17,976	**62,783**	54,738
Trust expenses	**5,534**	5,391	**16,691**	16,352
Equity loss (income) from investments	**(4,242)**	3,193	**(8,108)**	(1,017)
Foreign exchange loss (gain)	**552**	(10)	**558**	14
Other expense (income)	**(1,391)**	349	**(1,625)**	(270)
Income before fair value changes and income taxes	**28,065**	25,519	**56,968**	55,403
Fair value gain (loss) on real estate properties, net	**22,417**	(29,124)	**93,557**	100,119
Fair value gain (loss) on Class B LP Units	**(65,276)**	34,446	**(77,504)**	23,251
Income (loss) before income taxes	**(14,794)**	30,841	**73,021**	178,773
Provision for (recovery of) income taxes				
Current	**213**	322	**1,820**	390
Deferred	**3,822**	(8,632)	**14,683**	17,468
	4,035	(8,310)	**16,503**	17,858
Net income (loss) for the period	**($18,829)**	$39,151	**$56,518**	$160,915
Net income (loss) attributable to:				
Unitholders	**($20,791)**	$40,491	**$53,256**	$151,213
Non-controlling interest	**1,962**	(1,340)	**3,262**	9,702
	($18,829)	$39,151	**$56,518**	$160,915

REVENUE FROM REAL ESTATE PROPERTIES

Higher rental revenue for the three and nine months ended September 30, 2024, is mainly due to rental rate increases, foreign exchange fluctuations and the impact from the acquisition of properties.

NET OPERATING INCOME

The following tables provide the NOI and Proportionate NOI for the REIT's consolidated Canadian and U.S. operations and present the following non-GAAP financial measures/ratios: Proportionate NOI, Same Property Proportionate NOI and Proportionate NOI margin. These non-GAAP measures do not have any standardized meaning prescribed by IFRS and are not necessarily comparable to similar measures presented by other reporting issuers in similar or different industries. These measures should be considered as supplemental in nature and not as substitutes for related financial information prepared in accordance with IFRS. Additional information on these non-GAAP financial measures/ratios can be found under the section Part I, "Specified Financial Measures."

Same Property results for the three and nine months ended September 30, 2024, measures the operating performance for properties owned and have reached stabilization by the REIT continuously since July 1, 2023 and January 1, 2023, respectively. Same property results for the nine months ended September 30, 2024 exclude Xavier, acquired during the first quarter of 2023. The REIT acquired the remaining 50% interest of Fenestra at Rockville Town Square on January 5, 2023, and has classified the property as Same Property as the current and prior ownership periods are materially comparable.

Same Property and Same Property Proportionate results for the three months ended September 30, 2024 represent 12,399 and 12,315 residential suites, respectively.

Same Property and Same Property Proportionate results for the nine months ended September 30, 2024 represent 12,159 and 12,075 residential suites, respectively.

Net Operating Income - Three months ended September 30, 2024

The following table provides the consolidated net operating income for the REIT's Canadian and U.S. properties:

For the three months ended September 30 (In thousands of dollars)	2024 NOI	2024 Proportionate NOI	2023 NOI	2023 Proportionate NOI
Revenue from properties				
Gross rental revenue (before vacancy and ancillary revenue)	**$82,849**	**$82,515**	$79,171	$78,891
Vacancy	**(5,833)**	**(5,905)**	(3,977)	(3,966)
Ancillary	**8,772**	**8,498**	8,452	8,208
Total revenue from properties	**85,788**	**85,108**	83,646	83,133
Property operating expenses				
Operating costs	**24,331**	**24,021**	23,908	23,661
Realty taxes	**4,050**	**11,427**	2,587	10,591
Utilities	**5,376**	**5,307**	4,733	4,702
Total property operating expenses	**33,757**	**40,755**	31,228	38,954
NOI	**$52,031**	**$44,353**	$52,418	$44,179
NOI margin	**60.7%**	**52.1%**	62.7%	53.1%

For the three months ended September 30, 2024, NOI from the REIT's properties decreased by $387 (or 0.7%) to $52,031, compared to $52,418 in 2023. The decrease of $387 is due to an increase in Canada of $846 (or 5.3%), a decrease in the U.S. of US$1,359 (or 5.0%) and the change in foreign exchange rate which increased NOI by $126.

For the three months ended September 30, 2024, Proportionate NOI from the REIT's properties increased by $174 (or 0.4%) to $44,353, compared to $44,179 in 2023. The increase of $174 is due to an increase in Canada of $838 (or 5.3%), a decrease in the U.S. of US$841 (or 4.0%) and the change in foreign exchange rate which increased Proportionate NOI by $177.

The following table provides the consolidated net operating income for the REIT's Canadian and U.S. properties in local currency:

For the three months ended September 30 (In thousands of dollars)	2024 NOI	2024 Proportionate NOI	2023 NOI	2023 Proportionate NOI
NOI - Canada (local currency)	**$16,748**	**$16,650**	$15,902	$15,812
NOI - U.S. (local currency)	**25,870**	**20,316**	27,229	21,157
Exchange amount to Canadian dollars	**9,413**	**7,387**	9,287	7,210
Total NOI	**$52,031**	**$44,353**	$52,418	$44,179

The following table provides the NOI and Proportionate NOI for the REIT's Canadian properties:

For the three months ended September 30 (In thousands of dollars)	2024 NOI	2024 Proportionate NOI	2023 NOI	2023 Proportionate NOI
Revenue from properties				
Gross rental revenue (before vacancy and ancillary revenue)	**$27,754**	**$27,602**	$26,214	$26,072
Vacancy	**(892)**	**(887)**	(579)	(577)
Ancillary[(1)]	**1,364**	**1,357**	1,264	1,256
Revenue from properties	**28,226**	**28,072**	26,899	26,751
Property operating expenses				
Operating costs	**6,018**	**5,988**	5,766	5,736
Realty taxes	**2,972**	**2,955**	2,798	2,781
Utilities	**2,488**	**2,479**	2,433	2,422
Total property operating expenses	**11,478**	**11,422**	10,997	10,939
NOI	**$16,748**	**$16,650**	$15,902	$15,812
NOI margin	**59.3%**	**59.3%**	59.1%	59.1%

(1) Ancillary revenue mainly comprises parking, laundry and cable income; amortized rent concessions and storage fees. Ancillary revenue also includes commercial revenue, net of vacancy.

For the three months ended September 30, 2024, NOI from the Canadian properties increased by $846 (or 5.3%) to $16,748, compared to $15,902 in 2023. The increase in NOI is primarily due to an increase in revenue of $1,327 (or 4.9%) from higher gross rental revenue (5.9%) resulting from an increase in AMR and ancillary revenue (higher parking revenue), net of higher vacancy, partially offset by an increase in operating expenses of $481 (or 4.4%). The increase in operating expenses was due to higher operating costs of $252, an increase in realty taxes of $174 and higher utilities of $55. The increase in operating costs was mainly due to an increase in insurance expense (higher premiums), payroll costs (hiring of vacant positions) and property management fees, partially offset by a decrease in general and administrative expenses (lower bad debt expense). The increase in realty taxes was mainly due to a higher mill rate as most property assessments continue to be based on 2016 assessed values. The increase in utilities was mainly due to: i) an increase in hydro consumption and rate, net of rebates under Ontario Electricity Rebate program, partially offset by, ii) a decrease in gas consumption and rate, and iii) a decrease in water consumption, partly offset by an increase in water rate.

For the three months ended September 30, 2024, Proportionate NOI from the Canadian properties increased by $838 (or 5.3%) to $16,650, compared to $15,812 in 2023. The increase in Proportionate NOI is due to an increase in revenue of $1,321 (or 4.9%) from higher gross rental revenue (5.9%) resulting from an increase in AMR and ancillary revenue, net of higher vacancy for the same reasons described above, partially offset by an increase in operating expenses of $483 (or 4.4%). The increase in operating expenses was due to higher operating costs of $252, an increase in realty taxes of $174 and higher utilities of $57, for the same reasons described above.

The REIT's Canadian NOI margin and Proportionate NOI margin were 59.3% and 59.3%, respectively, for the three months ended September 30, 2024, compared to 59.1% and 59.1%, respectively, for the three months ended September 30, 2023. Overall, as noted above, the impact of higher AMR relative to the increase in operating expenses, contributed to the increase in NOI margin.

The following table provides the NOI and Proportionate NOI for the U.S. properties:

For the three months ended September 30 (In thousands of U.S. dollars, unless otherwise stated)	2024 NOI	2024 Proportionate NOI	2023 NOI	2023 Proportionate NOI
Revenue from properties				
Gross rental revenue (before vacancy and ancillary revenue)	**$40,403**	**$40,270**	$39,493	$39,390
Vacancy	**(3,623)**	**(3,679)**	(2,533)	(2,526)
Ancillary[1]	**5,429**	**5,236**	5,358	5,184
Total revenue from properties	**42,209**	**41,827**	42,318	42,048
Property operating expenses				
Operating costs	**13,427**	**13,222**	13,531	13,369
Realty taxes	**795**	**6,216**	(156)	5,823
Utilities	**2,117**	**2,073**	1,714	1,699
Total property operating expenses	**16,339**	**21,511**	15,089	20,891
NOI (in US dollars)	**25,870**	**20,316**	27,229	21,157
Exchange amount to Canadian dollars	**9,413**	**7,387**	9,287	7,210
NOI (in Canadian dollars)	**$35,283**	**$27,703**	$36,516	$28,367
NOI margin (in US dollars)	**61.3%**	**48.6%**	64.3%	50.3%

(1) Ancillary revenue mainly comprises parking, laundry and cable income; amortized rent concessions; storage fees; utility chargebacks and other fee income associated with moving in or out (such as application fees and cleaning fees), late rental payment fees from residents under the terms of the lease arrangements. Ancillary revenue also includes commercial revenue, net of vacancy.

For the three months ended September 30, 2024, NOI from the U.S. properties decreased by $1,233 to $35,283, compared to $36,516 in 2023. The decrease in NOI is primarily due to a decrease in NOI of US$1,359 (or 5.0%) and the change in foreign exchange rate which increased NOI by $126. The NOI decrease was due to a decrease in revenue of US$109 (or 0.3%) from higher vacancy and an increase in operating expenses of US$1,250 (or 8.3%), net of higher gross rental revenue (2.3%) resulting from an increase in AMR and an increase in ancillary revenue. The increase in operating expenses was primarily due to an increase realty taxes of US$951 and an increase in utilities of US$403, partially offset by lower operating costs of US$104. The increase in realty taxes is due to an increase in assessed market value at certain properties as well as a lower IFRIC 21 adjustment. The increase in utilities is mainly due to higher water expense and a reclassification of utility service fees previously recorded under operating costs. The decrease in operating costs was mainly due to a decrease in insurance expense (reduction in premiums), general and administrative expenses (lower bad debt expense) and the reclassification of utility service fees noted above, partially offset by increase in payroll cost (hiring of vacant positions).

For the three months ended September 30, 2024, Proportionate NOI from the U.S. properties decreased by $664 (or 2.3%) to $27,703, compared to $28,367 in 2023, comprised of a decrease in Proportionate NOI of US$841 (or 4.0%) and the change in foreign exchange rate which increased Proportionate NOI by $177. The Proportionate NOI decrease was due to a decrease in revenue of US$221 (or 0.5%) due to higher vacancy and an increase in operating expenses of US$620 (or 3.0%), net of higher gross rental revenue (2.2%) and an increase in ancillary revenue for the same reasons described above. The increase in operating expenses was due to an increase in realty taxes of US$393 and an increase in utilities of US$374, partially offset by lower operating costs of US$147, for the same reasons described above.

The REIT’s U.S. NOI margin and Proportionate NOI margin were 61.3% and 48.6%, respectively, for the three months ended September 30, 2024, compared to 64.3% and 50.3%, respectively, for the three months ended September 30, 2023. The NOI margin and Proportionate NOI margin were both impacted by the increase in vacancy and operating expenses. In addition, the NOI margin was impacted by accounting for realty taxes under IFRIC 21.

Net Operating Income

The following table provides the consolidated net operating income for the REIT's Canadian and U.S. properties:

For the nine months ended September 30 (In thousands of dollars)	2024 NOI	2024 Proportionate NOI	2023 NOI	2023 Proportionate NOI
Revenue from properties				
Same Property				
Gross rental revenue (before vacancy and ancillary revenue)	**$238,243**	**$237,235**	$227,647	$226,734
Vacancy	**(14,354)**	**(14,296)**	(10,572)	(10,555)
Ancillary	**25,106**	**24,491**	24,673	24,167
Same Property	**248,995**	**247,430**	241,748	240,346
Acquisition	**7,305**	**7,305**	4,872	4,872
Total revenue from properties	**256,300**	**254,735**	246,620	245,218
Property operating expenses				
Same Property				
Operating costs	**68,893**	**68,021**	66,518	65,892
Realty taxes	**39,995**	**31,637**	37,839	30,315
Utilities	**15,748**	**15,471**	15,242	15,200
Same Property	**124,636**	**115,129**	119,599	111,407
Acquisition	**4,397**	**3,949**	1,801	2,730
Total property operating expenses	**129,033**	**119,078**	121,400	114,137
NOI				
Same Property	**124,359**	**132,301**	122,149	128,939
Acquisition	**2,908**	**3,356**	3,071	2,142
Total NOI	**$127,267**	**$135,657**	$125,220	$131,081
NOI margin	**49.7%**	**53.3%**	50.8%	53.5%

For the nine months ended September 30, 2024, NOI from the REIT's properties increased by $2,047 (or 1.6%) to $127,267, compared to $125,220 in 2023. The increase in NOI is due to an increase in Same Property NOI of $2,210 (or 1.8%), partially offset by a decrease in NOI of $163 from the acquisition of Xavier during the first quarter of 2023. The Same Property NOI increase of $2,210 is due to an increase in Canada of $3,682 (or 8.1%), a decrease in the U.S. of US$2,014 (or 3.5%), and the change in foreign exchange rate which increased NOI by $542.

For the nine months ended September 30, 2024, Proportionate NOI from the REIT's properties increased by $4,576 (or 3.5%) to $135,657, compared to $131,081 in 2023. The increase in Proportionate NOI is due to an increase in Same Property Proportionate NOI of $3,362 (or 2.6%) and an increase in Proportionate NOI of $1,214 from the acquisition of Xavier during the first quarter of 2023. The Same Property Proportionate NOI increase of $3,362 is due to an increase in Canada of $3,664 (or 8.1%), a decrease in the U.S. of US$904 (or 1.5%), and the change in foreign exchange rate which increased Proportionate NOI by $602.

The following table provides the consolidated net operating income for the REIT's Canadian and U.S. properties in local currency:

For the nine months ended September 30 (In thousands of dollars)	2024 NOI	2024 Proportionate NOI	2023 NOI	2023 Proportionate NOI
Same Property NOI - Canada (local currency)	**$49,222**	**$48,939**	$45,540	$45,275
Same Property NOI - U.S. (local currency)	**55,046**	**61,286**	57,060	62,190
Acquisition (local currency)	**2,128**	**2,468**	2,288	1,596
Exchange amount to Canadian dollars	**20,871**	**22,964**	20,332	22,020
Total NOI	**$127,267**	**$135,657**	$125,220	$131,081

The following table provides the NOI and Proportionate NOI for the REIT’s Canadian properties:

For the nine months ended September 30 (In thousands of dollars)	2024 NOI	2024 Proportionate NOI	2023 NOI	2023 Proportionate NOI
Revenue from properties				
Gross rental revenue (before vacancy and ancillary revenue)	**$82,131**	**$81,685**	$77,603	$77,179
Vacancy	**(2,550)**	**(2,540)**	(1,707)	(1,701)
Ancillary[1]	**4,109**	**4,088**	3,670	3,650
Revenue from properties	**83,690**	**83,233**	79,566	79,128
Property operating expenses				
Operating costs	**17,216**	**17,131**	16,858	16,773
Realty taxes	**8,688**	**8,635**	8,227	8,177
Utilities	**8,564**	**8,528**	8,941	8,903
Total property operating expenses	**34,468**	**34,294**	34,026	33,853
NOI	**$49,222**	**$48,939**	$45,540	$45,275
NOI margin	**58.8%**	**58.8%**	57.2%	57.2%

(1) Ancillary revenue mainly comprises parking, laundry and cable income, amortized rent concessions and storage fees. Ancillary revenue also includes commercial revenue, net of vacancy.

For the nine months ended September 30, 2024, NOI from the Canadian properties increased by $3,682 (or 8.1%) to $49,222, compared to $45,540 in 2023. The increase in NOI is primarily due to an increase in revenue of $4,124 (or 5.2%) from higher gross rental revenue (5.8%) resulting from an increase in AMR and ancillary revenue (higher parking revenue), net of higher vacancy, partially offset by an increase in operating expenses of $442 (or 1.3%). The increase in operating expenses was primarily due to higher operating costs of $358 and an increase in realty taxes of $461, partially offset by lower utilities of $377. The increase in operating costs was mainly due to an increase in insurance expense (higher premiums), payroll costs (hiring of vacant positions) and property management fees, partially offset by lower repairs and maintenance expense and general and administrative expenses (lower bad debt expense). The increase in realty taxes was mainly due to a higher mill rate as most property assessments continue to be based on 2016 assessed values. The decrease in utilities was predominantly due to: i) a decrease in gas resulting from lower consumption attributable to a warmer winter and a decrease in gas rate, partially offset by, ii) an increase in hydro rate, net of a decrease in consumption and higher rebates under Ontario Electricity Rebate program and tenant recovery, and iii) an increase in water expense due to an increase in rate, net of a decrease in consumption.

For the nine months ended September 30, 2024, Proportionate NOI from the Canadian properties increased by $3,664 (or 8.1%) to $48,939, compared to $45,275 in 2023. The increase in Proportionate NOI is due to an increase in revenue of $4,105 (or 5.2%) from higher gross rental revenue (5.8%) resulting from an increase in AMR and ancillary revenue, net of higher vacancy, for the same reasons described above, partially offset by an increase in operating expenses of $441 (or 1.3%). The increase in operating expenses was due to higher operating costs of $358 and increase in realty taxes of $458, partially offset by lower utilities of $375, for the same reasons described above.

The REIT’s Canadian NOI margin and Proportionate NOI margin were 58.8% and 58.8%, respectively, for the nine months ended September 30, 2024, compared to 57.2% and 57.2%, respectively, for the nine months ended September 30, 2023. Overall, as noted above, the impact of higher AMR relative to the increase in operating expenses, contributed to the increase in NOI margin.

The following table provides the NOI and Proportionate NOI for the U.S. properties:

For the nine months ended September 30 (In thousands of U.S. dollars, unless otherwise noted)	2024 NOI	2024 Proportionate NOI	2023 NOI	2023 Proportionate NOI
Revenue from properties				
Same Property				
Gross rental revenue (before vacancy and ancillary revenue)	**$114,762**	**$114,349**	$111,530	$111,168
Vacancy	**(8,671)**	**(8,636)**	(6,589)	(6,581)
Ancillary(1)	**15,431**	**14,996**	15,615	15,253
Same Property	**121,522**	**120,709**	120,556	119,840
Acquisition	**5,370**	**5,370**	3,629	3,629
Total revenue from properties	**126,892**	**126,079**	124,185	123,469
Property operating expenses				
Same Property				
Operating costs	**37,985**	**37,408**	36,920	36,516
Realty taxes	**23,212**	**16,914**	21,893	16,454
Utilities	**5,279**	**5,101**	4,683	4,680
Same Property	**66,476**	**59,423**	63,496	57,650
Acquisition	**3,242**	**2,902**	1,341	2,033
Total property operating expenses	**69,718**	**62,325**	64,837	59,683
NOI (in U.S. dollars)				
Same Property	**55,046**	**61,286**	57,060	62,190
Acquisition	**2,128**	**2,468**	2,288	1,596
Total NOI (in U.S. dollars)	**57,174**	**63,754**	59,348	63,786
Exchange amount to Canadian dollars	**20,871**	**22,964**	20,332	22,020
NOI (in Canadian dollars)	**$78,045**	**$86,718**	$79,680	$85,806
NOI margin (in U.S. dollars)	**45.1%**	**50.6%**	47.8%	51.7%

(1) Ancillary revenue mainly comprises parking, laundry and cable income; amortized rent concessions; storage fees; utility chargebacks and other fee income associated with moving in or out (such as application fees and cleaning fees), late rental payment fees from residents under the terms of the lease arrangements. Ancillary revenue also includes commercial revenue, net of vacancy.

For the nine months ended September 30, 2024, NOI from the U.S. properties decreased by $1,635 (or 2.1%) to $78,045, compared to $79,680 in 2023. The decrease in NOI is primarily due to a decrease in Same Property NOI of US$2,014 (or 3.5%), lower NOI of US$160 from the acquisition of Xavier during the first quarter of 2023, and the change in foreign exchange rate which increased NOI by $539. The Same Property NOI decrease was due to an increase in operating expenses of US$2,980 (or 4.7%), partially offset by an increase in revenue of US$966 (or 0.8%) from higher gross rental revenue (2.9%) resulting from an increase in AMR, net of higher vacancy and a decrease in ancillary revenue (from commercial vacancy). The increase in operating expenses was due to higher operating costs of US$1,065, an increase in realty taxes of US$1,319 and an increase in utilities of US$596. The increase in operating costs is primarily due to an increase in insurance expense (higher premiums), payroll costs (hiring of vacant positions) and repairs and maintenance (higher contract expenses), partially offset by a reclassification of utility service fees previously recorded under operating costs to utilities. The increase in realty taxes is mainly due to a higher IFRIC 21 adjustment as well as an increase in assessed market value at certain properties. The increase in utilities is mainly due to an increase in hydro rates and an increase in water consumption, as well as the reclassification of utility service fees from operating costs as noted above.

For the nine months ended September 30, 2024, Proportionate NOI from the U.S. properties increased by $912 (or 1.1%) to $86,718, compared to $85,806 in 2023. The increase in Proportionate NOI is due to a decrease in Same Property Proportionate NOI of US$904 (or 1.5%), higher Proportionate NOI of US$872 from the acquisition of Xavier during the first quarter of 2023, and the change in foreign exchange rate which increased Proportionate NOI by $944. The Same Property Proportionate NOI decrease was due to an increase in operating expenses of US$1,773 (or 3.1%), partially offset by an increase in revenue of US$869 (or 0.7%) from higher gross rental revenue (2.9%) resulting from an increase in AMR, net of higher vacancy and a decrease in ancillary revenue (from commercial vacancy). The increase in operating expenses was due to higher operating costs of US$892, an increase in realty taxes of US$460 and an increase in utilities of US$421, for the same reasons described above.

The REIT's U.S. NOI margin and Proportionate NOI margin were 45.1% and 50.6%, respectively, for the nine months ended September 30, 2024, compared to 47.8% and 51.7%, respectively, for the nine months ended September 30, 2023. The NOI margin and Proportionate NOI margin were both impacted by the increase in Same Property operating expenses, relative to the increase in Same Property revenue and the impact on NOI margin from the acquisition of Xavier. In addition, the NOI margin was impacted by accounting for realty taxes under IFRIC 21.

INTEREST EXPENSE

Interest expense consists of the following:

	Three months ended September 30		Nine months ended September 30	
(In thousands of dollars)	2024	2023	2024	2023
Interest on mortgages	**$15,994**	$14,301	**$45,114**	$40,918
Interest on convertible debentures	**840**	855	**2,520**	2,761
Interest on lease liabilities	**241**	235	**720**	702
Amortization of mark-to-market adjustment on mortgages	**162**	171	**519**	562
Amortization of deferred financing costs	**755**	755	**2,230**	2,183
Amortization of deferred financing costs on the convertible debentures	**108**	101	**323**	392
Accretion on convertible debentures	**221**	—	**663**	—
Fair value loss (gain) on conversion option on the convertible debentures	**2,006**	(1,542)	**879**	(2,080)
Prepayment fee on mortgage extinguishment	**—**	—	**257**	—
Interest expense before distributions on Class B LP Units	**20,327**	14,876	**53,225**	45,438
Distributions on Class B LP Units	**3,186**	3,100	**9,558**	9,300
	$23,513	$17,976	**$62,783**	$54,738

Total interest expense increased by $5,537 during the three months ended September 30, 2024, to $23,513, compared to $17,976 in 2023. The increase is predominantly due to an increase in interest on mortgages of $1,693, an increase in non-cash fair value loss on the convertible debentures' conversion option of $3,548 and an increase in accretion on convertible debentures of $221. The increase in interest on mortgages is largely attributable to the REIT's refinancings at higher interest rates and additional net mortgage proceeds. The change in foreign exchange rate increased interest expense on U.S. mortgages by $181.

Interest expense increased by $8,045 during the nine months ended September 30, 2024, to $62,783, compared to $54,738 in 2023. The increase is predominantly due to an increase in interest on mortgages of $4,196, an increase in non-cash fair value loss on conversion option on the convertible debentures of $2,959, a prepayment fee on mortgage extinguishment of $257 and an increase in accretion on convertible debentures of $663. The increase in interest on mortgages is largely attributable to the REIT's refinancings at higher interest rates and additional net mortgage proceeds. The change in foreign exchange rate increased interest expense on U.S. mortgages by $725.

Under IFRS, the Class B LP Units are classified as financial liabilities, and the corresponding distributions paid to the Unitholders are classified as interest expense. The REIT believes these distribution payments do not represent financing charges because these amounts are payable only if the REIT declares distributions and only for the amount of any distributions declared, both of which are at the discretion of the Board of Trustees as outlined in the Declaration of Trust. The total distributions paid and accrued to Class B LP Unitholders for the three and nine months ended September 30, 2024 amounted to $3,186 (2023 - $3,100) and $9,558 (2023 - $9,300), respectively.

TRUST EXPENSES

Trust expenses consist of the following:

	Three months ended September 30		Nine months ended September 30	
(In thousands of dollars)	**2024**	2023	**2024**	2023
Asset management fees and distributions	**$4,793**	$4,696	**$14,508**	$14,176
Professional fees	**312**	310	**998**	895
Public company expenses	**204**	208	**605**	613
Other	**225**	177	**580**	668
	$5,534	$5,391	**$16,691**	$16,352

Trust expenses increased by $143 during the three months ended September 30, 2024, to $5,534, compared to $5,391 in 2023, and increased by $339 during the nine months ended September 30, 2024, to $16,691, compared to $16,352 in 2023. The increase during the three and nine months ended September 30, 2024 is mainly due to higher asset management fees and distributions, resulting from an increase in gross book value (see Part VI, “Related Party Transactions”).

EQUITY LOSS (INCOME) FROM INVESTMENTS

The REIT has a 50% interest in one property comprising 690 suites located in Chicago, Illinois, in which the REIT has joint control of the investment.

Equity income from investment for the three months ended September 30, 2024, was $4,242 and included a non-cash fair value gain on real estate properties of $2,488 and an IFRIC 21 adjustment of $555. For the three months ended September 30, 2023, equity loss from investment was $3,193 and included a non-cash fair value loss on real estate properties of $5,019 and an IFRIC 21 adjustment of $740. Excluding the impact of IFRIC 21, NOI increased by $112, predominantly due to an increase in revenue from higher AMR.

Equity income from investment for the nine months ended September 30, 2024, was $8,108 and included a non-cash fair value gain on real estate properties of $5,066 and an IFRIC 21 expense adjustment of $811. For the nine months ended September 30, 2023, equity income from investment was $1,017 and included a non-cash fair value loss on real estate properties of $1,405 and an IFRIC 21 expense adjustment of $759. Excluding the impact of IFRIC 21, NOI increased by $637, predominantly due to an increase in revenue from higher AMR and lower utilities.

FOREIGN EXCHANGE LOSS (GAIN)

IFRS requires monetary assets and liabilities denominated in foreign currencies to be translated into Canadian dollars at the exchange rate in effect at the reporting date, and any gain or loss is recognized in the consolidated statements of income (loss). For the three and nine months ended September 30, 2024, the REIT’s foreign exchange loss amounted to $552 (2023 - gain of $10) and $558 (2023 - $14), respectively, which is mainly the result of the fluctuation of the Canadian dollar against the United States dollar as at September 30, 2024, when compared to December 31, 2023.

OTHER EXPENSE (INCOME)

Other expense (income) mainly represents interest income earned or expense incurred on the Morguard Facility for advances made to/from Morguard and other expense (income). For the three months ended September 30, 2024, other income amounted to $1,391 (2023 - other expense of $349) and for the nine months ended September 30, 2024, other income amounted to $1,625 (2023 - $270). The increase in other income for the three months ended September 30, 2024 was predominantly due to interest income earned from excess cash held from additional net refinancing proceeds. The increase in other income for the nine months ended September 30, 2024 was predominantly due to an increase in interest income earned from excess cash held from additional net refinancing proceeds, partially offset by lower interest earned on restricted cash of $565 held as part of a 1031 Exchange.

FAIR VALUE GAIN (LOSS) ON REAL ESTATE PROPERTIES, NET

The REIT elected to adopt the fair value model to account for its real estate properties, and changes in fair value each period have been recognized as fair value gain or loss in the consolidated statements of income (loss). Fair value adjustments are determined based on the movement of various valuation parameters on a quarterly basis, including stabilized NOI and capitalization rates.

For the three months ended September 30, 2024, the REIT recognized a net fair value gain of $22,417 (2023 - loss of $29,124). The net fair value gain comprises a gain of $33,313 at the REIT's Canadian properties and a loss of $10,896 at the U.S. properties. The net fair value gain was mainly due to an increase in stabilized NOI across most of the properties in the REIT's portfolio, partly offset by a $7,638 adjustment on realty taxes accounted for under IFRIC 21.

For the nine months ended September 30, 2024, the REIT recognized a net fair value gain of $93,557 (2023 - $100,119). The fair value gain comprises $80,802 at the REIT's Canadian properties and $12,755 at the U.S. properties. The fair value gain was due to an increase in stabilized NOI across most of the properties in the REIT's portfolio, partly offset by a 25 basis point increase in capitalization rates at four U.S. properties. In addition, the U.S. fair value gain included a $8,448 adjustment on realty taxes accounted for under IFRIC 21.

FAIR VALUE GAIN (LOSS) ON CLASS B LP UNITS

The Class B LP Units are classified as financial liabilities in accordance with IFRS and, as a result, are recorded at their fair value at each reporting date. As at September 30, 2024, the REIT valued the Class B LP Units based on the closing price of the TSX-listed Units, which resulted in a fair value liability of $331,889 (December 31, 2023 - $254,385) and a corresponding fair value loss for the three months ended September 30, 2024 of $65,276 (2023 - gain of $34,446) and a fair value loss for the nine months ended September 30, 2024 of $77,504 (2023 - gain of $23,251). The fair value gain/loss was due to a decrease/increase in the trading price of the REIT's Units (see Part V, "Capital Structure and Debt Profile").

INCOME TAXES

The REIT is a "mutual fund trust" pursuant to the *Income Tax Act* (Canada) (the "Act"). Under current tax legislation, a mutual fund trust that is not a Specified Investment Flow-Through ("SIFT") trust pursuant to the Act is entitled to deduct distributions of taxable income such that it is not liable to pay income taxes provided that its taxable income is fully distributed to Unitholders. The REIT intends to continue to qualify as a mutual fund trust that is not a SIFT trust and to make distributions not less than the amount necessary to ensure that the REIT will not be liable to pay income taxes.

Certain of the REIT's operations or a portion thereof are conducted through its taxable U.S. subsidiaries, which are subject to U.S. federal and state corporate income taxes.

For the three and nine months ended September 30, 2024, the REIT recorded current tax expense of $213 (2023 - $322) and $1,820 (2023 - $390), respectively. The increase in current tax expense for the nine months ended September 30, 2024 was due to a U.S. federal and state tax limitation of the utilization of net operating losses.

For the three and nine months ended September 30, 2024, the REIT recorded deferred tax expense of $3,822 (2023 - recovery of $8,632) and $14,683 (2023 - $17,468), primarily due to the utilization of net operating losses and a fair value increase recorded under IFRS on U.S. properties.

The REIT's income tax provision (recovery) consists of the following:

	Three months ended September 30		Nine months ended September 30	
(In thousands of dollars)	2024	2023	2024	2023
Current	**$213**	$322	**$1,820**	$390
Deferred	**3,822**	(8,632)	**14,683**	17,468
Provision for (recovery of) income taxes	**$4,035**	($8,310)	**$16,503**	$17,858

As at September 30, 2024, the REIT's U.S. subsidiaries have total net operating losses of approximately US$16,204 (December 31, 2023 - US$27,333) of which deferred income tax assets were recognized as it is probable that taxable income will be available against such losses and can be carried forward indefinitely. Included in the net operating losses is the REIT's portion of net operating losses of a subsidiary where the REIT owns a 51% effective interest in a limited partnership of US$8,909 (December 31, 2023 - US$9,253).

As at September 30, 2024, the REIT's U.S. subsidiaries have a total of US$49,153 (December 31, 2023 - US$36,171) of unutilized interest expense deductions on which deferred income tax assets were recognized and can be carried forward indefinitely.

EIFEL Rules
On May 28, 2024, amended Canadian Bill C-59, *Fall Economic Statement Implementation Act, 2023*, became substantively enacted for financial reporting purposes. Bill C-59 implements the majority of the remaining income tax measures from the 2023 federal budget, as well as certain measures from the 2023 fall economic statement. Most notably, Bill C-59 contains the excessive interest and financing expenses limitation rules ("EIFEL Rules").

The EIFEL Rules, which became effective for the 2024 fiscal year, limit the amount of net interest and financing expenses that a trust may deduct in computing taxable income to a fixed ratio (currently set at 30% of the EBITDA as calculated for tax purposes) or, where certain conditions are met and a consolidated group elects, a higher group ratio.

Based on the EIFEL Rules mentioned above and an assessment of forecasted EBITDA for the year ended December 31, 2024, it is expected that the EIFEL Rules will limit the deductibility of certain interest expenses of the REIT and will increase the taxable income allocated by the REIT to Unitholders in current and subsequent fiscal years.

On August 12, 2024, the Department of Finance released revised draft legislation that includes previously announced business tax measures, among others, related to an EIFEL exemption for purpose-build rental housing providers and certain regulated utility providers. The REIT will continue to review the relevant legislation and available guidance to assess the full implications of the EIFEL Rules.

International Tax Reform: Pillar Two Model Rules
The REIT is within scope of Pillar Two legislation being part of a multinational enterprises ("MNE") group, that includes Morguard Corporation, with revenue that may exceed the EUR 750 million threshold per their consolidated financial statements.

On June 19, 2024, Canadian Bill C-69, *Budget Implementation Act, 2024, No. 1*, became substantively enacted for financial reporting purposes. Among other measures, Bill C-69 includes Canada's Global Minimum Tax Act ("GMTA"). The GMTA implements into Canadian domestic law the global minimum tax under Pillar Two as developed by the Organisation for Economic Co-operation and Development ("OECD") / G20 Inclusive Framework on Base Erosion and Profit Shifting. More specifically, the GMTA implements the top-up tax, income inclusion rule and the domestic minimum top-up tax rules that form part of the Model Rules for the Global Minimum Tax (GloBE Rules) that were released by the OECD on December 20, 2021.

To date, the U.S. has not indicated its commitment to enact Pillar Two legislation. The REIT and its subsidiaries continue to review the relevant legislation and available guidance to assess the full implications of the Pillar Two Model Rules. Based on an assessment of historic data and forecasts for the year ended December 31, 2024, the REIT does not expect a material exposure to Pillar Two income taxes for the year ended December 31, 2024.

FUNDS FROM OPERATIONS

FFO (and FFO per Unit) is a non-GAAP financial measure that does not have any standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures presented by other reporting issuers in similar or different industries. This measure should be considered as supplemental in nature and not as substitutes for related financial information prepared in accordance with IFRS. FFO is computed by the REIT in accordance with the current definition of the Real Property Association of Canada ("REALPAC") and is widely used as a real estate industry standard that supplements net income and evaluates operating performance but is not indicative of funds available to meet the REIT's cash requirements. Additional information on this non-GAAP financial measure can be found under the section Part I, "Specified Financial Measures."

The following table provides a reconciliation of FFO to its closely related financial statement measurement for the following periods:

	Three months ended September 30		Nine months ended September 30	
(In thousands of dollars, except per Unit amounts)	2024	2023	2024	2023
Net income (loss) for the period attributable to Unitholders	**($20,791)**	$40,491	**$53,256**	$151,213
Add/(deduct):				
Realty taxes accounted for under IFRIC 21[1]	**(7,572)**	(8,018)	**8,460**	6,811
Fair value loss (gain) on conversion option on the convertible debentures	**2,006**	(1,542)	**879**	(2,080)
Distributions on Class B LP Units recorded as interest expense[2]	**3,186**	3,100	**9,558**	9,300
Foreign exchange loss (gain)	**552**	(10)	**558**	14
Fair value loss (gain) on real estate properties, net[3]	**(24,905)**	34,143	**(98,623)**	(98,714)
Non-controlling interests' share of fair value gain (loss) on real estate properties	**278**	(3,150)	**796**	6,840
Fair value loss (gain) on Class B LP Units	**65,276**	(34,446)	**77,504**	(23,251)
Deferred income tax expense	**3,822**	(8,632)	**14,683**	17,468
FFO - basic	**$21,852**	$21,936	**$67,071**	$67,601
Interest expense on the convertible debentures	**840**	855	**2,520**	2,761
FFO - diluted	**$22,692**	$22,791	**$69,591**	$70,362
FFO per Unit - basic	**$0.40**	$0.40	**$1.23**	$1.21
FFO per Unit - diluted	**$0.40**	$0.39	**$1.22**	$1.19
Weighted average number of Units outstanding (in thousands):				
Basic[4]	**54,198**	55,437	**54,635**	55,889
Diluted[4] [5]	**56,517**	57,756	**56,954**	58,903

(1) Realty taxes accounted for under IFRIC 21 (including equity-accounted investments) and excludes non-controlling interests' share.
(2) Under IFRS, the Class B LP Units are considered financial liabilities and, as a result of this classification, their corresponding distribution amounts are considered interest expense. The REIT believes these distribution payments do not truly represent financing charges because these amounts are payable only if the REIT declares distributions and only for the amount of any distributions declared, both of which are at the discretion of the Board of Trustees as outlined in the Declaration of Trust. Therefore, these distributions are excluded from the calculation of FFO.
(3) Includes fair value adjustment on real estate properties for equity-accounted investments.
(4) For purposes of calculating FFO per Unit, Class B LP Units are included as Units outstanding on both a basic and diluted basis.
(5) Includes the dilutive impact of the convertible debentures.

Basic FFO for the three months ended September 30, 2024, decreased by $84 (or 0.4%) to $21,852 ($0.40 per Unit), compared to $21,936 ($0.40 per Unit) in 2023. The decrease is mainly due to an increase in interest expense of $1,898 (calculated on a Proportionate Basis and excludes distributions on Class B LP Units and fair value adjustments on the conversion option on the convertible debentures) and an increase in trust expense of $142 (calculated on a Proportionate Basis), partially offset by higher Proportionate NOI of $174, an increase in other income of $1,740 and a decrease in current tax of $42 (calculated on a Proportionate Basis).

Basic FFO per Unit for the three months ended September 30, 2024, was $0.40 per Unit, compared to $0.40 per Unit in 2023 due to an increase in interest expense, offset by an increase in interest income which had a net $nil per Unit impact. The change in foreign exchange rate had a $nil per Unit impact.

Basic FFO for the nine months ended September 30, 2024, decreased by $530 (or 0.8%) to $67,071 ($1.23 per Unit), compared to $67,601 ($1.21 per Unit) in 2023. The decrease is mainly due to an increase in interest expense of $4,734 (calculated on a Proportionate Basis and excludes distributions on Class B LP Units and fair value adjustments on the conversion option on the convertible debentures), an increase in trust expense of $336 (calculated on a Proportionate Basis) and an increase in current tax of $1,391 (calculated on a Proportionate Basis), partially offset by higher Proportionate NOI of $4,576 and an increase in other income of $1,355.

Basic FFO per Unit for the nine months ended September 30, 2024, increased by $0.02 to $1.23 per Unit, compared to $1.21 per Unit in 2023 due to the following factors:

i) on a Same Property Proportionate Basis, in local currency, an increase in NOI from higher AMR and ancillary revenue, net of higher vacancy and an increase in operating expenses, as well as an increase in interest income, was partially offset by an increase in interest expense, had a $0.01 per Unit positive impact. The change in foreign exchange rate had a $nil per Unit impact;
ii) the impact of the acquisition of Xavier had a $0.02 per Unit positive impact;
iii) an increase in current tax expense at the REIT's U.S. subsidiaries had a $0.02 per Unit negative impact;
iv) a decrease in other income primarily from lower interest income earned on the Morguard Facility, and a decrease on interest earned on restricted cash held as part of a 1031 Exchange, had a $0.01 per Unit negative impact; and
v) the impact from Units repurchased under the REIT's NCIB had a $0.02 per Unit positive impact.

DISTRIBUTIONS

Total distributions (including Class B LP Units) is a non-GAAP financial measure that does not have any standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures presented by other reporting issuers in similar or different industries. This measure should be considered as supplemental in nature and not as substitutes for related financial information prepared in accordance with IFRS. Additional information on this non-GAAP financial measure can be found under the section Part I, "Specified Financial Measures."

The Trustees have discretion with respect to the timing and amounts of distributions. For the three and nine months ended September 30, 2024, total distributions amounted to $10,046 (2023 - $9,995) and $30,357 (2023 - $30,214), respectively.

			2024			2023
Three months ended September 30 (In thousands of dollars)	**Units**	**Class B LP Units**	**Total**	Units	Class B LP Units	Total
Distributions paid and declared	**$6,649**	**$3,186**	**$9,835**	$6,666	$3,100	$9,766
Distributions – DRIP	**211**	**—**	**211**	229	—	229
Total	**$6,860**	**$3,186**	**$10,046**	$6,895	$3,100	$9,995

			2024			2023
Nine months ended September 30 (In thousands of dollars)	**Units**	**Class B LP Units**	**Total**	Units	Class B LP Units	Total
Distributions paid and declared	**$20,103**	**$9,558**	**$29,661**	$20,232	$9,300	$29,532
Distributions – DRIP	**696**	**—**	**696**	682	—	682
Total	**$20,799**	**$9,558**	**$30,357**	$20,914	$9,300	$30,214

The following table summarizes distributions paid to holders of Units in relation to net income (loss) and cash provided by operating activities:

(In thousands of dollars)	Three months ended September 30, 2024	Nine months ended September 30, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Net income (loss)	**($18,829)**	**$56,518**	$185,281	$239,563
Cash provided by operating activities	**15,133**	**65,779**	88,966	75,173
Distributions - Units(1)	**$6,860**	**$20,799**	$27,843	$27,480
Excess (deficit) of net income (loss) over distributions	**($25,689)**	**$35,719**	$157,438	$212,083
Excess of cash provided by operating activities over distributions	**$8,273**	**$44,980**	$61,123	$47,693

(1) Excludes distributions on Class B LP Units since these were recorded as interest expense and, therefore, were deducted in calculating net income and cash provided by operating activities.

Net income (loss) for the three and nine months ended September 30, 2024, includes a net loss of $34,801 and net income of $1,030, respectively, of non-cash components relating to a fair value gain on real estate properties, fair value loss on Class B LP Units, equity income from investments, an IFRIC 21 adjustment to realty taxes and deferred taxes. Net income exceeded distributions when removing the impact of these non-cash items.

In determining the annual level of distributions to Unitholders, the REIT looks at forward-looking cash flow information, including forecasts and budgets, and the future prospects of the REIT. Furthermore, the REIT does not consider periodic cash flow fluctuations resulting from items such as the timing of property operating costs, property tax instalments or semi-annual debenture interest payments in determining the level of distributions to Unitholders in any particular quarter. Additionally, in establishing the level of distributions to the Unitholders, the REIT considers the impact of, among other items, the future growth in the income producing properties, the impact of future acquisitions and capital expenditures related to the income producing properties.

PART IV

BALANCE SHEET ANALYSIS

REAL ESTATE PROPERTIES

The REIT accounts for its real estate properties using the fair value model. The following table provides the regional allocation of real estate properties for the following periods:

As at (In thousands of Canadian dollars, unless otherwise stated)	September 30, 2024	December 31, 2023
Canadian Properties		
Alberta	**$54,000**	$50,000
Ontario	**1,632,030**	1,539,740
Total Canadian Properties	**1,686,030**	1,589,740
U.S. Properties (in US dollars)		
Colorado	**125,800**	118,900
Texas	**203,500**	206,400
Louisiana	**47,000**	49,300
Illinois	**407,500**	406,000
Georgia	**108,000**	110,700
Florida	**517,299**	506,699
North Carolina	**189,800**	193,400
Virginia	**50,400**	50,200
Maryland	**188,534**	180,374
	1,837,833	1,821,973
Impact of realty taxes accounted for under IFRIC 21	**6,413**	—
Total U.S. Properties (in US dollars)	**1,844,246**	1,821,973
Exchange amount to Canadian dollars	**650,098**	587,768
Total U.S. Properties (in Canadian dollars)	**2,494,344**	2,409,741
Total real estate properties	**$4,180,374**	$3,999,481

The value of real estate properties increased by $180,893 as at September 30, 2024, to $4,180,374, compared to $3,999,481 at December 31, 2023. The increase is mainly the result of the following:

- Capitalization of property enhancements of $31,810;
- A net fair value gain on real estate properties of $93,557; and
- An increase of $54,506 due to the change in U.S. dollar foreign exchange rate.

APPRAISAL CAPITALIZATION RATES

Morguard's appraisal division 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 members must adhere to AIC's Canadian Uniform Standards of Professional Appraisal Practice ("CUSPAP") and undertake ongoing professional development. Morguard's appraisal division is responsible for determining the fair value of investment properties every quarter. Morguard's valuation processes and results are reviewed by the REIT's senior management at least once every quarter, in line with the REIT's quarterly reporting dates.

Key assumptions used in determining the valuation of income producing properties include estimates of capitalization rates and stabilized net operating income (which is primarily influenced by revenue growth, vacancy rates, inflation rates and operating costs), pertain to forward-looking assumptions and market evidence, and accordingly could materially and adversely impact the underlying valuation of the REIT's income producing properties.

As at September 30, 2024, and December 31, 2023, the REIT had all its portfolio appraised by Morguard's appraisal division. In addition, the REIT's U.S. portfolio is appraised by independent U.S. real estate appraisal firms on a three-year cycle.

The REIT utilizes the direct capitalization income method to appraise its portfolio. This method requires that rental income from current leases and key assumptions about rental income, vacancies and inflation rates, among other factors, are used to determine a one-year stabilized net operating income forecast for each individual property within the REIT's portfolio and also considers any capital expenditures anticipated within the year. A capitalization rate was also determined for each property based on market information related to the external sale of similar properties within a similar location. These factors were used to determine the fair value of income producing properties at each reporting period.

As at September 30, 2024, using the direct capitalization income approach, the properties were valued using capitalization rates in the range of 3.8% to 6.3% (December 31, 2023 - 3.8% to 6.3%), resulting in an overall weighted average capitalization rate of 4.5% (December 31, 2023 - 4.5%).

The average capitalization rates by location are set out in the following table:

	September 30, 2024 Capitalization Rates			December 31, 2023 Capitalization Rates		
	Max.	**Min.**	**Weighted Average**	Max.	Min.	Weighted Average
Canada						
Alberta	**5.3%**	**5.3%**	**5.3%**	5.3%	5.3%	5.3%
Ontario	**4.5%**	**3.8%**	**3.9%**	4.3%	3.8%	3.9%
United States						
Colorado	**5.0%**	**5.0%**	**5.0%**	5.0%	5.0%	5.0%
Texas	**5.0%**	**5.0%**	**5.0%**	5.0%	5.0%	5.0%
Louisiana	**5.5%**	**5.5%**	**5.5%**	5.5%	5.5%	5.5%
Illinois(1)	**5.3%**	**5.0%**	**5.1%**	5.3%	5.0%	5.1%
Georgia	**5.3%**	**5.0%**	**5.2%**	5.3%	4.8%	5.1%
Florida	**6.3%**	**4.8%**	**5.2%**	6.3%	4.5%	5.2%
North Carolina	**5.0%**	**5.0%**	**5.0%**	5.0%	4.8%	4.9%
Virginia	**4.8%**	**4.8%**	**4.8%**	4.8%	4.8%	4.8%
Maryland(1)	**4.8%**	**4.8%**	**4.8%**	4.8%	4.8%	4.8%

(1) Includes equity-accounted investments.

Fair values are most sensitive to changes in capitalization rates and stabilized net operating income. Generally, an increase in stabilized 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 stabilized net operating income, with a lower capitalization rate resulting in a greater impact on 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 (assuming no change in stabilized net operating income), the value of the income producing properties as at September 30, 2024, would decrease by $214,552 or increase by $239,926, respectively.

PROPERTY CAPITAL INVESTMENTS

The REIT has a continual capital improvement program with respect to its investment properties. The program is designed to maintain and improve the operating performance of the properties and has enhanced the value of the properties by allowing the REIT to charge higher rents or by enabling it to lower operating expenses. The capital investments have also increased resident retention by ensuring that the properties retain their attractiveness to both existing and prospective tenants.

The REIT is committed to improving its operating performance by incurring appropriate capital expenditures in order to replace and maintain the productive capacity of its property portfolio so as to sustain its rental income-generating potential over the portfolio's useful life. In accordance with IFRS, the REIT capitalizes all capital improvement expenditures on its properties which enhance the service potential of the property and extend the useful lives of the asset.

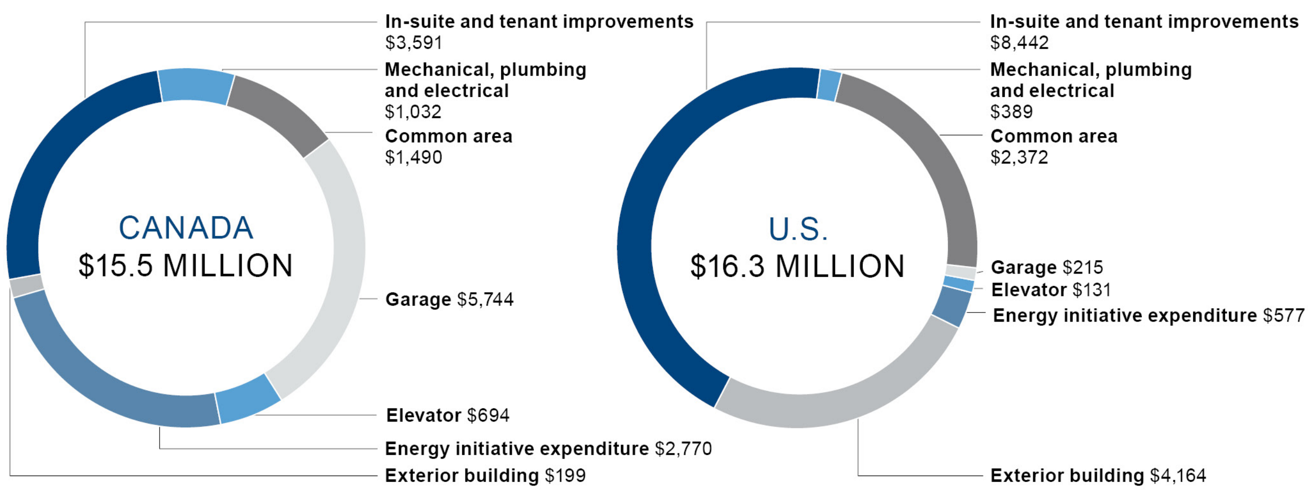
The following table provides additional details on total capital expenditures over the following periods:

(In thousands of dollars)	Nine months ended September 30 2024	2023	Year ended December 31 2023	2022
Common area	**$3,862**	$5,169	$9,683	$6,583
Mechanical, plumbing and electrical	**1,421**	1,840	2,912	3,670
Exterior building	**4,363**	4,263	7,209	12,484
Garage	**5,959**	2,502	5,041	1,100
Elevator	**825**	105	138	263
Energy initiative expenditure	**3,347**	1,268	6,263	3,819
In-suite and tenant improvements	**12,033**	8,901	13,053	12,900
Total capital expenditures	**$31,810**	$24,048	$44,299	$40,819

Capital Expenditures by Region

The following details total capital expenditures by region:

For the nine months ended September 30, 2024
(In thousands of dollars)



EQUITY-ACCOUNTED INVESTMENTS

The following are the REIT's equity-accounted investments as at September 30, 2024, and December 31, 2023:

			REIT's Ownership		Carrying Value	
Property	Place of Business	Investment Type	September 30, 2024	December 31, 2023	September 30, 2024	December 31, 2023
Marquee at Block 37	Chicago, IL	Joint Venture	**50%**	50%	**$60,514**	$53,282

The Marquee at Block 37 is a 38-storey apartment building located in the heart of downtown Chicago and features 690 suites and extensive best-in-class amenities.

The following table presents the change in the balance of the equity-accounted investments:

As at (In thousands of Canadian dollars)	September 30, 2024	December 31, 2023
Balance, beginning of period	**$53,282**	$105,462
Transfer[(1)]	**—**	(52,857)
Distributions received	**(2,057)**	(3,385)
Share of net income	**8,108**	5,376
Foreign exchange gain (loss)	**1,181**	(1,314)
Balance, end of period	**$60,514**	$53,282

(1) On January 5, 2023, the REIT acquired from Morguard the remaining 50% interest in Fenestra at Rockville Town Square, at which point the carrying value of the 50% interest was transferred to each respective balance sheet line item including income producing properties in the amount of $96,840 and mortgage payable in the amount of $45,997.

PART V

LIQUIDITY AND CAPITAL RESOURCES

LIQUIDITY

The REIT has liquidity of $203,500, comprised of approximately $103,500 in cash, $100,000 available credit under its revolving credit facility with Morguard Corporation. In addition, the REIT has approximately $109,000 of additional net mortgage financing proceeds expected to close during the fourth quarter, and $203,000 of unencumbered assets.

Net cash flows from operating activities represent the primary source of liquidity to fund distributions and maintenance capital expenditures. The REIT's net cash flows from operating activities depend on the occupancy level of its rental properties, rental rates on its leases, collectability of rent from its tenants, level of operating expenses and other factors. Material changes in these factors may adversely affect the REIT's cash flows from operating activities and liquidity (see Part VII, "Risks and Uncertainties").

The REIT expects to be able to meet all of its obligations, including distributions to Unitholders, maintenance and property capital expenditure commitments as they become due, and to provide for the future growth of the business. The REIT expects to have sufficient liquidity as a result of cash flows from operating activities and financing available through the Morguard Facility. Accordingly, the REIT does not intend to repay maturing debt from cash flow but rather with proceeds from refinancing such debt, subject to certain conditions (see Part V, "Capital Structure and Debt Profile").

CASH FLOWS

The following table details the changes in cash for the following periods:

	Three months ended September 30		Nine months ended September 30	
(In thousands of dollars)	**2024**	2023	**2024**	2023
Cash provided by operating activities	**$15,133**	$13,476	**$65,779**	$65,806
Cash used in investing activities	**(14,361)**	(9,369)	**(31,810)**	(188,758)
Cash provided by (used in) financing activities	**(25,486)**	(15,506)	**50,808**	135,377
Net increase (decrease) in cash during the period	**(24,714)**	(11,399)	**84,777**	12,425
Net effect of foreign currency translation on cash balance	**258**	(1,212)	**670**	899
Cash, beginning of the period	**127,728**	40,571	**17,825**	14,636
Cash, end of period	**$103,272**	$27,960	**$103,272**	$27,960

Three months ended September 30, 2024 and 2023

Cash Provided by Operating Activities

Cash provided by operating activities during the three months ended September 30, 2024, was $15,133, compared to $13,476 in 2023. The change during the period mainly relates to an increase in non-cash operating assets and liabilities of $2,594, an increase in other income of $1,740 and a decrease in current income tax of $109, partially offset by an increase in interest expense of $1,770, an increase in foreign exchange loss of $562, an increase in additions to tenant incentives of $205, an increase in trust expense of $143 and a decrease in NOI (excluding IFRIC 21 adjustment) of $78.

Cash Used in Investing Activities

Cash used in investing activities during the three months ended September 30, 2024, totalled $14,361, compared to $9,369 during the same period in 2023. Cash used in investing activities during the period consists of capitalization of property enhancements of $14,361.

Cash Used in Financing Activities

Cash used in financing activities during the three months ended September 30, 2024, was $25,486, compared to $15,506 during the same period in 2023. The cash used in financing activities during the period was largely due to the repurchase of Units for cancellation of $10,825, mortgage principal installment repayments totalling $7,658 and distributions paid to Unitholders of $6,687.

Nine months ended September 30, 2024 and 2023

Cash Provided by Operating Activities

Cash provided by operating activities during the nine months ended September 30, 2024, was $65,779, compared to $65,806 in 2023. The change during the period mainly relates to an increase in interest on mortgages of $4,488, an increase in current income taxes of $1,430, a decrease in distributions from equity-accounted investments of $649, an increase in additions to tenant incentives of $549, an increase in foreign exchange loss of $544 and an increase in trust expense of $339, partially offset by an increase in NOI (excluding IFRIC 21 adjustment) of $3,758, an increase in other income of $1,355 and a net increase in non-cash operating assets and liabilities of $2,915.

Cash Used in Investing Activities

Cash used in investing activities during the nine months ended September 30, 2024, totalled $31,810, compared to $188,758 during the same period in 2023. The cash used in investing activities during the period consists of the capitalization of property enhancements of $31,810.

Cash Provided by Financing Activities

Cash provided by financing activities during the nine months ended September 30, 2024, totalled $50,808, compared to $135,377 during the same period in 2023. The cash provided by financing activities during the period was largely due to net proceeds from new mortgages of $204,174 and net proceeds from the Morguard Facility of $2,348, partially offset by the repayment of mortgages due to mortgage extinguishment of $91,411, mortgage principal instalment repayments of $23,810, distributions paid to Unitholders of $20,159, the repurchase of Units for cancellation of $19,141 and distributions to non-controlling interest of $1,069.

CAPITAL STRUCTURE AND DEBT PROFILE

The REIT's capital management is designed to maintain a level of capital that allows it to implement its business strategy while complying with investment and debt restrictions pursuant to the Declaration of Trust, as well as existing debt covenants, while continuing to build long-term Unitholder value and maintaining sufficient capital contingencies. Total capitalization is calculated as the sum of the principal amount of the REIT's total debt (including mortgages payable, convertible debentures, lease liabilities and amounts drawn under its revolving credit facility with Morguard), Unitholders' equity and Class B LP Units liability.

The total managed capital of the REIT is summarized below:

As at (In thousands of dollars)	September 30, 2024	December 31, 2023
Mortgages payable, principal balance	**$1,627,878**	$1,511,252
Convertible debentures, face value	**56,000**	56,000
Lease liabilities	**16,564**	16,059
Class B LP Units	**331,889**	254,385
Unitholders' equity	**1,891,991**	1,852,778
Total capitalization	**$3,924,322**	$3,690,474

DEBT PROFILE

As at September 30, 2024, the overall leverage, as represented by the ratio of total indebtedness to gross book value was 38.9%. The requirements of the REIT's operating policies as outlined in the Declaration of Trust include the requirement that the REIT will not incur or assume indebtedness if, after giving effect to the incurring or assumption of the indebtedness, the total indebtedness of the REIT would be more than 70% of the gross book value.

The interest coverage ratio and the indebtedness coverage ratio are calculated based on obligations associated with mortgages payable, lease liabilities, the convertible debentures and the Morguard Facility.

The following tables summarize the key liquidity metrics:

As at	September 30, 2024	December 31, 2023
Total indebtedness to gross book value[1]	**38.9%**	38.7%
Weighted average mortgage interest rate[2]	**3.87%**	3.72%
Weighted average term to maturity on mortgages payable (years)	**5.1**	4.9

(1) A calculation of indebtedness to gross book value (a non-GAAP ratio) and a reconciliation of the ratio's non-GAAP financial measure components from the IFRS financial statement presentation is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."
(2) Represents the contractual interest rates on mortgages payable.

	Three months ended September 30		Nine months ended September 30	
	2024	2023	**2024**	2023
Interest coverage ratio [1]	**2.24**	2.38	**2.36**	2.47
Indebtedness coverage ratio [2]	**1.57**	1.60	**1.61**	1.62

(1) A calculation of interest coverage ratio (a non-GAAP ratio) and a reconciliation of the ratio's non-GAAP financial measure components from the IFRS financial statement presentation is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."
(2) A calculation of indebtedness coverage ratio (a non-GAAP ratio) and a reconciliation of the ratio's non-GAAP financial measure components from the IFRS financial statement presentation is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."

MORTGAGES PAYABLE

Mortgages payable consist of the following:

As at (In thousands of dollars)	September 30, 2024	December 31, 2023
Principal balance of mortgages	**$1,627,878**	$1,511,252
Deferred financing costs	**(17,008)**	(13,628)
Mark-to-market adjustment	**(1,797)**	(2,262)
	$1,609,073	$1,495,362
Range of interest rates	**2.03−7.41%**	2.03−7.39%
Weighted average interest rate	**3.87%**	3.72%
Weighted average term to maturity (years)	**5.1**	4.9
Fair value of mortgages	**$1,594,448**	$1,438,179

As at September 30, 2024, the principal balance on the mortgages payable totalled $1,627,878 (December 31, 2023 - $1,511,252), the deferred financing costs associated with the mortgages amounted to $17,008 (December 31, 2023 - $13,628) and the mark-to-market adjustment amounted to $1,797 (December 31, 2023 - $2,262).

Mortgages payable increased by $113,711 as at September 30, 2024, to $1,609,073, compared to $1,495,362 at December 31, 2023. The increase is mainly due to the following:

- The repayment of mortgages totalling $91,411 on three multi-suite residential properties located in Mississauga, Ontario, which were refinanced for an amount totalling $209,632;
- Financing costs of $5,458;
- Scheduled principal repayments of $23,810;
- An increase of $22,009 due to the change in the U.S. dollar foreign exchange rate; and
- Amortization of deferred financing costs and mark-to-market adjustment on mortgages totalling $2,749.

During the three months ended June 30, 2024, the REIT completed the Canada Mortgage and Housing Corporation ("CMHC") insured financing of three multi-suite residential properties located in Mississauga, Ontario, for an aggregate amount of $209,632 at a weighted average interest rate of 4.64% and for terms of 10.5 years. The maturing mortgages amounted to $91,411, had a weighted average interest rate of 3.36%, and were refinanced before their scheduled maturities resulting in a prepayment fee on mortgage extinguishment of $257 recorded to interest expense.

As at September 30, 2024, approximately 95% of the REIT's real estate properties, and related rental revenue, have been pledged as collateral for the mortgages payable.

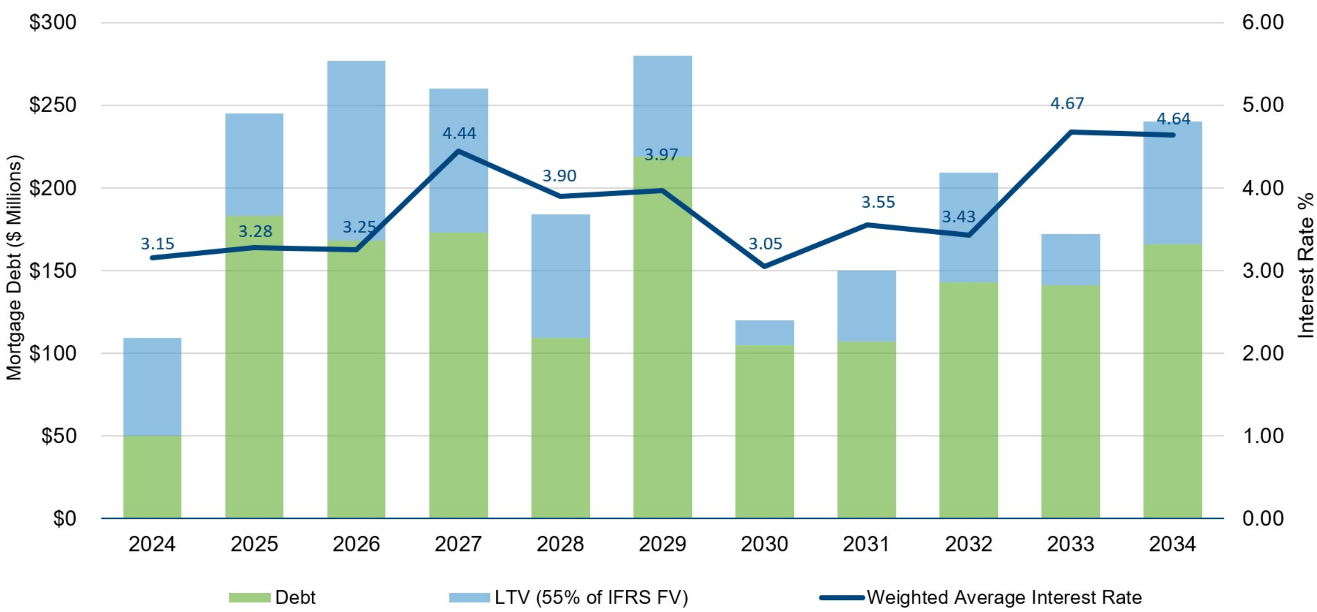
Short-term fluctuations in working capital are funded through the Morguard Facility. The REIT anticipates meeting all future obligations and has no off-balance-sheet financing arrangements.

The following table details the REIT's mortgages that are scheduled to mature in the next two years.

	2024				2025			
Asset Type	**Number of Properties**	**Principal Maturing**	**Weighted Average Interest Rate**	**Maturing Loan-to-Value Ratio**	**Number of Properties**	**Principal Maturing**	**Weighted Average Interest Rate**	**Maturing Loan-to-Value Ratio**
Canada	2	$49,539	3.15%	20.7%	1	$30,832	2.25%	19.6%
U.S.	—	—	—%	—%	1	152,247	3.49%	53.6%
	2	**$49,539**	**3.15%**	**20.7%**	**2**	**$183,079**	**3.28%**	**41.3%**

As at September 30, 2024, the following table illustrates the REIT's mortgages (including equity-accounted investment at the REIT's interest), along with the IFRS fair value (at a loan-to-value of 55%) secured against the mortgages by year of maturity:

As at September 30, 2024



CONVERTIBLE DEBENTURES

Convertible debentures consist of the following:

(In thousands of dollars)	September 30, 2024	December 31, 2023
6.00% convertible unsecured subordinated debentures	**$52,908**	$52,245
Fair value of conversion option	**3,010**	2,131
Unamortized financing costs	**(1,777)**	(2,100)
	$54,141	$52,276

For the three and nine months ended September 30, 2024, interest on the convertible debentures amounting to $840 (2023 - $855) and $2,520 (2023 - $2,761), respectively, is included in interest expense.

6.00% Convertible Unsecured Subordinated Debentures

On March 9, 2023, the REIT issued $50,000 principal amount of 6.00% convertible unsecured subordinated debentures (the "2023 Debentures") maturing on March 31, 2028 (the "Maturity Date"). On March 17, 2023, an additional principal amount of $6,000 was issued pursuant to the exercise of the over-allotment option. Interest is payable semi-annually, not in advance, on March 31 and September 30 of each year, commencing on September 30, 2023. The underwriters' commissions, legal and other issue costs attributable to the 2023 Debentures in the amount of $2,410 have been capitalized and are being amortized over their term to maturity. Morguard and Paros Enterprises Limited, related parties, own $5,000 and $2,000 aggregate principal amount of the 2023 Debentures, respectively.

As at September 30, 2024, $56,000 of the face value of the 2023 Debentures were outstanding.

Each of the 2023 Debentures can be converted into fully paid, non-assessable and freely tradable Units at the option of the holder at any time prior to the close of business on the earlier of the Maturity Date and the business day immediately preceding the date specified by the REIT for redemption of the 2023 Debentures, at a conversion price of $24.15 per Unit, being a ratio of approximately 41.4079 Units per $1,000 principal amount of the 2023 Debentures.

MORGUARD FACILITY

The REIT has an unsecured revolving credit facility with Morguard (the "Morguard Facility") that provides for borrowings or advances that can be drawn or advanced either in Canadian dollars or an equivalent amount in United States dollars at the entity's borrowing cost, subject to the availability of sufficient funds. The maximum allowable to be borrowed or advanced under the Morguard Facility is $100,000.

As at September 30, 2024, the net amount receivable under the Morguard Facility was $nil (December 31, 2023 - $2,627).

During the three months ended September 30, 2024, the REIT recorded net interest expense of $nil (2023 - $117) and during the nine months ended September 30, 2024, the REIT recorded net interest income of $9 (2023 - net interest expense of $9) on the Morguard Facility.

UNITHOLDERS' EQUITY, SPECIAL VOTING UNITS AND CLASS B LP UNITS

UNITS

The REIT is authorized to issue an unlimited number of Units. Each Unit confers the right to one vote at any meeting of Unitholders and to participate *pro rata* in the distributions by the REIT and, in the event of termination or winding-up of the REIT, in the net assets of the REIT. The Unitholders have the right to require the REIT to redeem their Units on demand subject to certain conditions. The Units have no par value. Upon receipt of the redemption notice by the REIT, all rights to and under the Units tendered for redemption will cease and the holder thereof will be entitled to receive a price per Unit ("Redemption Price") as determined by a formula outlined in the Declaration of Trust. The Redemption Price will be paid in accordance with the conditions provided for in the Declaration of Trust.

The Trustees have discretion with respect to the timing and amounts of distributions.

The following table summarizes the changes in Units for the period from December 31, 2022, to September 30, 2024:

Issued and Fully Paid Units (In thousands, except Unit amounts)	Units	Amount
Balance, December 31, 2022	39,111,793	$470,774
Units issued under DRIP	56,150	909
Units repurchased through the REIT's NCIB plan	(1,431,984)	(23,533)
Balance, December 31, 2023	37,735,959	448,150
Units issued under DRIP	**43,626**	**696**
Units repurchased through the REIT's NCIB plan	**(1,129,807)**	**(19,141)**
Balance, September 30, 2024	**36,649,778**	**$429,705**

NORMAL COURSE ISSUER BIDS

On January 6, 2023, the REIT had the approval of the TSX under its normal course issuer bid ("NCIB") to purchase up to 1,474,371 Units and $4,024 principal amount of the 2018 Debentures. The program expired on January 9, 2024. On January 10, 2024, the REIT obtained the approval of the TSX under its NCIB, commencing January 12, 2024, to purchase up to 2,795,028 Units, being approximately 10% of the public float of outstanding Units; the program expires on January 11, 2025. The daily repurchase restriction for the Units is 6,634. Additionally, the REIT may purchase up to $4,900 principal amount of the 2023 Debentures, being 10% of the public float of outstanding 2023 Debentures. The daily repurchase restriction for the 2023 Debentures is $6. The price that the REIT would pay for any such Units or 2023 Debentures would be the market price at the time of acquisition.

During the nine months ended September 30, 2024, 1,129,807 Units were repurchased for cash consideration of $19,141 at a weighted average price of $16.94 per Unit. During the year ended December 31, 2023, 1,431,984 Units were repurchased for cash consideration of $23,533 at a weighted average price of $16.43 per Unit.

DISTRIBUTION REINVESTMENT PLAN

Under the REIT's Distribution Reinvestment Plan ("DRIP"), Unitholders can elect to reinvest cash distributions into additional Units at a weighted average closing price of the Units on the TSX for the five trading days immediately preceding the applicable date of distribution. During the nine months ended September 30, 2024, the REIT issued 43,626 Units under the DRIP (year ended December 31, 2023 - 56,150 Units).

SPECIAL VOTING UNITS AND CLASS B LP UNITS

The REIT is authorized to issue an unlimited number of Special Voting Units. The Declaration of Trust and the exchange agreement provide for the issuance of the Special Voting Units, which have no economic entitlement in the REIT or in the distribution or assets of the REIT but are used to provide voting rights proportionate to the votes of the Units to holders of securities exchangeable into Units, including the Class B LP Units. Each Special Voting Unit is not transferable separately from the Class B LP Unit to which it is attached and will be automatically redeemed and cancelled upon exchange of the attached Class B LP Unit into a Unit.

On April 18, 2012, the REIT issued 17,223,090 Class B LP Units to Morguard for $172,231. The Class B LP Units are non-transferable, except under certain circumstances, but are exchangeable on a one-for-one basis into Units of the REIT at any time at the option of the holder. Prior to such exchange, distributions are made on the Class B LP Units in an amount equivalent to the distribution that would have been made had the Units of the REIT been issued. Each Class B LP Unit was accompanied by a Special Voting Unit that entitles the holder to receive notice of, attend and vote at all meetings of the Unitholders. There is no value assigned to the Special Voting Units.

As at September 30, 2024, the REIT valued the Class B LP Units based on the closing price of the TSX-listed Units which resulted in a fair value liability of $331,889 (December 31, 2023 - $254,385), and a corresponding fair value loss for the three months ended September 30, 2024 of $65,276 (2023 - gain of $34,446) and a fair value loss for the nine months ended September 30, 2024 of $77,504 (2023 - gain of $23,251). For the three and nine months ended September 30, 2024, distributions on Class B LP Units amounting to $3,186 (2023 - $3,100) and $9,558 (2023 - $9,300), respectively, are included in interest expense.

As at September 30, 2024, Morguard owned a 47.0% effective interest in the REIT through its ownership of 8,120,666 Units and 17,223,090 Class B LP Units.

As at September 30, 2024, there were 36,649,778 Units and 17,223,090 exchangeable Class B LP Units issued and outstanding.

As at October 29, 2024, there were 36,458,602 Units and 17,223,090 exchangeable Class B LP Units issued and outstanding.

PART VI

RELATED PARTY TRANSACTIONS

Related party transactions that are in the normal course of operations are subject to the same processes and controls as other transactions; that is, they are subject to standard approval procedures and management oversight but are also considered by management for reasonability against fair value. Related party transactions that are found to be material are subject to review and approval by a committee of independent Trustees.

AGREEMENTS WITH MORGUARD AFFILIATES

The REIT, Morguard NAR Canada Limited Partnership (the “Partnership”) and its subsidiaries entered into a series of agreements (“Agreements”) with certain Morguard affiliates whereby the following services are provided by Morguard’s affiliates under the direction of the REIT:

Property Management

Pursuant to the Agreements, Morguard’s affiliates administer the day-to-day operations of the Canadian and U.S. income producing properties, for which Morguard’s affiliates receive partnership fees and distributions equal to 3.5% of gross property revenue of the income producing properties, payable monthly. Fees and distributions for the three and nine months ended September 30, 2024 amounted to $3,066 (2023 - $2,989) and $9,153 (2023 - $8,816), respectively, and are included in property operating costs and equity income (loss) from investments.

Asset Management

Pursuant to the Agreements, Morguard’s affiliates have certain duties and responsibilities for the strategic management and administration of the Partnership and its subsidiaries, for which they receive partnership fees and distributions equal to 0.25% of the Partnership’s gross book value defined as acquisition cost of the REIT’s assets plus: (i) fair value adjustments; and (ii) accumulated amortization on property, plant and equipment. In addition, an annual fee and distribution is calculated in arrears, determined by multiplying 15% of the Partnership’s funds from operations in excess of $0.66 per Unit. Fees and distributions for the three and nine months ended September 30, 2024 amounted to $4,895 (2023 - $4,747) and $14,813 (2023 - $14,480), respectively, and are included in trust expenses and equity income (loss) from investments.

Acquisition

Pursuant to the Agreements, Morguard’s affiliates are entitled to receive partnership fees with respect to properties acquired, directly or indirectly, by the REIT from third parties, and the fees are to be paid upon the closing of the purchase of each such property. The fees range from 0% of the purchase price paid for properties acquired directly or indirectly from Morguard, including entities controlled by Morguard, up to 0.75% of the purchase price paid for properties acquired from third parties. Fees relating to acquisition services for the three and nine months ended September 30, 2024, amounted to $nil (2023 - $nil) and $nil (2023 - $825), respectively, and have been capitalized to income producing properties.

Financing

Pursuant to the Agreements, with respect to arranging for financing services, Morguard’s affiliates are entitled to receive partnership fees equal to 0.15% of the principal amount and associated costs (excluding mortgage premiums) of any debt financing or refinancing. Fees relating to financing services for the three and nine months ended September 30, 2024 amounted to $nil (2023 - $56) and $313 (2023 - $285), respectively, and have been capitalized to deferred financing costs.

Other Services

As at September 30, 2024, the REIT had its portfolio appraised by Morguard’s appraisal division. Fees relating to appraisal services for the three and nine months ended September 30, 2024 amounted to $52 (2023 - $52) and $156 (2023 - $156), respectively, and are included in trust expenses.

All the Agreements have an initial term of 10 years and are renewable for further terms of five years each, subject to certain notice provisions or upon the occurrence of an event of default as stipulated in the provisions of the Agreements.

PART VII

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND ESTIMATES

The REIT's unaudited condensed consolidated financial statements for the three and nine months ended September 30, 2024 and 2023, have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the IASB. The condensed consolidated financial statements use the same accounting policies and methods of their application as the most recent annual audited consolidated financial statements and accompanying notes for the year ended December 31, 2023, which include the material accounting policies most affected by estimates and judgments, and should be read in conjunction with the most recent annual audited consolidated financial statements.

The MD&A for the year ended December 31, 2023, contains a discussion of the material accounting policies most affected by estimates and judgments used in the preparation of the consolidated financial statements, being the accounting estimates of fair values of income producing properties and valuation of financial instruments. Management determined that as at September 30, 2024, there is no change to the assessment of the material accounting policies most affected by estimates and judgments as detailed in the MD&A for the year ended December 31, 2023.

FINANCIAL INSTRUMENTS

The following describes the REIT's recognized and unrecognized financial instruments.

The REIT's financial assets and liabilities comprise cash, restricted cash, amounts receivable, the Morguard Facility, accounts payable and accrued liabilities, mortgages payable, Class B LP Units, lease liabilities and the convertible debentures.

Financial assets must be classified and measured on the basis of both the business model in which the assets are managed and the contractual cash flow characteristics of the asset. Financial assets subsequent to initial recognition are classified and measured based on three categories: amortized cost, fair value through other comprehensive income ("FVTOCI") and fair value through profit or loss ("FVTPL"). Financial liabilities are classified and measured based on two categories: amortized cost and FVTPL. Fair values of financial assets and liabilities are presented as follows:

FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

The fair values of cash, restricted cash, amounts receivable, the Morguard Facility and accounts payable and accrued liabilities approximate their carrying values due to the short-term maturity of those instruments.

Mortgages payable, lease liabilities and the convertible debentures are carried at amortized cost using the effective interest method of amortization. The estimated fair values of long-term borrowings have been determined 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 REIT.

The fair value of the mortgages payable has been determined by discounting the cash flows of these financial obligations using September 30, 2024, market rates for debts of similar terms. Based on these assumptions, as at September 30, 2024, the fair value of the mortgages payable before deferred financing costs and mark-to-market adjustment is estimated at $1,594,448 (December 31, 2023 - $1,438,179), compared with the carrying value of $1,627,878 (December 31, 2023 - $1,511,252). The fair value of the mortgages payable varies from their carrying value due to fluctuations in market interest rates since their issue.

The fair values of the convertible debentures are based on their market trading price. As at September 30, 2024, the fair value of the convertible debentures before deferred financing costs has been estimated at $56,616 (December 31, 2023 - $54,880), compared with the carrying value of $52,908 (December 31, 2023 - $52,245).

The fair value of the Class B LP Units is equal to the market trading price of the Units.

The REIT's convertible debentures have no restrictive covenants.

RISKS AND UNCERTAINTIES

There are certain risks inherent in an investment in the Units and activities of the REIT that investors should carefully consider before investing in securities of the REIT. Risks and uncertainties are disclosed in the REIT's MD&A for the year ended December 31, 2023 and in the Risks and Uncertainties section of the latest Annual Information Form, dated February 13, 2024.

CONTROLS AND PROCEDURES CONCERNING FINANCIAL INFORMATION

The financial certification process project team has documented and assessed the design of the internal controls in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. This undertaking has enabled the Chief Executive Officer and Chief Financial Officer to attest that the design of the internal controls with regard to financial information are effective using the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control - Integrated Framework (2013). In order to ensure that the consolidated financial statements and MD&A present fairly, in all material respects, the financial position of the REIT and the results of its operations, management is responsible for establishing and maintaining disclosure controls and procedures, as well as internal control over financial reporting.

The REIT's management has evaluated the effectiveness of the REIT's disclosure controls and procedures and, based on such evaluation, has concluded that their design is adequate and effective as of and for the nine months ended September 30, 2024. The REIT's management has also evaluated the effectiveness of the internal controls over financial reporting and has concluded that their design is effective as of and for the nine months ended September 30, 2024.

An information disclosure policy constitutes the framework for the information disclosure process with regard to the annual and interim filings, as well as to other reports filed or submitted under securities legislation. This policy aims in particular at identifying material information and validating the related reporting. Morguard's Disclosure Committee, established in 2005, is responsible for ensuring compliance with this policy for both Morguard and the REIT. Morguard's senior management acts as the Disclosure Committee, ensuring compliance with this policy and reviewing main documents to be filed with regulatory authorities to ensure that all significant information regarding operations is communicated in a timely manner.

PART VIII

SUMMARY OF QUARTERLY INFORMATION

The following table provides a summary of operating results for the last eight quarters.

(In thousands of dollars, except per Unit amounts)	Revenue	NOI	Proportionate NOI	FFO	Net Income (Loss) Attributable to Unitholders	Net Income (Loss) Attributable to Unitholders per Unit	
						Basic	Diluted[1]
September 30, 2024	**$85,788**	**$52,031**	**$44,353**	**$21,852**	**($20,791)**	**($0.38)**	**($0.35)**
June 30, 2024	85,756	54,649	46,401	22,685	48,316	0.88	0.86
March 31, 2024	84,756	20,587	44,903	22,534	25,731	0.47	0.46
December 31, 2023	85,000	55,020	47,675	24,341	25,123	0.47	0.47
September 30, 2023	83,646	52,418	44,179	21,936	40,491	0.73	0.71
June 30, 2023	83,326	53,494	45,238	23,711	81,227	1.45	1.40
March 31, 2023	79,648	19,308	41,664	21,954	29,495	0.52	0.50
December 31, 2022	75,076	46,460	42,284	23,526	(175,846)	(3.13)	(2.89)

(1) Includes the dilutive impact of the convertible debentures.

SUMMARY OF QUARTERLY RESULTS

A significant portion of the REIT's real estate properties are located in the United States. As a result, the REIT is exposed to foreign currency exchange rate fluctuations with respect to its quarterly results derived from its properties located in the U.S.

Quarterly results fluctuate due to acquisitions and dispositions, the impact of foreign exchange rate fluctuations and mortgage refinancing. In addition, net income (loss) includes a number of non-cash components, such as, fair value gain (loss) on Class B LP Units, fair value gain (loss) on real estate properties, an IFRIC 21 adjustment to realty taxes, equity income (loss) from investments and deferred taxes.

During the first quarter of 2023, the REIT acquired a property comprising 240 suites and the remaining 50% interest in a property comprising 492 suites.

During the fourth quarter of 2022, the REIT disposed of a property comprising 340 suites.

Revenue and Net Operating Income

The regional distribution of the REIT's suites serves to add stability to the REIT's cash flows because it reduces the REIT's vulnerability to economic fluctuations affecting any particular region. However, tenant retention and leasing vacant suites are critical to maintaining occupancy levels.

In Canada, certain provinces and territories have enacted residential tenancy legislation that, among other things, imposes rent control guidelines that limit the REIT's ability to raise rental rates at its properties. For the calendar year 2024, the Ontario guideline increase amount was established at 2.5% (2.5% for 2023 and 1.2% for 2022). In addition, overbuilding in the multi-suite residential sector, particularly in the United States, may increase the supply of multi-suite residential properties, further increasing the level of competition in certain markets. Such competition may reduce occupancy rates and rental revenues of the REIT and, consequently, revenue and operating results.

As at September 30, 2024, Same Property occupancy in Canada was stable at 97.8% and has been stable in this level since the third quarter of 2022 as leasing traffic normalized after a period of stay-at-home orders during the COVID-19 pandemic. Approximately 79% of the suites in Canada are located in the GTA. The GTA is Canada's most significant economic cluster and contains the largest concentration of people.

As at September 30, 2024, Same Property occupancy in the U.S. was 91.7% as the REIT's overall U.S. occupancy remained stable, continuing its positive momentum from 2023 and during 2024.

The REIT has seen steady revenue growth resulting from an increase in Same Property revenue due to AMR growth as well as the REIT's acquisition and disposition activity.

Similar to revenue, NOI has profiled stable and steady growth over the last eight quarters resulting from an increase in revenue and the REIT's ability to control expenses as a percentage of revenue. The impact of foreign exchange rates and the REIT's acquisition and disposition activity also factored into the variance from quarter to quarter. Furthermore, the first quarter results (three months ended March 31) are impacted by IFRIC 21, whereby the REIT records the entire annual realty tax expense for its U.S. properties on January 1, except for U.S. properties acquired during the year in which the realty taxes are not recorded in the year of acquisition. As a result, the second, third and fourth quarters typically have no realty tax expense, which results in higher NOI and NOI margins.

Net Income (Loss) Attributable to Unitholders

Taking into account the above factors for revenue and NOI variations, the change in net income (loss) is predominantly due to a change in non-cash components described below:

- The REIT valued the Class B LP Units based on the closing price of the TSX-listed Units from period to period, resulting in a fair value gain/loss on Class B LP Units due to volatility in the trading price of the REIT's Units;
- The REIT recognized a fair value gain on real estate properties for the three months ended September 30, 2024 and 2023 mainly due to an increase in stabilized NOI across the REIT's portfolio, partially offset by a 25 basis point increase in capitalization rates at several U.S. and Canadian properties. In addition, the equity-accounted investment include non-cash fair value changes on real estate properties; and
- The REIT has recorded deferred tax expense/recovery coinciding with the fair value gains/loss of the REIT's U.S. real estate properties.

SUBSEQUENT EVENTS

Subsequent to September 30, 2024, the REIT announced that its Board of Trustees has approved an increase to its annual cash distribution by $0.02 per Unit (2.70%). The increase is expected to be effective for the November 2024 distribution, payable December 2024. This will bring the distribution to $0.76 per Unit on an annualized basis from the current level of $0.74 per Unit.

The REIT entered into agreements, subject to CMHC approval, for the CMHC-insured refinancing of two multi-suite residential properties located in Mississauga, Ontario, providing gross proceeds of up to $109,265. The REIT expects to close the refinancing during the fourth quarter of 2024. The maturing mortgages amount to $49,539, and have a weighted average interest rate of 3.15%

PART IX

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

The REIT's proportionate consolidated financial statements are as follows:

BALANCE SHEETS

As at September 30, 2024	IFRS	Non-GAAP Adjustments NCI Share	Equity Interest	IFRIC 21	Proportionate Basis (Non-GAAP)
ASSETS					
Non-current assets					
Real estate properties	$4,180,374	($210,096)	$166,172	($9,501)	$4,126,949
Equity-accounted investments	60,514	—	(60,514)	—	—
	4,240,888	(210,096)	105,658	(9,501)	4,126,949
Current assets					
Amounts receivable	11,877	(561)	440	—	11,756
Prepaid expenses	14,982	(504)	284	—	14,762
Restricted cash	4,262	(1,594)	—	—	2,668
Cash	103,272	(1,721)	484	—	102,035
	134,393	(4,380)	1,208	—	131,221
	$4,375,281	($214,476)	$106,866	($9,501)	$4,258,170
LIABILITIES AND EQUITY					
Non-current liabilities					
Mortgages payable	$1,351,322	($19,390)	$100,136	$—	$1,432,068
Convertible debentures	54,141	—	—	—	54,141
Class B LP Units	331,889	—	—	—	331,889
Deferred income tax liabilities	283,959	—	—	—	283,959
Lease liabilities	16,564	—	—	—	16,564
	2,037,875	(19,390)	100,136	—	2,118,621
Current liabilities					
Mortgages payable	257,751	(77,466)	2,412	—	182,697
Accounts payable and accrued liabilities	76,321	(6,277)	4,318	(9,501)	64,861
	334,072	(83,743)	6,730	(9,501)	247,558
Total liabilities	2,371,947	(103,133)	106,866	(9,501)	2,366,179
EQUITY					
Unitholders' equity	1,891,991	—	—	—	1,891,991
Non-controlling interest	111,343	(111,343)	—	—	—
Total equity	2,003,334	(111,343)	—	—	1,891,991
	$4,375,281	($214,476)	$106,866	($9,501)	$4,258,170

The following table provides a reconciliation of gross book value and indebtedness as defined in the Declaration of Trust from their IFRS financial statement presentation:

As at September 30, 2024	IFRS	Non-GAAP Adjustments NCI Share	Equity Interest	IFRIC 21	Proportionate Basis (Non-GAAP)
Total Assets / Gross book value(1)	$4,375,281	($214,476)	$106,866	($9,501)	$4,258,170
Mortgage payable	$1,609,073	($96,856)	$102,548	$—	$1,614,765
Add: Deferred financing costs	17,008	(220)	295	—	17,083
Mark-to-market adjustment	1,797	—	—		1,797
	1,627,878	(97,076)	102,843	—	1,633,645
Convertible debentures, face value	56,000	—	—	—	56,000
Lease liabilities	16,564	—	—	—	16,564
Indebtedness	$1,700,442	($97,076)	$102,843	$—	$1,706,209
Indebtedness / Gross book value	38.9%				40.1%

(1) Gross book value (as defined in the Declaration of Trust) includes the impact of any fair value adjustments.

STATEMENTS OF INCOME

For the three months ended September 30 (In thousands of dollars)	2024 IFRS	2024 Non-GAAP Adjustments NCI Share	2024 Non-GAAP Adjustments Equity Interest	2024 Non-GAAP Adjustments IFRIC 21	2024 Proportionate Basis (Non-GAAP)	2023 IFRS	2023 Non-GAAP Adjustments NCI Share	2023 Non-GAAP Adjustments Equity Interest	2023 Non-GAAP Adjustments IFRIC 21	2023 Proportionate Basis (Non-GAAP)
Revenue from properties										
Gross rental revenue	**$82,849**	**($4,390)**	**$4,056**	**$—**	**$82,515**	$79,171	($4,163)	$3,883	$—	$78,891
Vacancy	**(5,833)**	**276**	**(348)**	**—**	**(5,905)**	(3,977)	210	(199)	—	(3,966)
Ancillary	**8,772**	**(471)**	**197**	**—**	**8,498**	8,452	(441)	197	—	8,208
Total revenue from properties	**85,788**	**(4,585)**	**3,905**	**—**	**85,108**	83,646	(4,394)	3,881	—	83,133
Property operating expenses										
Operating costs	**24,331**	**(1,224)**	**914**	**—**	**24,021**	23,908	(1,185)	938	—	23,661
Realty taxes	**4,050**	**(307)**	**112**	**7,572**	**11,427**	2,587	(14)	—	8,018	10,591
Utilities	**5,376**	**(224)**	**155**	**—**	**5,307**	4,733	(177)	146	—	4,702
Total property operating expenses	**33,757**	**(1,755)**	**1,181**	**7,572**	**40,755**	31,228	(1,376)	1,084	8,018	38,954
NOI[1]	**52,031**	**(2,830)**	**2,724**	**(7,572)**	**44,353**	52,418	(3,018)	2,797	(8,018)	44,179
Other expense (income)										
Interest expense	**23,513**	**(1,065)**	**863**	**—**	**23,311**	17,976	(1,067)	870	—	17,779
Trust expenses	**5,534**	**(98)**	**107**	**—**	**5,543**	5,391	(91)	101	—	5,401
Equity loss (income) from investments	**(4,242)**	**—**	**4,242**	**—**	**—**	3,193	—	(3,193)	—	—
Foreign exchange loss (gain)	**552**	**—**	**—**	**—**	**552**	(10)	—	—	—	(10)
Other expense (income)	**(1,391)**	**—**	**—**	**—**	**(1,391)**	349	—	—	—	349
Income before fair value changes and income taxes	**28,065**	**(1,667)**	**(2,488)**	**(7,572)**	**16,338**	25,519	(1,860)	5,019	(8,018)	20,660
Fair value gain (loss) on real estate properties, net	**22,417**	**(278)**	**2,488**	**7,572**	**32,199**	(29,124)	3,150	(5,019)	8,018	(22,975)
Fair value gain (loss) on Class B LP Units	**(65,276)**	**—**	**—**	**—**	**(65,276)**	34,446	—	—	—	34,446
Income (loss) before income taxes	**(14,794)**	**(1,945)**	**—**	**—**	**(16,739)**	30,841	1,290	—	—	32,131
Provision for (recovery of) income taxes										
Current	**213**	**17**	**—**	**—**	**230**	322	(50)	—	—	272
Deferred	**3,822**	**—**	**—**	**—**	**3,822**	(8,632)	—	—	—	(8,632)
	4,035	**17**	**—**	**—**	**4,052**	(8,310)	(50)	—	—	(8,360)
Net income (loss) for the period	**($18,829)**	**($1,962)**	**$—**	**$—**	**($20,791)**	$39,151	$1,340	$—	$—	$40,491
[1] IFRIC 21 included in NOI	**($7,638)**	**$621**	**($555)**	**$7,572**	**$—**	($7,947)	$669	($740)	$8,018	$—

The following table provides a reconciliation of interest and indebtedness coverage ratios from their IFRS financial statement presentation:

For the three months ended September 30 (In thousands of dollars)	2024 IFRS	2024 Non-GAAP Adjustments NCI Share	2024 Non-GAAP Adjustments Equity Interest	2024 Non-GAAP Adjustments IFRIC 21	2024 Proportionate Basis (Non-GAAP)	2023 IFRS	2023 Non-GAAP Adjustments NCI Share	2023 Non-GAAP Adjustments Equity Interest	2023 Non-GAAP Adjustments IFRIC 21	2023 Proportionate Basis (Non-GAAP)
NOI	**$52,031**	**($2,830)**	**$2,724**	**($7,572)**	**$44,353**	$52,418	($3,018)	$2,797	($8,018)	$44,179
IFRIC 21 adjustment	**(7,638)**	**621**	**(555)**	**7,572**	**—**	(7,947)	669	(740)	8,018	—
Trust expenses	**(5,534)**	**98**	**(107)**	**—**	**(5,543)**	(5,391)	91	(101)	—	(5,401)
Other income (expense)	**1,391**	**—**	**—**	**—**	**1,391**	(349)	—	—	—	(349)
	$40,250	**($2,111)**	**$2,062**	**$—**	**$40,201**	$38,731	($2,258)	$1,956	$—	$38,429
Interest expense	**$23,513**	**($1,065)**	**$863**	**$—**	**$23,311**	$17,976	($1,067)	$870	$—	$17,779
Amortization of mark-to-market adjustment on mortgages	**(162)**	**—**	**—**	**—**	**(162)**	(171)	—	—	—	(171)
Accretion on convertible debentures	**(221)**	**—**	**—**	**—**	**(221)**	—	—	—	—	—
Fair value gain (loss) on conversion option on the convertible debentures	**(2,006)**	**—**	**—**	**—**	**(2,006)**	1,542	—	—	—	1,542
Distributions on Class B LP Units	**(3,186)**	**—**	**—**	**—**	**(3,186)**	(3,100)	—	—	—	(3,100)
	$17,938	**($1,065)**	**$863**	**$—**	**$17,736**	$16,247	($1,067)	$870	$—	$16,050
Interest coverage ratio	**2.24**				**2.27**	2.38				2.39
Indebtedness coverage ratio	**1.57**				**1.58**	1.60				1.60

STATEMENTS OF INCOME

	2024					2023				
		Non-GAAP Adjustments					Non-GAAP Adjustments			
For the nine months ended September 30 (In thousands of dollars)	IFRS	NCI Share	Equity Interest	IFRIC 21	Proportionate Basis (Non-GAAP)	IFRS	NCI Share	Equity Interest	IFRIC 21	Proportionate Basis (Non-GAAP)
Revenue from properties										
Same Property										
Gross rental revenue	$238,243	($12,990)	$11,982	$—	$237,235	$227,647	($12,271)	$11,358	$—	$226,734
Vacancy	(14,354)	872	(814)	—	(14,296)	(10,572)	551	(534)	—	(10,555)
Ancillary	25,106	(1,291)	676	—	24,491	24,673	(1,188)	682	—	24,167
Same Property	248,995	(13,409)	11,844	—	247,430	241,748	(12,908)	11,506	—	240,346
Acquisition	7,305	—	—	—	7,305	4,872	—	—	—	4,872
Total revenue from properties	256,300	(13,409)	11,844	—	254,735	246,620	(12,908)	11,506	—	245,218
Property operating expenses										
Same Property										
Operating costs	68,893	(3,562)	2,690	—	68,021	66,518	(3,333)	2,707	—	65,892
Realty taxes	39,995	(3,235)	2,889	(8,012)	31,637	37,839	(2,786)	3,002	(7,740)	30,315
Utilities	15,748	(590)	313	—	15,471	15,242	(472)	430	—	15,200
Same Property	124,636	(7,387)	5,892	(8,012)	115,129	119,599	(6,591)	6,139	(7,740)	111,407
Acquisition	4,397	—	—	(448)	3,949	1,801	—	—	929	2,730
Total property operating expenses	129,033	(7,387)	5,892	(8,460)	119,078	121,400	(6,591)	6,139	(6,811)	114,137
NOI										
Same Property	124,359	(6,022)	5,952	8,012	132,301	122,149	(6,317)	5,367	7,740	128,939
Acquisition	2,908	—	—	448	3,356	3,071	—	—	(929)	2,142
Total NOI[1]	127,267	(6,022)	5,952	8,460	135,657	125,220	(6,317)	5,367	6,811	131,081
Other expense (income)										
Interest expense	62,783	(3,193)	2,600	—	62,190	54,738	(3,132)	2,633	—	54,239
Trust expenses	16,691	(274)	310	—	16,727	16,352	(273)	312	—	16,391
Equity income from investments	(8,108)	—	8,108	—	—	(1,017)	—	1,017	—	—
Foreign exchange loss	558	—	—	—	558	14	—	—	—	14
Other income	(1,625)	—	—	—	(1,625)	(270)	—	—	—	(270)
Income before fair value changes and income taxes	56,968	(2,555)	(5,066)	8,460	57,807	55,403	(2,912)	1,405	6,811	60,707
Fair value gain on real estate properties, net	93,557	(796)	5,066	(8,460)	89,367	100,119	(6,840)	(1,405)	(6,811)	85,063
Fair value gain (loss) on Class B LP Units	(77,504)	—	—	—	(77,504)	23,251	—	—	—	23,251
Income before income taxes	73,021	(3,351)	—	—	69,670	178,773	(9,752)	—	—	169,021
Provision for income taxes										
Current	1,820	(89)	—	—	1,731	390	(50)	—	—	340
Deferred	14,683	—	—	—	14,683	17,468	—	—	—	17,468
	16,503	(89)	—	—	16,414	17,858	(50)	—	—	17,808
Net income for the period	$56,518	($3,262)	$—	$—	$53,256	$160,915	($9,702)	$—	$—	$151,213
[1] IFRIC 21 included in NOI	$8,448	($799)	$811	($8,460)	$—	$6,737	($685)	$759	($6,811)	$—

The following table provides a reconciliation of interest and indebtedness coverage ratios from their IFRS financial statement presentation:

	2024					2023				
		Non-GAAP Adjustments					Non-GAAP Adjustments			
For the nine months ended September 30 (In thousands of dollars)	IFRS	NCI Share	Equity Interest	IFRIC 21	Proportionate Basis (Non-GAAP)	IFRS	NCI Share	Equity Interest	IFRIC 21	Proportionate Basis (Non-GAAP)
NOI	$127,267	($6,022)	$5,952	$8,460	$135,657	$125,220	($6,317)	$5,367	$6,811	$131,081
IFRIC 21 adjustment	8,448	(799)	811	(8,460)	—	6,737	(685)	759	(6,811)	—
Trust expenses	(16,691)	274	(310)	—	(16,727)	(16,352)	273	(312)	—	(16,391)
Other income	1,625	—	—	—	1,625	270	—	—	—	270
	$120,649	($6,547)	$6,453	$—	$120,555	$115,875	($6,729)	$5,814	$—	$114,960
Interest expense	$62,783	($3,193)	$2,600	$—	$62,190	$54,738	($3,132)	$2,633	$—	$54,239
Amortization of mark-to-market adjustment on mortgages	(519)	—	—	—	(519)	(562)	—	—	—	(562)
Accretion on convertible debentures	(663)	—	—	—	(663)	—	—	—	—	—
Fair value gain (loss) on conversion option on the convertible debentures	(879)	—	—	—	(879)	2,080	—	—	—	2,080
Distributions on Class B LP Units	(9,558)	—	—	—	(9,558)	(9,300)	—	—	—	(9,300)
	$51,164	($3,193)	$2,600	$—	$50,571	$46,956	($3,132)	$2,633	$—	$46,457
Interest coverage ratio	2.36				2.38	2.47				2.47
Indebtedness coverage ratio	1.61				1.61	1.62				1.61

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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BALANCE SHEETS

In thousands of Canadian dollars

As at	Note	September 30, 2024	December 31, 2023
ASSETS			
Non-current assets			
Real estate properties	3	**$4,180,374**	$3,999,481
Equity-accounted investments	4	**60,514**	53,282
		4,240,888	4,052,763
Current assets			
Morguard Facility	8	**—**	2,627
Amounts receivable		**11,877**	9,571
Prepaid expenses		**14,982**	9,070
Restricted cash		**4,262**	4,075
Cash		**103,272**	17,825
		134,393	43,168
		$4,375,281	$4,095,931
LIABILITIES AND EQUITY			
Non-current liabilities			
Mortgages payable	5	**$1,351,322**	$1,327,738
Convertible debentures	6	**54,141**	52,276
Class B LP Units	7	**331,889**	254,385
Deferred income tax liabilities	16	**283,959**	263,424
Lease liabilities	9	**16,564**	16,059
		2,037,875	1,913,882
Current liabilities			
Mortgages payable	5	**257,751**	167,624
Accounts payable and accrued liabilities	10	**76,321**	54,774
		334,072	222,398
Total liabilities		**2,371,947**	2,136,280
EQUITY			
Unitholders' equity		**1,891,991**	1,852,778
Non-controlling interest		**111,343**	106,873
Total equity		**2,003,334**	1,959,651
		$4,375,281	$4,095,931

See accompanying notes to the condensed consolidated financial statements.

STATEMENTS OF INCOME (LOSS)

In thousands of Canadian dollars

	Note	Three months ended September 30 2024	2023	Nine months ended September 30 2024	2023
Revenue from real estate properties	12	**$85,788**	$83,646	**$256,300**	$246,620
Property operating expenses					
Property operating costs		**(24,331)**	(23,908)	**(71,254)**	(68,164)
Realty taxes		**(4,050)**	(2,587)	**(41,706)**	(37,839)
Utilities		**(5,376)**	(4,733)	**(16,073)**	(15,397)
Net operating income		**52,031**	52,418	**127,267**	125,220
Other expense (income)					
Interest expense	13	**23,513**	17,976	**62,783**	54,738
Trust expenses	14	**5,534**	5,391	**16,691**	16,352
Equity loss (income) from investments	4	**(4,242)**	3,193	**(8,108)**	(1,017)
Foreign exchange loss (gain)		**552**	(10)	**558**	14
Other expense (income)	8	**(1,391)**	349	**(1,625)**	(270)
Income before fair value changes and income taxes		**28,065**	25,519	**56,968**	55,403
Fair value gain (loss) on real estate properties, net	3	**22,417**	(29,124)	**93,557**	100,119
Fair value gain (loss) on Class B LP Units	7	**(65,276)**	34,446	**(77,504)**	23,251
Income (loss) before income taxes		**(14,794)**	30,841	**73,021**	178,773
Provision for (recovery of) income taxes					
Current		**213**	322	**1,820**	390
Deferred		**3,822**	(8,632)	**14,683**	17,468
		4,035	(8,310)	**16,503**	17,858
Net income (loss) for the period		**($18,829)**	$39,151	**$56,518**	$160,915
Net income (loss) attributable to:					
Unitholders		**($20,791)**	$40,491	**$53,256**	$151,213
Non-controlling interest		**1,962**	(1,340)	**3,262**	9,702
		($18,829)	$39,151	**$56,518**	$160,915

See accompanying notes to the condensed consolidated financial statements.

STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

In thousands of Canadian dollars

	Three months ended September 30		Nine months ended September 30	
	2024	2023	**2024**	2023
Net income (loss) for the period	**($18,829)**	$39,151	**$56,518**	$160,915
OTHER COMPREHENSIVE INCOME (LOSS)				
Item that may be reclassified subsequently to net income (loss):				
Unrealized foreign currency translation gain (loss)	**(14,701)**	27,311	**27,478**	(2,466)
Total comprehensive income (loss) for the period	**($33,530)**	$66,462	**$83,996**	$158,449
Total comprehensive income (loss) attributable to:				
Unitholders	**($34,227)**	$65,578	**$78,457**	$148,893
Non-controlling interest	**697**	884	**5,539**	9,556
	($33,530)	$66,462	**$83,996**	$158,449

See accompanying notes to the condensed consolidated financial statements.

STATEMENTS OF CHANGES IN UNITHOLDERS' EQUITY

In thousands of Canadian dollars

	Note	Units	Contributed Surplus	Retained Earnings	Accumulated Other Comprehensive Income	Total Unitholders' Equity	Non-controlling Interest	Total Equity
Unitholders' equity, December 31, 2022		$470,774	$48,762	$1,089,399	$144,540	$1,753,475	$101,914	$1,855,389
Changes during the period:								
Net income		—	—	151,213	—	151,213	9,702	160,915
Other comprehensive loss		—	—	—	(2,320)	(2,320)	(146)	(2,466)
Repurchase of Units		(20,626)	—	—	—	(20,626)	—	(20,626)
Issue of Units - DRIP		682	—	(682)	—	—	—	—
Distributions		—	—	(20,232)	—	(20,232)	(1,192)	(21,424)
Unitholders' equity, September 30, 2023		$450,830	$48,762	$1,219,698	$142,220	$1,861,510	$110,278	$1,971,788
Changes during the period:								
Net income (loss)		—	—	25,123	—	25,123	(757)	24,366
Other comprehensive loss		—	—	—	(24,246)	(24,246)	(2,255)	(26,501)
Repurchase of Units		(2,907)	—	—	—	(2,907)	—	(2,907)
Issue of Units - DRIP		227	—	(227)	—	—	—	—
Distributions		—	—	(6,702)	—	(6,702)	(393)	(7,095)
Unitholders' equity, December 31, 2023		$448,150	$48,762	$1,237,892	$117,974	$1,852,778	$106,873	$1,959,651
Changes during the period:								
Net income		**—**	**—**	**53,256**	**—**	**53,256**	**3,262**	**56,518**
Other comprehensive income		**—**	**—**	**—**	**25,201**	**25,201**	**2,277**	**27,478**
Repurchase of Units	11(b)	**(19,141)**	**—**	**—**	**—**	**(19,141)**	**—**	**(19,141)**
Issue of Units - DRIP	11(d)	**696**	**—**	**(696)**	**—**	**—**	**—**	**—**
Distributions	11(d)	**—**	**—**	**(20,103)**	**—**	**(20,103)**	**(1,069)**	**(21,172)**
Unitholders' equity, September 30, 2024		**$429,705**	**$48,762**	**$1,270,349**	**$143,175**	**$1,891,991**	**$111,343**	**$2,003,334**

See accompanying notes to the condensed consolidated financial statements.

STATEMENTS OF CASH FLOWS

In thousands of Canadian dollars

		Three months ended September 30		Nine months ended September 30	
	Note	2024	2023	2024	2023
OPERATING ACTIVITIES					
Net income (loss)		**($18,829)**	$39,151	**$56,518**	$160,915
Add (deduct) items not affecting cash	17(a)	**38,106**	(19,146)	**3,942**	(98,711)
Additions to tenant incentives		**(447)**	(242)	**(1,208)**	(659)
Distributions from equity-accounted investments	4	**680**	684	**2,057**	2,706
Net change in non-cash operating assets and liabilities	17(b)	**(4,377)**	(6,971)	**4,470**	1,555
Cash provided by operating activities		**15,133**	13,476	**65,779**	65,806
INVESTING ACTIVITIES					
Acquisition of income producing properties	3	**—**	—	**—**	(164,710)
Additions to real estate properties	3	**(14,361)**	(9,369)	**(31,810)**	(24,048)
Cash used in investing activities		**(14,361)**	(9,369)	**(31,810)**	(188,758)
FINANCING ACTIVITIES					
Proceeds from new mortgages	3, 5	**—**	36,599	**209,632**	187,310
Financing cost on new mortgages		**—**	(767)	**(5,458)**	(4,048)
Repayment of mortgages					
Principal instalment repayments		**(7,658)**	(7,929)	**(23,810)**	(24,757)
Repayment on maturity		**—**	(20,656)	**—**	(106,449)
Repayment due to mortgage extinguishment	5	**—**	—	**(91,411)**	—
Principal payment of lease liabilities	9	**(9)**	(8)	**(28)**	(24)
Proceeds from issuance of convertible debentures, net of costs	6	**—**	—	**—**	53,590
Redemption of convertible debentures		**—**	—	**—**	(85,500)
Proceeds from Morguard Facility		**—**	45,737	**28,250**	245,660
Repayments on Morguard Facility		**—**	(53,692)	**(25,902)**	(173,275)
Units repurchased for cancellation	11(b)	**(10,825)**	(9,168)	**(19,141)**	(20,626)
Distributions to Unitholders		**(6,687)**	(6,701)	**(20,159)**	(20,295)
Distributions to non-controlling interest		**—**	(398)	**(1,069)**	(1,192)
Decrease (increase) in restricted cash		**(307)**	1,477	**(96)**	84,983
Cash provided by (used in) financing activities		**(25,486)**	(15,506)	**50,808**	135,377
Net increase (decrease) in cash during the period		**(24,714)**	(11,399)	**84,777**	12,425
Net effect of foreign currency translation on cash balance		**258**	(1,212)	**670**	899
Cash, beginning of period		**127,728**	40,571	**17,825**	14,636
Cash, end of period		**$103,272**	$27,960	**$103,272**	$27,960

See accompanying notes to the condensed consolidated financial statements.

NOTES

For the three and nine months ended September 30, 2024 and 2023
In thousands of Canadian dollars, except Unit and per Unit amounts and where otherwise noted

NOTE 1

NATURE AND FORMATION OF TRUST

Morguard North American Residential Real Estate Investment Trust (the "REIT") is an unincorporated open-ended real estate investment trust established pursuant to a Declaration of Trust dated March 1, 2012, and as most recently amended and restated on February 16, 2021 (the "Declaration of Trust"), under and governed by the laws of the Province of Ontario. The trust units of the REIT ("Units") trade on the Toronto Stock Exchange ("TSX") under the symbol "MRG.UN." The REIT invests in multi-suite residential rental properties in Canada and the United States. The REIT's head office is located at 55 City Centre Drive, Suite 1000, Mississauga, Ontario, L5B 1M3.

The REIT holds its investments in its real estate properties through its ownership in Morguard NAR Canada Limited Partnership (the "Partnership"). As at September 30, 2024, Morguard Corporation ("Morguard"), the parent company of the REIT, holds an indirect 47.0% (December 31, 2023 - 46.1%) interest through its ownership of 8,120,666 Units and 17,223,090 Class B LP Units.

NOTE 2

STATEMENT OF COMPLIANCE AND MATERIAL ACCOUNTING POLICIES

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

The condensed consolidated financial statements were approved and authorized for issue by the Board of Trustees on October 29, 2024.

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, which include the material accounting policies most affected by estimates and judgments.

Foreign Exchange

The foreign exchange rates for the current and prior reporting periods are as follows:

	2024	2023
Canadian dollar to United States dollar exchange rates:		
- As at September 30	**$0.7394**	$0.7396
- As at December 31	**—**	0.7561
- Average for the three months ended September 30	**0.7332**	0.7455
- Average for the nine months ended September 30	**0.7351**	0.7432
United States dollar to Canadian dollar exchange rates:		
- As at September 30	**1.3525**	1.3520
- As at December 31	**—**	1.3226
- Average for the three months ended September 30	**1.3639**	1.3414
- Average for the nine months ended September 30	**1.3603**	1.3456

Future Material Accounting Policy Changes

IFRS 18 - Presentation and Disclosure in Financial Statements ("IFRS 18")

On April 9, 2024, the IASB issued IFRS 18 that will replace IAS 1 - Presentation of Financial Statements. The objective of IFRS 18 is to set out requirements for the presentation and disclosure of information in general purpose financial statements to help ensure they provide relevant information that faithfully represents an entity's assets, liabilities, equity, income and expenses.

IFRS 18 introduces the following:

- Defined subtotals and categories in the statement of profit or loss.
- Requirements to improve aggregation and disaggregation.
- Disclosures about management-defined performance measures in the notes to the financial statements.
- Targeted improvements to the statement of cash flows by amending IAS 7 - Statement of Cash Flows.

IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027. The standard is applied retrospectively, with specific transition provisions, and early adoption is permitted. The REIT is currently assessing the impact this new standard will have on its consolidated financial statements.

NOTE 3

REAL ESTATE PROPERTIES

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

As at	September 30, 2024	December 31, 2023
Balance, beginning of period	**$3,999,481**	$3,626,853
Additions:		
Acquisition of income producing properties	**—**	207,658
Capital expenditures	**31,810**	44,299
Right-of-use assets	**170**	241
Transfer from equity-accounted investments (Note 4)	**—**	96,840
Fair value gain, net	**93,557**	80,996
Foreign currency translation	**54,506**	(57,717)
Other	**850**	311
Balance, end of period	**$4,180,374**	$3,999,481

Transactions completed during the year ended December 31, 2023

Acquisitions

On January 5, 2023, the REIT acquired from Morguard the remaining 50% interest in Fenestra at Rockville Town Square (Note 4), comprising 492 residential suites, for a purchase price of $96,902 (US$71,545), including closing costs, and assumed mortgages payable of $45,997 (US$33,961) at a contractual interest rate of 3.55%, maturing on September 1, 2027. In addition, a mark-to-market adjustment of $3,049 (US$2,251) was recorded to mortgages payable at an effective interest rate of 5.26%.

On March 29, 2023, the REIT acquired a multi-suite residential property comprising 240 suites located in Chicago, Illinois (“Xavier”), for a purchase price of $113,805 (US$83,829), including closing costs.

The REIT pursued a tax deferred exchange under Internal Revenue Code Section 1031 (“1031 Exchange”) in connection with its U.S. property dispositions. Under a 1031 Exchange, the REIT was able to defer tax payable upon the acquisition of its replacement property.

As at September 30, 2024, and December 31, 2023, the REIT had its portfolio appraised by Morguard’s appraisal division. In addition, the REIT’s U.S. portfolio is appraised by independent U.S. real estate appraisal firms on a three-year cycle.

The REIT utilizes the direct capitalization income method to appraise its portfolio. This method requires that rental income from current leases and key assumptions about rental income, vacancies and inflation rates, among other factors, are used to determine a one-year stabilized net operating income forecast for each individual property within the REIT’s portfolio and also considers any capital expenditures anticipated within the year. A capitalization rate was also determined for each property based on market information related to the external sale of similar properties within a similar location. These factors were used to determine the fair value of income producing properties at each reporting period.

As at September 30, 2024, using the direct capitalization income approach, the properties were valued using capitalization rates in the range of 3.8% to 6.3% (December 31, 2023 - 3.8% to 6.3%), resulting in an overall weighted average capitalization rate of 4.5% (December 31, 2023 - 4.5%).

The average capitalization rates by location are set out in the following table:

	September 30, 2024 Capitalization Rates			December 31, 2023 Capitalization Rates		
	Maximum	**Minimum**	**Weighted Average**	Maximum	Minimum	Weighted Average
Canada						
Alberta	**5.3%**	**5.3%**	**5.3%**	5.3%	5.3%	5.3%
Ontario	**4.5%**	**3.8%**	**3.9%**	4.3%	3.8%	3.9%
United States						
Colorado	**5.0%**	**5.0%**	**5.0%**	5.0%	5.0%	5.0%
Texas	**5.0%**	**5.0%**	**5.0%**	5.0%	5.0%	5.0%
Louisiana	**5.5%**	**5.5%**	**5.5%**	5.5%	5.5%	5.5%
Illinois	**5.3%**	**5.0%**	**5.1%**	5.3%	5.0%	5.1%
Georgia	**5.3%**	**5.0%**	**5.2%**	5.3%	4.8%	5.1%
Florida	**6.3%**	**4.8%**	**5.2%**	6.3%	4.5%	5.2%
North Carolina	**5.0%**	**5.0%**	**5.0%**	5.0%	4.8%	4.9%
Virginia	**4.8%**	**4.8%**	**4.8%**	4.8%	4.8%	4.8%
Maryland	**4.8%**	**4.8%**	**4.8%**	4.8%	4.8%	4.8%

Fair values are most sensitive to changes in capitalization rates and stabilized net operating income. Generally, an increase in stabilized net operating income will result in an increase in the fair value of the real estate 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 stabilized net operating income, with a lower capitalization rate resulting in a greater impact on 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 (assuming no change to stabilized net operating income), the fair value of the real estate properties as at September 30, 2024 would decrease by $214,552 or increase by $239,926, respectively.

NOTE 4

EQUITY-ACCOUNTED INVESTMENTS

The following are the REIT's equity-accounted investments as at September 30, 2024, and December 31, 2023:

			REIT's Ownership		Carrying Value	
Property	**Principal Place of Business**	**Type**	**September 30, 2024**	December 31, 2023	**September 30, 2024**	December 31, 2023
Marquee at Block 37	Chicago, IL	Joint Venture	**50%**	50%	**$60,514**	$53,282

The following table presents the change in the balance of the equity-accounted investments:

As at	September 30, 2024	December 31, 2023
Balance, beginning of period	**$53,282**	$105,462
Transfer [1]	**—**	(52,857)
Distributions received	**(2,057)**	(3,385)
Share of net income	**8,108**	5,376
Foreign exchange gain (loss)	**1,181**	(1,314)
Balance, end of period	**$60,514**	$53,282

[1] On January 5, 2023, the REIT acquired from Morguard the remaining 50% interest in Fenestra at Rockville Town Square, at which point the carrying value of the 50% interest was transferred to each respective balance sheet line item including income producing properties in the amount of $96,840 (Note 3) and mortgages payable in the amount of $45,997.

The following tables present the financial results of the REIT's equity-accounted investments on a 100% basis:

As at	September 30, 2024	December 31, 2023
Non-current assets	**$332,344**	$314,780
Current assets	**2,416**	2,532
Total assets	**$334,760**	$317,312
Non-current liabilities	**$200,272**	$199,464
Current liabilities	**13,460**	11,284
Total liabilities	**$213,732**	$210,748
Net assets	**$121,028**	$106,564
Equity-accounted investments	**$60,514**	$53,282

	Three months ended September 30		Nine months ended September 30	
	2024	2023	2024	2023
Revenue	**$7,810**	$7,762	**$23,688**	$23,012
Expenses	**(4,302)**	(4,110)	**(17,604)**	(18,168)
Fair value gain (loss) on income producing properties	**4,976**	(10,038)	**10,132**	(2,810)
Net income (loss) for the period	**$8,484**	($6,386)	**$16,216**	$2,034
Income (loss) in equity-accounted investments	**$4,242**	($3,193)	**$8,108**	$1,017

NOTE 5
MORTGAGES PAYABLE

Mortgages payable consist of the following:

As at	September 30, 2024	December 31, 2023
Principal balance of mortgages	**$1,627,878**	$1,511,252
Deferred financing costs	**(17,008)**	(13,628)
Mark-to-market adjustment	**(1,797)**	(2,262)
	$1,609,073	$1,495,362
Current	**$257,751**	$167,624
Non-current	**1,351,322**	1,327,738
	$1,609,073	$1,495,362
Range of interest rates	**2.03−7.41%**	2.03−7.39%
Weighted average interest rate	**3.87%**	3.72%
Weighted average term to maturity (years)	**5.1**	4.9
Fair value of mortgages	**$1,594,448**	$1,438,179

As at September 30, 2024, approximately 95% of the REIT's real estate properties, and related rental revenue, have been pledged as collateral for the mortgages payable.

During the three months ended June 30, 2024, the REIT completed the Canada Mortgage and Housing Corporation ("CMHC") insured financing of three multi-suite residential properties located in Mississauga, Ontario, for an aggregate amount of $209,632 at a weighted average interest rate of 4.64% and for terms of 10.5 years. The maturing mortgages amounted to $91,411, had a weighted average interest rate of 3.36%, and were refinanced before their scheduled maturities resulting in a prepayment fee on mortgage extinguishment of $257 recorded to interest expense (Note 13).

The aggregate principal repayments and balances maturing of the mortgages payable as at September 30, 2024, together with the weighted average contractual interest rate on debt maturing in the next five years and thereafter, are as follows:

	Principal Instalment Repayments	Balances Maturing	Total	Weighted Average Contractual Rate
2024 (remainder of the year)	$7,942	$49,539	$57,481	3.15%
2025	26,912	183,079	209,991	3.28%
2026	21,444	168,256	189,700	3.25%
2027	19,474	172,681	192,155	4.44%
2028	16,391	108,659	125,050	3.90%
Thereafter	60,532	792,969	853,501	4.03%
	$152,695	$1,475,183	$1,627,878	3.87%

NOTE 6
CONVERTIBLE DEBENTURES

Convertible debentures consist of the following:

As at	September 30, 2024	December 31, 2023
6.00% convertible unsecured subordinated debentures	**$52,908**	$52,245
Fair value of conversion option	**3,010**	2,131
Unamortized financing costs	**(1,777)**	(2,100)
	$54,141	$52,276

For the three and nine months ended September 30, 2024, interest on the convertible debentures amounting to $840 (2023 - $855) and $2,520 (2023 - $2,761), respectively, is included in interest expense (Note 13). As at September 30, 2024, $9 (December 31, 2023 - $856) is included in accounts payable and accrued liabilities.

6.00% Convertible Unsecured Subordinated Debentures

On March 9, 2023, the REIT issued $50,000 principal amount of 6.00% convertible unsecured subordinated debentures (the “2023 Debentures”) maturing on March 31, 2028 (the “Maturity Date”). On March 17, 2023, an additional principal amount of $6,000 was issued pursuant to the exercise of the over-allotment option. Interest is payable semi-annually, not in advance, on March 31 and September 30 of each year, commencing on September 30, 2023. The underwriters’ commissions, legal and other issue costs attributable to the 2023 Debentures in the amount of $2,410 have been capitalized and are being amortized over their term to maturity. Morguard and Paros Enterprises Limited, related parties, own $5,000 and $2,000 aggregate principal amount of the 2023 Debentures, respectively.

As at September 30, 2024, $56,000 of the face value of the 2023 Debentures were outstanding.

Each of the 2023 Debentures can be converted into fully paid, non-assessable and freely tradable Units at the option of the holder at any time prior to the close of business on the earlier of the Maturity Date and the business day immediately preceding the date specified by the REIT for redemption of the 2023 Debentures, at a conversion price of $24.15 per Unit, being a ratio of approximately 41.4079 Units per $1,000 principal amount of the 2023 Debentures.

NOTE 7
CLASS B LP UNITS

On April 18, 2012, the REIT issued 17,223,090 Class B LP Units to Morguard for $172,231. The Class B LP Units are non-transferable, except under certain circumstances, but are exchangeable on a one-for-one basis into Units of the REIT at any time at the option of the holder. Prior to such exchange, distributions are made on the Class B LP Units in an amount equivalent to the distribution that would have been made had the Units of the REIT been issued. Each Class B LP Unit was accompanied by a Special Voting Unit, which entitles the holder to receive notice of, attend and vote at all meetings of the Unitholders. There is no value assigned to the Special Voting Units.

As at September 30, 2024, the REIT valued the Class B LP Units based on the closing price of the TSX-listed Units, which resulted in a fair value liability of $331,889 (December 31, 2023 - $254,385), and a corresponding fair value loss for the three months ended September 30, 2024 of $65,276 (2023 - gain of $34,446) and a fair value loss for the nine months ended September 30, 2024 of $77,504 (2023 - gain of $23,251).

For the three and nine months ended September 30, 2024, distributions on Class B LP Units amounting to $3,186 (2023 - $3,100) and $9,558 (2023 - $9,300), respectively, are included in interest expense (Note 13).

As at September 30, 2024, and December 31, 2023, there were 17,223,090 Class B LP Units issued and outstanding.

NOTE 8

MORGUARD FACILITY

The REIT has an unsecured revolving credit facility with Morguard (the “Morguard Facility”) that provides for borrowings or advances that can be drawn or advanced either in Canadian dollars or an equivalent amount in United States dollars at the entity’s borrowing cost, subject to the availability of sufficient funds. The maximum allowable to be borrowed or advanced under the Morguard Facility is $100,000.

As at September 30, 2024, the net amount receivable under the Morguard Facility was $nil (December 31, 2023 - $2,627).

During the three months ended September 30, 2024, the REIT recorded net interest expense of $nil (2023 - $117) and during the nine months ended September 30, 2024, the REIT recorded net interest income of $9 (2023 - net interest expense of $9) on the Morguard Facility.

NOTE 9

LEASE LIABILITIES

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

As at	September 30, 2024	December 31, 2023
Balance, beginning of period	**$16,059**	$16,235
Interest on lease liabilities (Note 13)	**720**	943
Payments	**(748)**	(976)
Additions	**170**	241
Foreign exchange loss (gain)	**363**	(384)
Balance, end of period	**$16,564**	$16,059

Future minimum lease payments under the lease liabilities are as follows:

As at	September 30, 2024	December 31, 2023
Within 12 months	**$1,057**	$985
2 to 5 years	**4,301**	4,155
Over 5 years	**27,079**	26,716
Total minimum lease payments	**32,437**	31,856
Less: Future interest costs	**(15,873)**	(15,797)
Present value of minimum lease payments	**$16,564**	$16,059

NOTE 10

ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consist of the following:

As at	September 30, 2024	December 31, 2023
Accounts payable and accrued liabilities	**$58,014**	$45,620
Accrued liabilities (IFRIC 21, Levies)	**8,674**	—
Tenant deposits	**9,633**	9,154
	$76,321	$54,774

NOTE 11
UNITHOLDERS' EQUITY

(a) Units

The REIT is authorized to issue an unlimited number of Units. Each Unit confers the right to one vote at any meeting of Unitholders and to participate *pro rata* in the distributions by the REIT and, in the event of termination or winding-up of the REIT, in the net assets of the REIT. The Unitholders have the right to require the REIT to redeem their Units on demand subject to certain conditions. The Units have no par value. Upon receipt of the redemption notice by the REIT, all rights to and under the Units tendered for redemption will cease and the holder thereof will be entitled to receive a price per Unit ("Redemption Price") as determined by a formula outlined in the Declaration of Trust. The Redemption Price will be paid in accordance with the conditions provided for in the Declaration of Trust.

The Trustees have discretion with respect to the timing and amounts of distributions.

(b) Normal Course Issuer Bids

On January 6, 2023, the REIT had the approval of the TSX under its normal course issuer bid ("NCIB") to purchase up to 1,474,371 Units and $4,024 principal amount of the 2018 Debentures. The program expired on January 9, 2024. On January 10, 2024, the REIT obtained the approval of the TSX under its NCIB, commencing January 12, 2024, to purchase up to 2,795,028 Units, being approximately 10% of the public float of outstanding Units; the program expires on January 11, 2025. The daily repurchase restriction for the Units is 6,634. Additionally, the REIT may purchase up to $4,900 principal amount of the 2023 Debentures, being 10% of the public float of outstanding 2023 Debentures. The daily repurchase restriction for the 2023 Debentures is $6. The price that the REIT would pay for any such Units or 2023 Debentures would be the market price at the time of acquisition.

During the nine months ended September 30, 2024, 1,129,807 Units were repurchased for cash consideration of $19,141 at a weighted average price of $16.94 per Unit. During the year ended December 31, 2023, 1,431,984 Units were repurchased for cash consideration of $23,533 at a weighted average price of $16.43 per Unit.

(c) Special Voting Units

The REIT is authorized to issue an unlimited number of Special Voting Units. The Declaration of Trust and the exchange agreement provide for the issuance of the Special Voting Units, which have no economic entitlement in the REIT or in the distribution or assets of the REIT, but are used to provide voting rights proportionate to the votes of the Units to holders of securities exchangeable into Units, including the Class B LP Units. Each Special Voting Unit is not transferable separately from the Class B LP Unit to which it is attached and will be automatically redeemed and cancelled upon exchange of the attached Class B LP Unit into a Unit.

(d) Units Outstanding

The following table summarizes the changes in Units for the period from December 31, 2022, to September 30, 2024:

Issued and Fully Paid Units	Units	Amount
Balance, December 31, 2022	39,111,793	$470,774
Units issued under the DRIP	56,150	909
Units repurchased through the NCIB plan	(1,431,984)	(23,533)
Balance, December 31, 2023	37,735,959	448,150
Units issued under the DRIP	**43,626**	**696**
Units repurchased through the REIT's NCIB plan	**(1,129,807)**	**(19,141)**
Balance, September 30, 2024	**36,649,778**	**$429,705**

Total distributions declared during the nine months ended September 30, 2024, amounted to $20,799, or $0.55503 per Unit (2023 - $20,914, or $0.54 per Unit), including distributions payable of $2,272 that were declared on September 16, 2024, and paid on October 15, 2024. On October 15, 2024, the REIT declared a distribution of $0.06167 per Unit payable on November 15, 2024.

(e) Distribution Reinvestment Plan

Under the REIT's Distribution Reinvestment Plan ("DRIP"), Unitholders can elect to reinvest cash distributions into additional Units at a weighted average closing price of the Units on the TSX for the five trading days immediately preceding the applicable date of distribution. During the nine months ended September 30, 2024, the REIT issued 43,626 Units under the DRIP (year ended December 31, 2023 - 56,150 Units).

NOTE 12

RENTAL INCOME

The components of revenue from real estate properties are as follows:

	Three months ended September 30		Nine months ended September 30	
	2024	2023	**2024**	2023
Rental income	**$41,996**	$41,361	**$127,243**	$122,413
Property management and ancillary income	**30,019**	29,027	**88,336**	85,698
Property tax and insurance	**13,773**	13,258	**40,721**	38,509
	$85,788	$83,646	**$256,300**	$246,620

NOTE 13

INTEREST EXPENSE

The components of interest expense are as follows:

	Three months ended September 30		Nine months ended September 30	
	2024	2023	**2024**	2023
Interest on mortgages	**$15,994**	$14,301	**$45,114**	$40,918
Interest on convertible debentures (Note 6)	**840**	855	**2,520**	2,761
Interest on lease liabilities (Note 9)	**241**	235	**720**	702
Amortization of mark-to-market adjustment on mortgages	**162**	171	**519**	562
Amortization of deferred financing costs	**755**	755	**2,230**	2,183
Amortization of deferred financing costs on the convertible debentures (Note 6)	**108**	101	**323**	392
Accretion on convertible debentures (Note 6)	**221**	—	**663**	—
Fair value loss (gain) on conversion option on the convertible debentures (Note 6)	**2,006**	(1,542)	**879**	(2,080)
Prepayment fee on mortgage extinguishment (Note 5)	**—**	—	**257**	—
	20,327	14,876	**53,225**	45,438
Distributions on Class B LP Units (Note 7)	**3,186**	3,100	**9,558**	9,300
	$23,513	$17,976	**$62,783**	$54,738

NOTE 14

TRUST EXPENSES

The components of trust expenses are as follows:

	Three months ended September 30		Nine months ended September 30	
	2024	2023	**2024**	2023
Asset management fees and distributions	**$4,793**	$4,696	**$14,508**	$14,176
Professional fees	**312**	310	**998**	895
Public company expenses	**204**	208	**605**	613
Other	**225**	177	**580**	668
	$5,534	$5,391	**$16,691**	$16,352

NOTE 15
RELATED PARTY TRANSACTIONS

In addition to the related party transactions disclosed in Notes 3, 6, 7 and 8, related party transactions also include the following:

Agreements with Morguard Affiliates

The REIT, the Partnership and its subsidiaries entered into a series of agreements (the “Agreements”) with certain Morguard affiliates whereby the following services are provided by Morguard’s affiliates under the direction of the REIT:

Property Management

Pursuant to the Agreements, Morguard’s affiliates administer the day-to-day operations of the Canadian and U.S. income producing properties, for which Morguard’s affiliates receive partnership fees and distributions equal to 3.5% of gross property revenue of the income producing properties, payable monthly. Fees and distributions for the three and nine months ended September 30, 2024 amounted to $3,066 (2023 - $2,989) and $9,153 (2023 - $8,816), respectively, and are included in property operating costs and equity income (loss) from investments. As at September 30, 2024, $871 (December 31, 2023 - $868) is included in accounts payable and accrued liabilities.

Asset Management

Pursuant to the Agreements, Morguard’s affiliates have certain duties and responsibilities for the strategic management and administration of the Partnership and its subsidiaries, for which they receive partnership fees and distributions equal to 0.25% of the Partnership’s gross book value defined as acquisition cost of the REIT’s assets plus: (i) fair value adjustments; and (ii) accumulated amortization on property, plant and equipment. In addition, an annual fee and distribution is calculated in arrears, determined by multiplying 15% of the Partnership’s funds from operations in excess of $0.66 per Unit. Fees and distributions for the three and nine months ended September 30, 2024 amounted to $4,895 (2023 - $4,747) and $14,813 (2023 - $14,480), respectively, and are included in trust expenses and equity income (loss) from investments. As at September 30, 2024, $3,024 (December 31, 2023 - $3,555) is included in accounts payable and accrued liabilities.

Acquisition

Pursuant to the Agreements, Morguard’s affiliates are entitled to receive partnership fees with respect to properties acquired, directly or indirectly, by the REIT from third parties, and the fees are to be paid upon the closing of the purchase of each such property. The fees range from 0% of the purchase price paid for properties acquired directly or indirectly from Morguard, including entities controlled by Morguard, up to 0.75% of the purchase price paid for properties acquired from third parties. Fees relating to acquisition services for the three and nine months ended September 30, 2024, amounted to $nil (2023 - $nil) and $nil (2023 - $825), respectively, and have been capitalized to income producing properties.

Financing

Pursuant to the Agreements, with respect to arranging for financing services, Morguard’s affiliates are entitled to receive partnership fees equal to 0.15% of the principal amount and associated costs (excluding mortgage premiums) of any debt financing or refinancing. Fees relating to financing services for the three and nine months ended September 30, 2024 amounted to $nil (2023 - $56) and $313 (2023 - $285), respectively, and have been capitalized to deferred financing costs.

Other Services

As at September 30, 2024, the REIT had its portfolio appraised by Morguard’s appraisal division. Fees relating to appraisal services for the three and nine months ended September 30, 2024 amounted to $52 (2023 - $52) and $156 (2023 - $156), respectively, and are included in trust expenses.

NOTE 16
INCOME TAXES
(a) Canadian Status

The REIT is a “mutual fund trust” pursuant to the *Income Tax Act* (Canada) (the “Act”). Under current tax legislation, a mutual fund trust that is not a Specified Investment Flow-Through (“SIFT”) trust pursuant to the Act is entitled to deduct distributions of taxable income such that it is not liable to pay income taxes, provided that its taxable income is fully distributed to Unitholders. The REIT intends to continue to qualify as a mutual fund trust that is not a SIFT trust and to make distributions not less than the amount necessary to ensure that the REIT will not be liable to pay income taxes.

(b) U.S. Status

Certain of the REIT's operations or a portion thereof are conducted through its taxable U.S. subsidiaries, which are subject to U.S. federal and state corporate income taxes.

As at September 30, 2024, the REIT's U.S. subsidiaries have total net operating losses of approximately US$16,204 (December 31, 2023 - US$27,333) of which deferred income tax assets were recognized as it is probable that taxable income will be available against such losses and can be carried forward indefinitely. Included in the net operating losses is the REIT's portion of net operating losses of a subsidiary where the REIT owns a 51% effective interest in a limited partnership of US$8,909 (December 31, 2023 - US$9,253).

As at September 30, 2024, the REIT's U.S. subsidiaries have a total of US$49,153 (December 31, 2023 - US$36,171) of unutilized interest expense deductions on which deferred income tax assets were recognized and can be carried forward indefinitely.

EIFEL Rules

On May 28, 2024, amended Canadian Bill C-59, *Fall Economic Statement Implementation Act, 2023*, became substantively enacted for financial reporting purposes. Bill C-59 implements the majority of the remaining income tax measures from the 2023 federal budget, as well as certain measures from the 2023 fall economic statement. Most notably, Bill C-59 contains the excessive interest and financing expenses limitation rules ("EIFEL Rules").

The EIFEL Rules, which became effective for the 2024 fiscal year, limit the amount of net interest and financing expenses that a trust may deduct in computing taxable income to a fixed ratio (currently set at 30% of the EBITDA as calculated for tax purposes) or, where certain conditions are met and a consolidated group elects, a higher group ratio.

Based on the EIFEL Rules mentioned above and an assessment of forecasted EBITDA for the year ended December 31, 2024, it is expected that the EIFEL Rules will limit the deductibility of certain interest expenses of the REIT and will increase the taxable income allocated by the REIT to Unitholders in current and subsequent fiscal years.

On August 12, 2024, the Department of Finance released revised draft legislation that includes previously announced business tax measures, among others, related to an EIFEL exemption for purpose-build rental housing providers and certain regulated utility providers. The REIT will continue to review the relevant legislation and available guidance to assess the full implications of the EIFEL Rules.

International Tax Reform: Pillar Two Model Rules

The REIT is within scope of Pillar Two legislation being part of a multinational enterprises ("MNE") group, that includes Morguard Corporation, with revenue that may exceed the EUR 750 million threshold per their consolidated financial statements.

On June 19, 2024, Canadian Bill C-69, *Budget Implementation Act, 2024, No. 1*, became substantively enacted for financial reporting purposes. Among other measures, Bill C-69 includes Canada's Global Minimum Tax Act ("GMTA"). The GMTA implements into Canadian domestic law the global minimum tax under Pillar Two as developed by the Organisation for Economic Co-operation and Development ("OECD") / G20 Inclusive Framework on Base Erosion and Profit Shifting. More specifically, the GMTA implements the top-up tax, income inclusion rule and the domestic minimum top-up tax rules that form part of the Model Rules for the Global Minimum Tax (GloBE Rules) that were released by the OECD on December 20, 2021.

To date, the U.S. has not indicated its commitment to enact Pillar Two legislation. The REIT and its subsidiaries continue to review the relevant legislation and available guidance to assess the full implications of the Pillar Two Model Rules. Based on an assessment of historic data and forecasts for the year ended December 31, 2024, the REIT does not expect a material exposure to Pillar Two income taxes for the year ended December 31, 2024.

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

	Three months ended September 30		Nine months ended September 30	
	2024	2023	**2024**	2023
Fair value loss (gain) on real estate properties, net	**($30,055)**	$21,177	**($85,109)**	($93,382)
Fair value loss (gain) on Class B LP Units	**65,276**	(34,446)	**77,504**	(23,251)
Fair value loss (gain) on conversion option on the convertible debentures	**2,006**	(1,542)	**879**	(2,080)
Equity loss (income) from investments	**(4,242)**	3,193	**(8,108)**	(1,017)
Amortization of deferred financing - mortgages	**755**	755	**2,230**	2,183
Amortization of deferred financing - convertible debentures	**108**	101	**323**	392
Amortization of mark-to-market adjustment on mortgages	**162**	171	**519**	562
Accretion on convertible debentures	**221**	—	**663**	—
Amortization of tenant incentives	**53**	77	**358**	414
Deferred income taxes	**3,822**	(8,632)	**14,683**	17,468
	$38,106	($19,146)	**$3,942**	($98,711)

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

	Three months ended September 30		Nine months ended September 30	
	2024	2023	**2024**	2023
Amounts receivable	**($2,163)**	($1,850)	**($2,171)**	$2,152
Prepaid expenses	**(9,651)**	(10,352)	**(5,735)**	(7,436)
Accounts payable and accrued liabilities	**7,437**	5,231	**12,376**	6,839
	($4,377)	($6,971)	**$4,470**	$1,555

(c) Supplemental Cash Flow Information

	Three months ended September 30		Nine months ended September 30	
	2024	2023	**2024**	2023
Interest paid	**$17,185**	$16,020	**$48,293**	$43,854

(d) Reconciliation of Liabilities Arising from Financing Activities
The following provides a reconciliation of liabilities arising from financing activities:

As at September 30, 2024	Mortgages Payable	Convertible Debentures	Lease Liabilities	Total
Balance, beginning of period	**$1,495,362**	**$52,276**	**$16,059**	**$1,563,697**
Repayments	**(23,810)**	**—**	**(28)**	**(23,838)**
New financing, net of financing costs	**204,174**	**—**	**170**	**204,344**
Lump-sum repayments	**(91,411)**	**—**	**—**	**(91,411)**
Non-cash changes	**2,749**	**1,865**	**—**	**4,614**
Foreign exchange	**22,009**	**—**	**363**	**22,372**
Balance, end of period	**$1,609,073**	**$54,141**	**$16,564**	**$1,679,778**

NOTE 18

MANAGEMENT OF CAPITAL

Refer to the REIT's audited consolidated financial statements as at and for the year ended December 31, 2023 for an explanation of the REIT's capital management policy.

The total managed capital for the REIT as at September 30, 2024, and December 31, 2023, is summarized below:

As at	September 30, 2024	December 31, 2023
Mortgages payable, principal balance	**$1,627,878**	$1,511,252
Convertible debentures, face value	**56,000**	56,000
Lease liabilities	**16,564**	16,059
Class B LP Units	**331,889**	254,385
Unitholders' equity	**1,891,991**	1,852,778
	$3,924,322	$3,690,474

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

As at	Borrowing Limits	September 30, 2024	December 31, 2023
Total debt to gross book value	70%	**38.9%**	38.7%
Floating-rate debt to gross book value	20%	**0.9%**	0.9%

NOTE 19

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Refer to the REIT's audited consolidated financial statements as at and for the year ended December 31, 2023 for an explanation of the REIT's risk management policy as it relates to financial instruments.

Fair Value of Financial Assets and Liabilities

The fair values of cash, restricted cash, amounts receivable, the Morguard Facility and accounts payable and accrued liabilities approximate their carrying values due to the short-term maturity of these instruments.

Mortgages payable, lease liabilities and the convertible debentures are carried at amortized cost using the effective interest rate method of amortization. The estimated fair values of long-term borrowings have been determined 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 REIT.

The fair value of the mortgages payable has been determined by discounting the cash flows of these financial obligations using September 30, 2024, market rates for debts of similar terms (Level 2). Based on these assumptions, as at September 30, 2024, the fair value of the mortgages payable before deferred financing costs and mark-to-market adjustment is estimated at $1,594,448 (December 31, 2023 - $1,438,179), compared with the carrying value of $1,627,878 (December 31, 2023 - $1,511,252). The fair value of the mortgages payable varies from the carrying value due to fluctuations in market interest rates since their issue.

The fair value of the convertible debentures is based on their market trading price (Level 1). As at September 30, 2024, the fair value of the convertible debentures before deferred financing costs has been estimated at $56,616 (December 31, 2023 - $54,880), compared with the carrying value of $52,908 (December 31, 2023 - $52,245).

The fair value of the Class B LP Units is equal to the market trading price of the Units.

The REIT's convertible debentures have no restrictive covenants.

The fair value hierarchy of real estate properties and financial instruments measured at fair value on the consolidated balance sheets is as follows:

	September 30, 2024			December 31, 2023		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets:						
Real estate properties	**$—**	**$—**	**$4,180,374**	$—	$—	$3,999,481
Financial liabilities:						
Class B LP Units	**331,889**	**—**	**—**	254,385	—	—
Conversion option of the convertible debentures	**—**	**3,010**	**—**	—	2,131	—

NOTE 20

SEGMENTED INFORMATION

Substantially all of the REIT's assets and liabilities are in, and their revenue is derived from, the Canadian and U.S. multi-suite residential real estate segments. The Canadian properties are located in the provinces of Alberta and Ontario, and the U.S. properties are located in the states of Colorado, Texas, Louisiana, Illinois, Georgia, Florida, North Carolina, Virginia and Maryland. No single tenant accounts for 10% or more of the REIT's total revenue. The REIT is separated into two reportable segments: Canada and the United States. The REIT 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.

Additional information with respect to each reportable segment is outlined below:

	Three months ended September 30, 2024			Three months ended September 30, 2023		
	Canada	U.S.	Total	Canada	U.S.	Total
Revenue from income producing properties	**$28,226**	**$57,562**	**$85,788**	$26,899	$56,747	$83,646
Property operating expenses	**(11,478)**	**(22,279)**	**(33,757)**	(10,997)	(20,231)	(31,228)
Net operating income	**$16,748**	**$35,283**	**$52,031**	$15,902	$36,516	$52,418

	Nine months ended September 30, 2024			Nine months ended September 30, 2023		
	Canada	U.S.	Total	Canada	U.S.	Total
Revenue from real estate properties	**$83,690**	**$172,610**	**$256,300**	$79,566	$167,054	$246,620
Property operating expenses	**(34,468)**	**(94,565)**	**(129,033)**	(34,026)	(87,374)	(121,400)
Net operating income	**$49,222**	**$78,045**	**$127,267**	$45,540	$79,680	$125,220

	September 30, 2024			December 31, 2023		
As at	Canada	U.S.	Total	Canada	U.S.	Total
Real estate properties	**$1,686,030**	**$2,494,344**	**$4,180,374**	$1,589,740	$2,409,741	$3,999,481
Mortgages payable	**$623,218**	**$985,855**	**$1,609,073**	$523,795	$971,567	$1,495,362

	Three months ended September 30, 2024			Three months ended September 30, 2023		
	Canada	U.S.	Total	Canada	U.S.	Total
Additions to real estate properties	**$6,184**	**$8,177**	**$14,361**	$4,378	$4,991	$9,369
Fair value gain (loss) on real estate properties	**$33,313**	**($10,896)**	**$22,417**	$25,911	($55,035)	($29,124)

	Nine months ended September 30, 2024			Nine months ended September 30, 2023		
	Canada	U.S.	Total	Canada	U.S.	Total
Additions to real estate properties	**$15,520**	**$16,290**	**$31,810**	$10,712	$317,834	$328,546
Fair value gain on real estate properties	**$80,802**	**$12,755**	**$93,557**	$61,524	$38,595	$100,119

NOTE 21

SUBSEQUENT EVENT

The REIT entered into agreements, subject to CMHC approval, for the CMHC-insured refinancing of two multi-suite residential properties located in Mississauga, Ontario, providing gross proceeds of up to $109,265. The REIT expects to close the refinancing during the fourth quarter of 2024. The maturing mortgages amount to $49,539, and have a weighted average interest rate of 3.15%.