
Slate Office REIT

Q1 2022 Quarterly Report



SLATE

Experience
gives us the
knowledge to
execute quickly.





Blue Cross Centre, Moncton, NB

About Slate Office REIT

(TSX: SOT.UN)

Slate Office REIT is a global owner and operator of high-quality workplace real estate. The REIT owns interests in and operates a portfolio of strategic and well-located real estate assets in North America and Europe. A majority of the REIT's portfolio is comprised of government and high-quality credit tenants. The REIT acquires quality assets at a discount to replacement cost and creates value for unitholders by applying hands-on asset management strategies to grow rental revenue, extend lease term and increase occupancy. Visit slateofficereit.com to learn more.

Slate Asset Management is a global alternative investment platform targeting real assets. We focus on fundamentals with the objective of creating long-term value for our investors and partners. Slate's platform has a range of real estate and infrastructure investment strategies, including opportunistic, value add, core plus, and debt investments. We are supported by exceptional people and flexible capital, which enable us to originate and execute on a wide range of compelling investment opportunities.

Visit slateam.com to learn more.

Forward-looking Statements

Forward-looking Statements Certain information in this management's discussion and analysis ("MD&A") constitutes "forward-looking statements" within the meaning of applicable securities legislation. These statements reflect management's expectations regarding objectives, plans, goals, strategies, future growth, results of operations, performance and business prospects and opportunities of Slate Office REIT (the "REIT") including expectations for the current financial year, and include, but are not limited to, statements with respect to management's beliefs, plans, estimates and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Statements that contain words such as "could", "should", "would", "can", "anticipate", "expect", "does not expect", "believe", "plan",

"budget", "schedule", "estimate", "intend", "project", "will", "may", "might", "continue" and similar expressions or statements relating to matters that are not historical facts constitute forward-looking statements. Some of the specific forward-looking statements contained herein include, but are not limited to, statements relating to the impact of the COVID-19 pandemic. These forward-looking statements are not guarantees of future events or performance and, by their nature, are based on the REIT's current estimates and assumptions, which are subject to significant risks and uncertainties. The REIT believes that these statements are made based on reasonable assumptions; however, there is no assurance that the events or circumstances reflected in these forward-looking statements will occur or be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements including, but not limited to the risks that are more fully discussed under the "Risk Factors" section of the annual information form of the REIT for

the year ended December 31, 2021 ("Annual Information Form"). Factors that could cause actual results to differ materially from those contemplated or implied by forward-looking statements include, but are not limited to: risks incidental to ownership and operation of real estate properties including local real estate conditions; financial risks related to obtaining available equity and debt financing at reasonable costs and interest rate fluctuations; operational risks including timely leasing of vacant space and re-leasing of occupied space on expiration of current leases on terms at current or anticipated rental rates; tenant defaults and bankruptcies; uncertainties of acquisition activities including availability of suitable property acquisitions and integration of acquisitions; competition including development of properties in close proximity to the REIT's properties; loss of key management and

employees; potential environmental liabilities; catastrophic events, such as earthquakes and hurricanes; governmental, taxation and other regulatory risks and litigation risks. Forward-looking statements included in this MD&A are made as of May 11, 2022, and accordingly are subject to change after such date. The REIT does not undertake to update any forward-looking statements that are included in this MD&A, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities laws. Certain statements included in this MD&A may be considered "financial outlook" for purposes of applicable securities laws, and such financial outlook may not be appropriate for purposes other than this MD&A. Investors are cautioned against placing undue reliance on forward-looking statements.

Highlights

55

Investment properties

7.7M

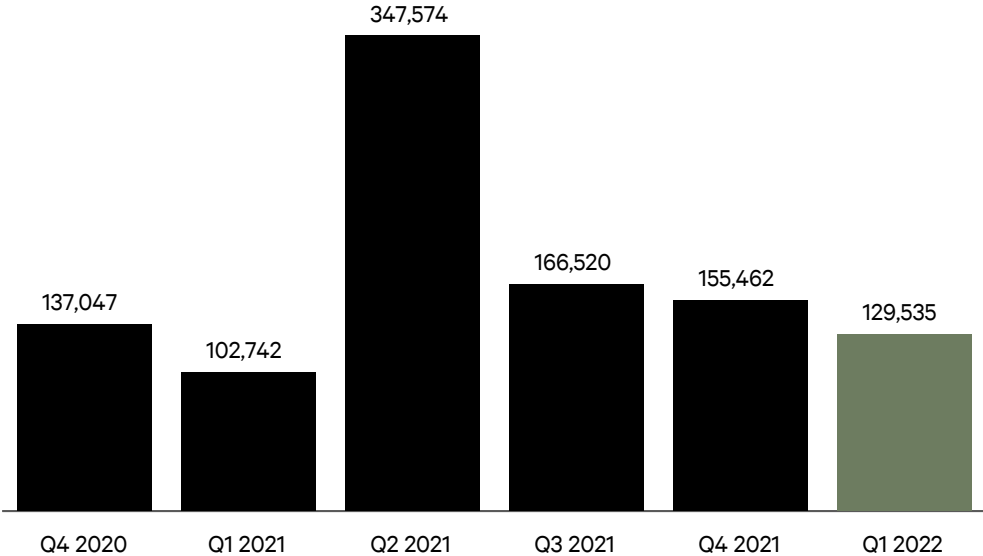
Square feet

\$2.0B

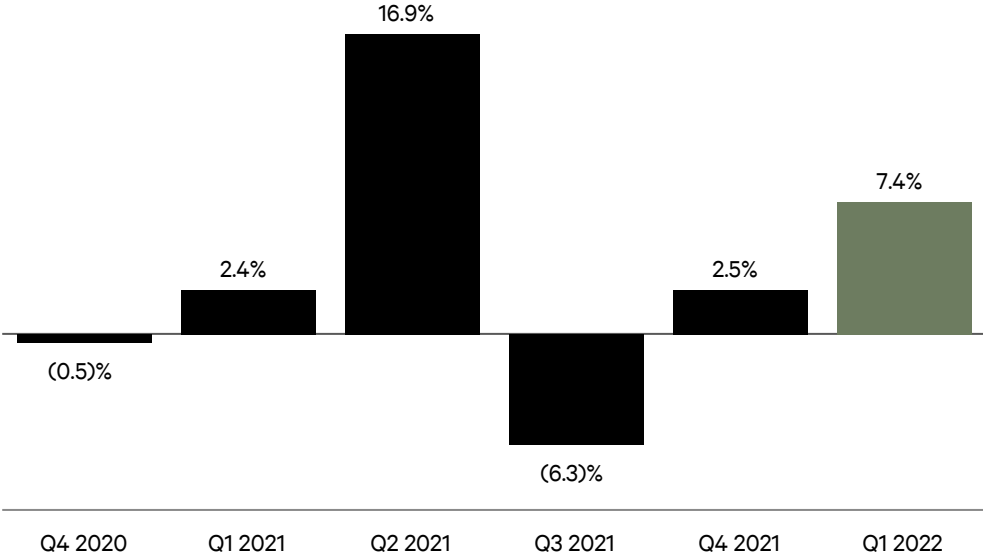
Total asset value

Strong Leasing Activity and Spreads

Total Leasing Activity (New and Renewal)







Total Leasing Spreads (New & Renewal)



Top 5 Tenants

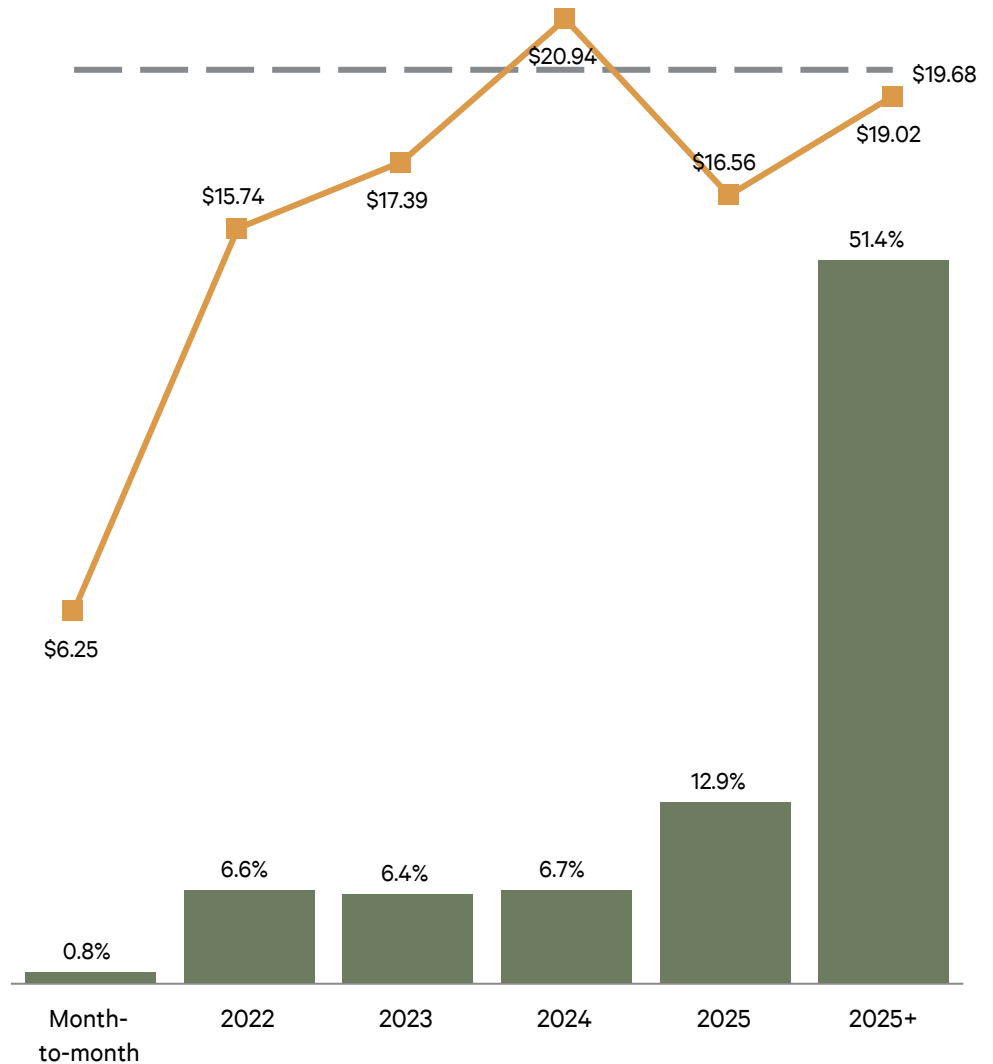
Ranked by Annual Base Rent*

1	6.6%	 SNC • LAVALIN
2	6.1%	
3	6.0%	
4	4.5%	 Canada
5	3.5%	




67% of base rent is derived from government or credit rated tenants

* As at March 31, 2022

In-Place vs. Market Rents



Legend

-  Current Market Rent
-  Average Expiring Rent
-  Percentage of Portfolio Expiring

Slate.
Where value
investing meets
investors with
values.





Letter to Unitholders

Dear Fellow Unitholders,

We are pleased to see pandemic-related restrictions continuing to abate and reopening momentum accelerating across our markets. Throughout the last two years, Slate Office REIT has demonstrated its resilience, offering unitholders a stable and attractive distribution yield, trading upside to its well-supported net asset value and a best-in-class management platform that is scalable and positioned for growth. Moving forward, we will continue to improve the durability of our portfolio by focusing on aligning our investments with the demand of credit-quality and growing tenants.

Our recent acquisition of Yew Grove REIT plc in Ireland exemplifies this approach. We purchased a portfolio of modern, well-located office and lite-industrial buildings with stable, credit-quality technology and life sciences tenants. This transaction is true to the REIT's core strategy of buying high-quality assets well below replacement cost and applying our hands-on operating expertise to create value and increase rents.

The steady performance of our portfolio, coupled with a platform set up for scale, provides a unique opportunity to grow our business and create unitholder value.

I would like to highlight some key points from our results:

Acquisitions

On February 7th 2022, the REIT closed the transformative acquisition of 23 properties in Ireland anchored by government, technology and life-science tenants. We bought a high-quality portfolio at a more attractive income yield and price per square foot than comparable opportunities in Canada and the United States. This acquisition increases our exposure to high-quality credit tenants, enhances our portfolio occupancy and weighted average lease term and is overall additive to the durability of our cash flow and yield. We have also onboarded the team in Ireland that built and managed this portfolio and has a pipeline of additional acquisition opportunities, which we look forward to acting on in the short-term.

“ In summary, our income continues to be stable, we are trading at a discount to a well validated net asset value, and we have a positive outlook for growth. ”

Operations

Our continued strong operational performance further enhanced the durability of the REIT's income. In the first quarter of 2022, we completed 129,535 square feet of leasing and our rental rate spread was 7.4%. With the addition of the Irish portfolio, the weighted average lease term in our portfolio is 5.6 years and 67% of our tenants are government or high-quality credit tenants. Stable and growing cash flow is a key focus for the REIT.

Subsequent to quarter end, Slate Asset Management released an updated Corporate Environmental, Social and Governance (ESG) Policy, which embeds ESG considerations and practices into the REIT's operations with the aim of mitigating ESG risks.

Financial

The REIT provided investors with a distribution yield of 7.8%, in the first quarter of 2022, which was well covered with an AFFO payout ratio of 84.4%. Same property net operating income grew by 4.4% over the prior quarter. Going forward, we will see a full quarter's contribution from the Irish portfolio, which is expected to be accretive to AFFO per unit and contribute to stable organic income growth.

Outlook

The REIT is well-positioned to continue capitalizing on investment opportunities that are mispriced coming out of the pandemic. Further, there will continue to be opportunities for the REIT to recycle capital at or above our net asset value and redeploy proceeds to more accretive deals that better fit our investment criteria.

Slate Asset Management has teams on the ground in Canada, the United States and Europe, which are providing a robust pipeline of potential acquisition opportunities. We remain focused on buying well located, quality real estate, with high-quality credit tenants that will thrive in a post-pandemic environment. We will continue to favour assets that can be bought at a significant discount to replacement cost and have upside in rents. Slate's investment in further Units in February 2022 shows our continued faith in the REIT and its strategy.

The Irish acquisition is an example of the REIT executing creative transactions to unlock value in the face of market dislocations, and we are confident there will be many opportunities to grow our asset base through further accretive acquisitions in the near term. A larger asset base will contribute to the REIT's long-term success as it will further diversify and stabilize our income and net asset value, attract more institutional investors, reduce our cost of capital, and further strengthen our balance sheet and liquidity.

In summary, our income continues to be stable, we are trading at a discount to a well validated net asset value, and we have a positive outlook for growth.

Thank you for your continued support.



Sincerely,
Steve Hodgson
Chief Executive Officer
May 11, 2022

Management's Discussion and Analysis

SLATE OFFICE REIT

TSX: SOT.UN

March 31, 2022

CONTENTS

PART I - OVERVIEW	13
PART II - LEASING AND PROPERTY PORTFOLIO	19
PART III - RESULTS OF OPERATIONS	25
PART IV - FINANCIAL CONDITION	40
PART V - ACCOUNTING AND CONTROL	50
PART VI - PROPERTY TABLE	52

FINANCIAL AND INFORMATIONAL HIGHLIGHTS

(in thousands, except per unit amounts and as otherwise stated)

	March 31, 2022	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021
Summary of Portfolio Information					
Number of properties	55	32	34	34	34
Gross leasable area ("GLA") ¹	7,684,156	6,756,215	6,916,623	6,912,521	6,908,587
Total assets	\$ 1,972,562	\$ 1,808,907	\$ 1,692,896	\$ 1,680,405	\$ 1,674,255
Total debt	\$ 1,177,149	\$ 1,045,542	\$ 986,059	\$ 976,239	\$ 968,399
Occupancy ²	84.7%	83.8%	83.3%	83.6%	83.5%

	Three months ended				
	March 31, 2022	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021
Summary of Financial Information					
Revenue	\$ 47,602	\$ 44,294	\$ 43,636	\$ 41,559	\$ 43,161
Net operating income ("NOI") ³	\$ 23,691	\$ 20,298	\$ 23,012	\$ 22,378	\$ 21,345
Net income	\$ 29,044	\$ 13,661	\$ 8,657	\$ 5,684	\$ 18,638
Funds from operations ("FFO") ³	\$ 9,860	\$ 8,293	\$ 11,092	\$ 10,443	\$ 9,634
Core-FFO ³	\$ 10,681	\$ 9,101	\$ 11,888	\$ 11,226	\$ 10,406
Adjusted FFO ("AFFO") ³	\$ 9,622	\$ 8,027	\$ 11,041	\$ 10,069	\$ 9,211
IFRS net asset value ("NAV") ³	\$ 732,909	\$ 651,958	\$ 647,020	\$ 642,797	\$ 639,464
Per Unit Financial Information					
Weighted average diluted number of trust units (000s)	80,386	73,201	73,283	73,279	73,266
Diluted units outstanding (000s)	85,638	73,214	73,200	73,291	73,277
IFRS NAV per unit ³	\$ 8.56	\$ 8.90	\$ 8.84	\$ 8.77	\$ 8.73
FFO per unit ³	\$ 0.12	\$ 0.11	\$ 0.15	\$ 0.14	\$ 0.13
Core-FFO per unit ³	\$ 0.13	\$ 0.12	\$ 0.16	\$ 0.15	\$ 0.14
AFFO per unit ³	\$ 0.12	\$ 0.11	\$ 0.15	\$ 0.14	\$ 0.13
Distributions per unit ³	\$ 0.10	\$ 0.10	\$ 0.10	\$ 0.10	\$ 0.10
FFO payout ratio ³	82.4%	88.0%	65.8%	69.9%	75.8%
Core-FFO payout ratio ³	76.1%	80.2%	61.4%	65.0%	70.1%
AFFO payout ratio ³	84.4%	90.9%	66.1%	72.5%	79.2%

	March 31, 2022	December 31, 2021	September 30, 2021	June 30, 2021	March 31, 2021
Financial Data					
Loan-to-value ("LTV") ratio ³	60.1%	59.7%	58.3%	58.2%	58.0%
Weighted average debt interest rate	3.3%	3.3%	3.9%	3.9%	4.1%
Interest coverage ratio (times) ³	2.0x	2.0x	2.1x	2.1x	2.1x
Net debt to adjusted EBITDA ratio (times) ³	13.7x	12.6x	11.8x	11.6x	11.3x

¹Gross leasable area is presented at 100% of the building's GLA, without taking ownership percentage into consideration.

²Occupancy is presented at 100% of the building's GLA, without taking ownership percentage into consideration.

³The calculation of these non-IFRS financial measures and a reconciliation to relevant IFRS measures are included in Part III and IV.

PART I - OVERVIEW

INTRODUCTION

This MD&A of the financial position and results of operations of the REIT is intended to provide readers with an assessment of performance and summarize the financial position and results of operations of the REIT for the three months ended March 31, 2022. The presentation of the REIT's financial results, including the related comparative information, contained in this MD&A are based on the REIT's condensed consolidated interim financial statements as at March 31, 2022 and for the three months ended March 31, 2022 and 2021 (the "consolidated financial statements"). This MD&A should be read in conjunction with those consolidated financial statements. All dollar amounts are in thousands of Canadian dollars, unless otherwise noted.

The information contained in this MD&A is based on information available to the REIT and is dated as of May 11, 2022, which is also the date the Board of Trustees, upon the recommendation of its Audit Committee, approved the contents of this MD&A.

SLATE OFFICE REIT PROFILE

Slate Office REIT is an owner and operator of office real estate. The REIT owns interests in and operates a portfolio of strategic and well-located real estate assets in North America and Europe. A majority of the REIT's portfolio is comprised of government or high-quality credit tenants. The REIT acquires quality assets at a discount to replacement cost and creates value for unitholders by applying hands-on asset management strategies to grow rental revenue, extend lease terms and increase occupancy. During the three months ended March 31, 2022, the REIT acquired a portfolio of high quality office, life sciences and lite-industrial assets in Ireland increasing the portfolio's scale, diversification and pipeline for future growth.

The REIT is an unincorporated open-ended real estate investment trust governed by the laws of the Province of Ontario pursuant to an amended and restated Declaration of Trust dated as of March 21, 2016, as amended March 1, 2019 and as further amended on May 13, 2021, as it may be further amended, supplemented or amended and restated from time to time (the "Declaration of Trust").

The REIT is externally managed and operated by Slate Management ULC ("SMULC"), a subsidiary of Slate Asset Management L.P., (collectively, "Slate" or the "Manager"). Slate has an experienced and dedicated team of real estate professionals with a proven track record of success in real estate investment and management. Management's interests are aligned with the unitholders of the REIT through its sponsorship and as a significant unitholder of the REIT. Slate is the largest unitholder in the REIT, with a 9.5% interest at March 31, 2022 and accordingly, is highly motivated to increase the value of the REIT on a per unit basis and provide reliable returns to the REIT's unitholders. Slate assumed management responsibilities for the REIT in November 2014 with the vision of creating a pure-play office REIT focused on real estate assets with strong fundamentals. This vision was premised on the belief that the office market was changing and a pure-play office REIT would provide a vehicle to capitalize on future opportunities. Slate has strong conviction in the importance of physical office space and is focused on servicing growing and emerging tenants and industries.

Additional information on the REIT, including its Annual Information Form, is available on SEDAR at www.sedar.com and on the REIT's website at www.slateofficereit.com.

NON-IFRS MEASURES

We disclose a number of financial measures in this MD&A that are not measures used under International Financial Reporting Standards ("IFRS"), including net operating income, same property net operating income, funds from operations, core funds from operations, adjusted funds from operations, adjusted funds from operations payout ratio, IFRS net asset value, adjusted EBITDA, net debt to adjusted EBITDA ratio, interest coverage ratio, debt service coverage ratio and loan-to-value ratio, in addition to certain of these measures on a fully-diluted per unit basis. We utilize these measures for a variety of reasons, including measuring performance, managing the business, capital allocation and the assessment of risk. Descriptions of why these non-IFRS measures are useful to investors and how management use each measure is included in this MD&A. We believe that providing these performance measures on a supplemental basis to our IFRS results is helpful to investors in assessing the overall performance of our business in a manner similar to management. These financial measures should not be considered as a substitute for similar financial measures calculated in accordance with IFRS. We caution readers that these non-IFRS financial measures may differ from the calculations disclosed by other businesses, and as a result, may not be comparable to similar measures presented by others. Reconciliations of these non-IFRS measures to the most directly comparable financial measures calculated and presented in accordance with IFRS are included within Part III and IV of this MD&A.

RISKS AND UNCERTAINTIES

The REIT's business is subject to a number of risks and uncertainties which are described in its most recently filed Annual Information Form for the year ended December 31, 2021, available on SEDAR at www.sedar.com.

COVID-19

Slate, as manager of the REIT, has a robust COVID-19 response plan in-place with employee and tenant safety a top priority. This plan is intended to monitor and mitigate the business and health risks posed to the REIT and its stakeholders. The REIT is taking operational planning and cost-controlling measures to manage exposure to COVID-19. No assurance can be made that the plan will mitigate the adverse impacts of COVID-19. The COVID-19 pandemic may have a material long-term impact on the financial position, results and cash flows of the REIT, including tenants' ability to pay rent, occupancy, leasing demand, market rents, labor shortages and disruptions, and access to capital

markets on acceptable terms or at all, certain of which may impact the REIT, including but not limited to, the valuation of its properties and the ability of the REIT to meet financial obligations, the measurement of which is not currently determinable. Market volatility has resulted and may continue to result in a negative impact on the market price of the REIT's equity securities particularly as it pertains to the spread of new variants and further outbreaks in the markets in which the REIT operates. Governments and central banks have intervened through monetary and new fiscal policies, however, it is unknown at this time how these interventions will impact capital markets or the financial stability of the REIT's tenants.

Additional risks and uncertainties not presently known to the REIT or that the REIT currently considers immaterial also may impair its business and operations and cause the price of the REIT's units to decline in value. If any of the noted risks actually occur, the REIT's business may be harmed and the financial condition and results of operations may suffer significantly. In that event, the trading price of the units could decline and unitholders may lose all or part of their investment.

U.S. London Interbank Offering Rate ("U.S. LIBOR") Transition

The REIT is exposed to U.S. LIBOR interest rate on debt pertaining to its U.S. properties, which is subject to the interest rate benchmark reform. The REIT has closely monitored the market and the output from the various industry working groups managing the transition to new benchmark interest rates. This includes announcements made by LIBOR regulators (including the Financial Conduct Authority ("FCA") and the US Commodity Futures Trading Commission) regarding the transition away from U.S. LIBOR to the Secured Overnight Financing Rate ("SOFR"). The FCA has made clear that, at the end of 2021, it will no longer seek to persuade, or compel, banks to submit to LIBOR.

Upon the expected discontinuation of the U.S. LIBOR rates used by the REIT, there is uncertainty in the determination of the applicable interest rate and payment amount. This will depend on the terms agreed to by the REIT and may result in changes to the determination of the REIT's expected future cash flows. The calculation of interest rates under the replacement benchmarks may impact the REIT's interest and finance costs and overall financial condition or results of operations. Additionally, debt holders or governing bodies may decide to transition to a successor rate prior to the expected LIBOR phase-out date.

The REIT will continue to apply the amendments to IFRS 9 until the uncertainty arising from the interest rate benchmark reforms with respect to the timing and the amount of the underlying cash flows that the REIT is exposed ends. The REIT has assumed that this uncertainty will not end until the REIT's contracts that reference U.S. LIBOR are amended to specify the date on which the interest rate benchmark will be replaced, the cash flows of the alternative benchmark rate and the relevant spread adjustment. The REIT has amended its debt agreements to introduce applicable fall back clauses for the transition of its benchmark rates from U.S. LIBOR.

STRATEGY

Our strategy is to own an institutional quality portfolio of assets in stable and growing office markets. We believe that seeking out assets that can be purchased at a significant discount to peak and replacement value while retaining stable operating fundamentals allows the potential for superior risk-adjusted returns. Approximately two-thirds of office inventory is often overlooked by large institutional investors for various reasons. The REIT's portfolio of office properties provides diversification, an ability to generate cash flow to provide distributions to unitholders, while also providing the opportunity to grow net asset value on a per unit basis. We have taken note that these characteristics exist in numerous markets throughout Canada, the U.S. and Europe and have developed a robust pipeline of assets that meet our investment criteria.

While our primary goals are to grow net asset value on a per unit basis and provide distributions to unitholders, we are focused on the following areas to achieve the REIT's objectives:

- A focus on our cost basis, which means buying quality assets at a discount to replacement costs. We have a bias towards assets with strong credit tenants and where rents are below market so we can realize organic growth;
- Prudent and proactive capital and asset management to reposition properties, grow rental revenue, extend lease term and increase occupancy to create value while minimizing property and portfolio vacancy exposure;
- Prudent and disciplined management of capital outlays that will maintain and increase the attractiveness of the REIT's portfolio and achieve increased rents;
- Continue to increase the REIT's financial strength and flexibility through robust balance sheet management;
- Maintain a conservative AFFO payout ratio taking into account the REIT's other available opportunities and capital allocation requirements; and financing or disposing of stabilized assets and redeploying proceeds to new investment opportunities.

Overall, we believe that the REIT is positioned for long term growth with a portfolio of high credit-quality tenants and a conservative AFFO pay-out ratio.

ENVIRONMENTAL, SOCIAL AND CORPORATE GOVERNANCE

At Slate, we believe the responsibility of a fiduciary is not limited to generating investment returns – it is about treating people, our partners and our environment with respect and setting an example for others through our conduct. In November 2021, Slate hired Bozena Jankowska as Global Head of ESG. In this role, Bozena is responsible for implementing and advancing ESG practices and thought leadership across Slate and its investment activities in line with Slate's ESG Policy.

The ESG Policy provides a detailed framework for Slate's commitment across key areas (i) climate change, (ii) resource efficiency, (iii) social impact, and (iv) ethical business conduct. Management believes that a rigorous approach to ESG will further enhance the value we provide to our investors, tenants, communities, and employees by reducing our environmental impact, creating sustainable spaces where tenants and communities thrive, and creating a superior culture and work environment for our team members. Slate is committed to integrating ESG into its investment process, by identifying and managing issues that are material to each investment during its lifecycle. The consideration of ESG factors can be summarized as follows:

Environmental

Slate recognizes that climate change is the most pressing challenge facing the world today and that it has a role to play in delivering the change needed to reduce carbon emissions arising from its properties. Slate believes that managing climate change risks and opportunities brings key benefits which include managing regulatory and reputational risk, sharing costs and savings with tenants, reducing risk of stranded assets and enhancing asset value and desirability. By consistently managing environmental impacts and achieving efficiency gains, Slate believes there is an opportunity to own efficient and resilient buildings that serve our tenants, local communities, and the environment. For example, more than 80% of the properties in the REIT portfolio are currently certified or in the process of being certified as either Leadership in Energy and Environmental Design ("LEED") or Building Owners and Managers Association Building Environmental Standards ("BOMA BEST") compliant.

Social

Slate believes that fostering strong relationships and collaboration with tenants and stakeholders at the property level supports the creation of resilient, safe, and sustainable communities. In addition to our investment activities, as manager of the REIT, Slate is committed to integrating ESG throughout its corporate operations by focusing on factors that are important to our employees and communities. This includes promoting a diverse and inclusive work environment, investing in the health, safety and well-being of our teams and engaging and supporting individual growth, professional development and mentorship.

Governance

Good governance drives everything that Slate does. Integrity, accountability, and trust are at the core of Slate's culture. Slate believes that integrating ESG principles into its management practices, processes and systems is key to the long-term success of its business and is aligned with its commitment to good business conduct and ethics.

To learn more about our ESG initiatives please visit our website: www.slateofficereit.com.

TOTAL RETURN TO UNITHOLDERS

As described above, our strategy is to grow net asset value on a per unit basis and provide distributions to unitholders. The REIT believes this strategy aligns with the perspective of the REIT's unitholders, as the combination of (i) change in net asset value on a per unit basis and (ii) distributions received, represents the value provided to them by the REIT. Over the past number of years, the REIT has provided a meaningful total return to unitholders as outlined below.

The following reconciliation shows the change in IFRS net asset value of the REIT on a total and per unit basis for the three months ended March 31, 2022, and the years ending December 31, 2021 and 2020:

	Three months ended March 31, 2022		Year ended December 31, 2021		Year ended December 31, 2020	
	IFRS Net Asset Value ¹	Per Unit	IFRS Net Asset Value ¹	Per Unit	IFRS Net Asset Value ¹	Per Unit
Beginning of period	\$ 651,958	\$ 8.90	\$ 627,504	\$ 8.57	\$ 659,057	\$ 8.99
Core-FFO	10,681	0.13	42,621	0.58	49,664	0.68
Property fair value changes ²	7,086	0.08	8,708	0.12	(114)	—
Other fair value changes	19,645	0.23	19,947	0.27	(29,803)	(0.41)
Depreciation on hotel	(240)	(0.01)	(1,022)	(0.01)	(1,058)	(0.01)
Foreign exchange	(5,695)	(0.07)	(710)	(0.01)	(8,747)	(0.13)
Unit issuances	61,020	(0.56)	—	—	—	—
Distributions	(7,710)	(0.10)	(29,192)	(0.40)	(29,203)	(0.40)
Unit repurchases	—	—	—	—	(358)	0.01
Transaction costs	—	—	(657)	(0.01)	(1,979)	(0.03)
Other	(3,836)	(0.04)	(15,241)	(0.21)	(9,955)	(0.13)
End of period	\$ 732,909	\$ 8.56	\$ 651,958	\$ 8.90	\$ 627,504	\$ 8.57

¹Refer to the IFRS Net Asset Value section of this MD&A for the calculation of IFRS net asset value on a total and per unit basis to the REIT's consolidated financial statements.

²Includes the impact of IFRIC 21 property tax adjustment.

Net asset value has been determined using the REIT's consolidated financial statements prepared in accordance with IFRS. It is important to note that the consolidated financial statements of the REIT may not be fully representative of the net asset value of the REIT. Specifically, the fair value of properties are measured individually without consideration to their aggregate value on a portfolio basis. No consideration is given to diversification benefits related to single property tenant risk and geography, the value of assembling a portfolio or to the utilization of a common management platform, amongst other benefits. As a result, the fair value of the REIT's properties taken in aggregate may differ from the fair value of properties measured individually in the REIT's consolidated statements of financial position.

Core-FFO contributed \$10.7 million to net asset value and the REIT has paid \$0.10 per unit in distributions to unitholders for the three months ended March 31, 2022. Property fair value increased \$7.1 million or \$0.08 per unit primarily as a result of valuation increases on the Irish portfolio and there was a gain on other value changes of \$19.6 million primarily on the fair value of the REIT's pay-fixed interest rate swaps at March 31, 2022 compared to December 31, 2021. This was offset by an increase in units outstanding.

The following table shows the per unit value created or provided to unitholders in addition to the related total return for the following periods:

	Three months ended March 31, 2022		Year ended December 31, 2021		Year ended December 31, 2020	
	Percentage Return	Per Unit	Percentage Return	Per Unit	Percentage Return	Per Unit
IFRS net asset value change	(3.8%)	\$ (0.34)	3.9%	\$ 0.33	(4.7%)	\$ (0.42)
Distributions	1.1%	0.10	4.7%	0.40	4.4%	0.40
Total	(2.7)%	\$ (0.24)	8.6%	\$ 0.73	(0.3)%	\$ (0.02)

In 2022, the REIT has provided \$0.10 per unit in cash distributions to unitholders. This represents an annualized yield of 7.8% based on the closing price of the REIT's units at March 31, 2022 and a quarterly return of 1.1% based on the REIT's IFRS NAV at December 31, 2021. IFRS NAV decreased \$0.34 per unit driven by the issuance of units in exchange for subscription receipts and a private placement, Core-FFO of \$0.13 per unit and an increase in value from pay-fixed interest rate swaps and the fair value of investment properties. In 2021, the REIT's NAV increased \$0.33 per unit primarily as a result of non-cash gains on pay-fixed interest rate swaps, accompanied by \$0.40 per unit of distributions. In 2020, total return to unitholders was \$(0.02) per unit or (0.3)%, of which \$0.40 was returned to unitholders in the form of a distribution and an IFRS NAV decrease of \$(0.42) was retained in the REIT as a result of property valuation changes.

A large portion of the total return to unitholders is provided by way of distributions. In 2021, 54.1% of the distributions received by unitholders were treated as a return of capital for taxation purposes and 45.9% was treated as capital gains. In 2020, 43.3% of the distributions received by unitholders were treated as a return of capital and 56.7% were treated as capital gains due to the impact of capital gains and depreciation recapture on asset sales.

IFRS NET ASSET VALUE

IFRS net asset value is a non-IFRS measure and is defined by the REIT as the aggregate of the carrying value of the REIT's equity, Class B LP units, deferred units and deferred tax liability. Management believes that this measure reflects the residual value of the REIT to equity holders and is used by management on both an aggregate and per unit basis to evaluate the net asset value attributable to unitholders and changes thereon based on the execution of the REIT's strategy.

The following is the calculation of IFRS net asset value on a total and per unit basis at March 31, 2022 and December 31, 2021 to the REIT's consolidated financial statements:

	March 31, 2022	December 31, 2021
Equity	\$ 698,740	\$ 621,967
Class B LP units	27,007	26,426
Deferred unit liability	912	815
Deferred tax liability	6,250	2,750
IFRS net asset value	\$ 732,909	\$ 651,958
Diluted number of units outstanding ¹	85,638	73,214
IFRS net asset value per unit	\$ 8.56	\$ 8.90

¹Represents the fully diluted number of units outstanding and includes outstanding REIT units, DUP units and Class B LP units and is shown in thousands at the end of the respective periods.

Management believes that there is a substantive basis to support a net asset value of \$8.56 per unit as the REIT has obtained independent third party appraisals for 27 out of 32 properties in the portfolio (excluding the Ireland portfolio) in the 24 months preceding March 31, 2022 which had a combined appraisal value of \$1.1 billion representing 71% of the REIT's property fair value at March 31, 2022.

The following is an illustration of the REIT's valuation used to determine IFRS net asset value at March 31, 2022:

<i>(thousands, except per unit amount)</i>	March 31, 2022
Property fair value	\$ 1,839,335
Property fair value of vacant and redevelopment properties	17,511
Data Centre	49,335
Working capital	3,877
Debt	(1,177,149)
IFRS net asset value	\$ 732,909
Diluted number of units outstanding (000s)	85,638
IFRS net asset value per unit	\$ 8.56

The following is a summary of the REIT's IFRS net asset value per unit by geographic segment:

	March 31, 2022
Atlantic	\$ 2.67
Ontario	2.82
Western	0.35
U.S.	1.53
Ireland	1.19
IFRS net asset value per unit	\$ 8.56

SIGNIFICANT HIGHLIGHTS

Achieved significant growth through closing of the Irish portfolio acquisition and related capital raise:

- On February 7, 2022, the REIT closed the transformative acquisition of Yew Grove, an Irish entity that owned a high quality, fit-for-purpose portfolio of 23 properties anchored by government, technology and life-science tenants (the “Yew Grove”)
- The acquisition of Yew Grove was accretive to the REIT’s key portfolio metrics, enhancing both occupancy and weighted-average lease term, increasing the REIT’s exposure to high quality credit tenants from 61.3% to 67.0%
- Onboarded the Yew Grove platform as a team on the ground in Europe to enable the REIT to act opportunistically on its pipeline of actionable opportunities in growing markets with resilient office demand

Further enhanced the durability of the REIT’s income through proactive asset management:

- Completed 129,535 square feet of leasing at a 7.4% rental rate spread. Notable leasing transactions for the quarter include the following:
 - A 10-year renewal of a global engineering firm in 30,000 square feet at 191 The West Mall in the Greater Toronto Area;
 - A 5-year extension of an accounting firm in 7,000 square feet at 2655 North Sheridan Way in the Greater Toronto Area;
 - A 7,000 square foot expansion of a government tenant at Maritime Centre in Halifax; and
 - A new 12-year lease with a law firm for 6,500 square feet at 120 South LaSalle in Chicago
- The REIT’s units traded at a 7.8% distribution yield, which was well covered with an AFFO payout ratio of 84.4% for the three months ended March 31, 2022
- Net income was \$29.0 million and net operating income was \$23.7 million for the three months ended March 31, 2022 compared to net income of \$13.7 million and net operating income of \$20.3 million for the three months ended December 31, 2021
- Same property net operating income was \$21.0 million for the three months ended March 31, 2022 compared to \$20.1 million for the three months ended December 31, 2021
- FFO and Core-FFO for the three months ended March 31, 2022 were \$9.9 million and \$10.7 million, or \$0.12 and \$0.13, respectively on a per unit basis
- AFFO was \$9.6 million or \$0.12 per unit and the AFFO payout ratio for the three months ended March 31, 2022 was 84.4%
- Subsequent to quarter end, Slate Asset Management released an updated Corporate Environmental, Social and Governance (ESG) Policy, which embeds ESG strategies and practices into the REIT’s operations to mitigate ESG risk

PART II - LEASING AND PROPERTY PORTFOLIO

LEASING

Growing rental income by increasing occupancy and continuing to mark-to-market rental rates is a key focus for the REIT. Leasing volume for the first quarter of 2022 totaled 129,535 square feet, an increase of 26% as compared to the quarter ended March 31, 2021. Rental rate spreads for the quarter were 7.4% above in-place and expiring rents for new and renewed leasing. In-place rental rates across the portfolio are 7.8% below current market rent, providing a significant opportunity for the REIT to continue to increase rental income going forward.

Physical workspace is critical to corporate culture, collaboration and innovation which is driving a return to the office for many of our tenants, particularly those in high growth, essential industries such as life sciences and technology. An improving economy coupled with strong office-using employment growth is driving office space demand as evidenced by the 20% and 10% increase in leasing volumes in the Greater Toronto Area and Atlantic Canada respectively in the first quarter of 2022 as compared to the first quarter of 2021. We expect this demand to continue throughout the balance of 2022 as restrictions continue to lift, market fundamentals improve and management teams recognize the importance of bringing employees together in person.

OCCUPANCY

The following is a continuity of the change in the in-place occupancy of the REIT's properties:

	Three months ended March 31, 2022			Three months ended December 31, 2021		
	GLA	Occupancy (square feet)	Occupancy (%)	GLA	Occupancy (square feet)	Occupancy (%)
Occupancy, beginning of period	6,756,215	5,663,872	83.8%	6,916,623	5,759,699	83.3%
Acquired properties						
Irish Portfolio	926,000	865,858	93.5%	—	—	— %
Disposed properties	—	—	—%	(165,260)	(100,555)	60.8%
1 Eva Road	—	—		(91,867)	(73,436)	
4 Herald Avenue	—	—		(73,393)	(27,119)	
Remeasurements	1,941	—	—%	4,852	(1,096)	(0.1%)
Change in same property occupancy	—	(17,855)	(0.3%)	—	5,824	0.1%
Occupancy, end of period	7,684,156	6,511,875	84.7%	6,756,215	5,663,872	83.8%

Occupancy at March 31, 2022 was 84.7% and the weighted average lease term was 5.6 years. Occupancy rates increased as a result of the Yew Grove acquisition that closed in February. New leases have been completed to partially offset the impact of known vacancies and the REIT continues to execute on a strategy focused on increasing occupancy.

LEASE MATURITIES

The REIT generally enters into leases with an initial term to maturity between 2 and 10 years. The weighted average remaining term to maturity at March 31, 2022 was 5.6 years, not including tenants on month-to-month leases. Management considers the current average term of leases to be indicative of the stability of the portfolio's cash flow and diversified maturity risk.

As noted in the significant highlights, the REIT has completed a 10-year extension with a global engineering firm for approximately 30,000 square feet at 191 The West Mall in the Greater Toronto Area. That same firm will vacate 160,812 square feet at 195 The West Mall in several tranches. The first 87,717 square feet was vacated at the end of April 2022. The remaining 73,095 square feet will be phased out progressively until September 30, 2022 and the tenant will cover operating costs and taxes on that space during the transition. They will occupy 73,095 until May 31, 2022, stepping down to 58,476 square feet until June 30, 2022 and finally stepping down to 43,857 square feet until expiry of the transition period on September 30, 2022. This transition allows the tenant to complete new improvements to the space at 191 The West Mall. Given this space is currently leased at below market rents, re-leasing the space will allow the REIT to drive value by adjusting rents to market.

The following table summarizes the composition of the remaining term to maturity of the REIT's leases by region:

	March 31, 2022			December 31, 2021		
	Weighted average years to maturity ¹	GLA	% of GLA	Weighted average years to maturity ¹	GLA	% of GLA
Atlantic	5.3	1,957,466	25.4%	5.5	1,954,927	28.9%
Ontario	4.3	2,384,403	31.0%	4.4	2,408,393	35.6%
Western	6.5	415,312	5.4%	6.8	414,458	6.1%
Ireland	8.7	865,858	11.3%	—	—	—%
U.S.	6.0	888,836	11.6%	6.2	886,094	13.1%
Vacant	5.6	6,511,875	84.7%	5.2	5,663,872	83.8%
		1,172,281	15.3%		1,092,343	16.2%
Total		7,684,156	100.0%		6,756,215	100.0%

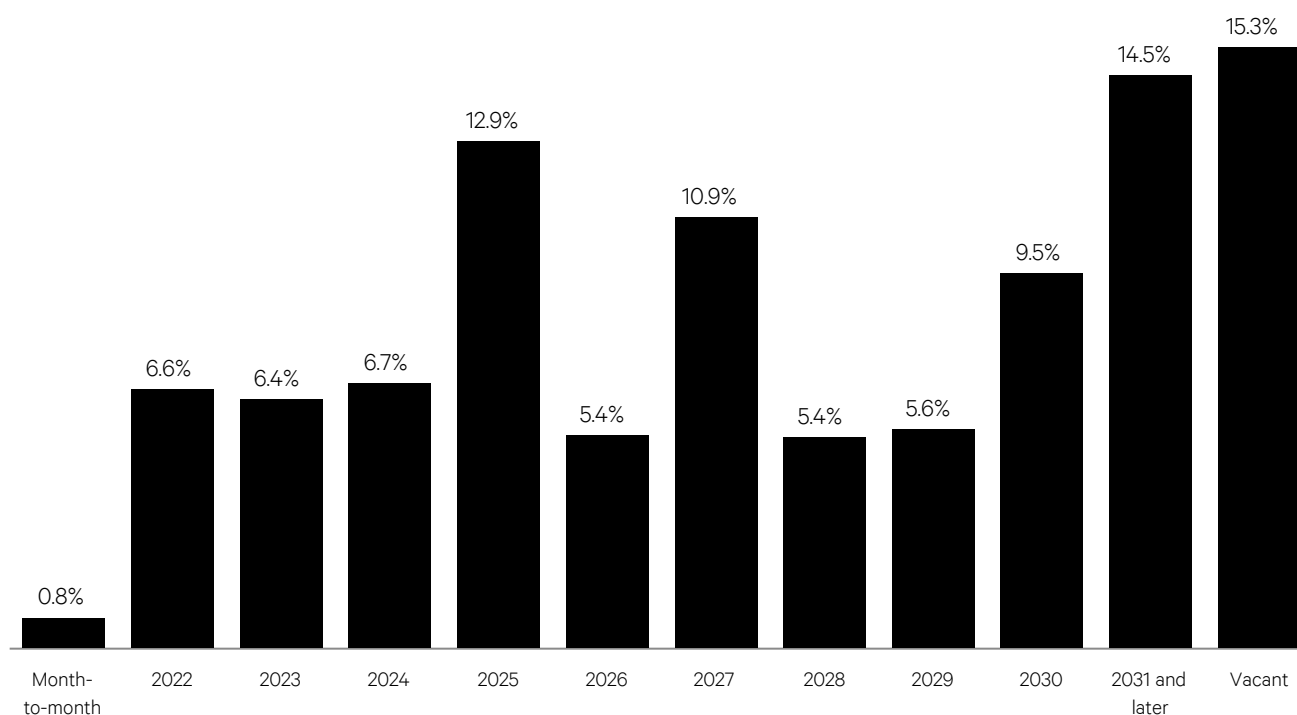
¹The calculation of weighted average years to maturity does not include month-to-month tenants.

The following is a profile of the maturities of the REIT's leases excluding the impact of tenant extension options at March 31, 2022:

	GLA	% of portfolio	Weighted average in-place rent (per square foot) ¹
Month-to-month	61,444	0.8%	\$ 6.25
2022	506,982	6.6%	15.74
2023	488,133	6.4%	17.39
2024	516,982	6.7%	20.94
2025	988,165	12.9%	16.56
2026	416,122	5.4%	16.92
2027	841,183	10.9%	18.95
2028	413,079	5.4%	18.44
2029	430,546	5.6%	16.39
2030	732,427	9.5%	26.12
2031 and later	1,116,812	14.5%	16.44
Vacant	1,172,281	15.3%	n/a
Total / weighted average	7,684,156	100.0%	\$ 18.30

The weighted average in-place occupancy is based on in-place rents for active expiries.

Lease Maturities



Month-to-month tenants comprise 0.8% of the portfolio gross leasable area and throughout 2022, 6.6% of the REIT's portfolio gross leasable area is maturing. Securing renewals for these maturities and entering into new leases with tenants is a critical focus for the REIT in the markets in which it operates. The in-place rent of the next twelve month maturities is approximately 5.31% below market rent, providing significant upside opportunity for the REIT upon renewing and re-leasing this space.

Management's goal is to drive organic growth in the portfolio and focus on creating meaningful per unit net asset value accretion through positive rental rate spreads, increased occupancy, improved tenant quality and longer weighted-average lease terms. The success of the REIT's leasing will depend on the demand for office space in the markets in which the REIT operates, which is in part determined by economic stability and growth.

IN-PLACE AND MARKET RENTS

The weighted-average in-place rent of the REIT's total office portfolio at March 31, 2022 is \$18.30 per square foot, representing a 7.8% discount to current market rent. The rental rate spread was 7.4% for all deals done across the portfolio in Q1 2022, illustrating the REIT's ability to unlock value by adjusting to market rents on expiry of existing leases and when entering into new leases.

The estimate of current market rent is based on third party valuations, management's estimates, and leasing data obtained from actual new and renewed leases. While there are no assurances that maturing leases will be renewed at rates in excess of current in-place rents, or at all, management compares in-place rents to market rents to determine the future revenue capacity of the REIT's current portfolio and roll-over revenue risk.

The following table summarizes the REIT's leasing activity during the three months ended March 31, 2022:

	GLA	Number of leases	Weighted average expiring rent (per square foot)	Weighted average new rent (per square foot)	Increase in rent
Renewed leases	78,583	14	\$ 16.88	\$ 18.80	11.4%
New leases	50,952	20	16.56	16.73	1.0%
Total / weighted average	129,535	34	\$ 16.75	\$ 17.99	7.4%
Less: leases not renewed / vacated	(73,186)	(16)			
Net total	56,349	18			

The following is a summary of the REIT's new and renewal leasing activity during the last four quarters:

Quarter	Renewals			New leases			Total	
	GLA	Number of leases	Rental rate spread	GLA	Number of leases	Rental rate spread	GLA	Number of leases
Q2 2021	285,833	17	25.4%	61,741	14	(13.9%)	347,574	31
Q3 2021	136,613	13	0.9%	29,907	13	(30.4%)	166,520	26
Q4 2021	94,952	15	6.3%	60,510	15	(3.3%)	155,462	30
Q1 2022	78,583	14	11.4%	50,952	20	1.0%	129,535	34
Total	595,981	59	14.9%	203,110	62	(9.4%)	799,091	121

TENANT PROFILE

Management's strategy includes ensuring that the REIT's tenants are diversified and of high credit quality. A higher quality tenant base increases the stability of the REIT's income through economic cycles, which directly relates to their continued ability to meet their lease obligations to the REIT and to continue to retain their workforce, which directly impacts their need for office space. The REIT has experienced the benefit of this high quality tenant base through the collection of rents during COVID-19 related closures in markets across the REIT's portfolio.

The REIT's total exposure to the Government of Canada and provinces is approximately 1,091,321 square feet or 15.4% of base rent at share with a weighted average lease term of 5.6 years. Further, 67.0% of the REIT's base rent is derived from government or quality credit rated tenants. The following are the REIT's top 10 largest tenants by percent of base rent receipts at March 31, 2022, which together represent 39.5% of base rental receipts:

Tenant	Credit rating ¹	GLA	Number of properties	% of base rental receipts	Weighted average lease term (years)
SNC-Lavalin Inc.	BB+	433,800	3	6.6%	2.8
Bell Canada Enterprises	BBB+	136,464	4	6.1%	6.5
CIBC	A+	324,864	3	6.0%	7.3
Government of Canada	AAA	369,910	8	4.5%	4.1
Province of New Brunswick	A+	299,378	5	3.5%	5.2
Thales Rail Signalling Solutions Inc.	BBB+	220,476	1	3.1%	3.5
Government of Ireland	AA-	109,227	6	2.6%	5.3
Blue Cross	Unrated	184,708	3	2.6%	6.1
Johnson Insurance	A1	156,217	1	2.4%	8.7
Kraft Canada Inc.	BBB-	156,426	1	2.1%	4.2
Total		2,391,470		39.5%	5.0

¹Source: DBRS, Moody's and S&P as at March 31, 2022.

²Includes 338,983 square feet of SNC-Lavalin Nuclear Inc.

PROPERTY PROFILE

The REIT's property portfolio at March 31, 2022 consists of interests in 55 properties. The portfolio has 7.7 million square feet of gross leasable area. For a listing of all of the REIT's properties see Part VI of this MD&A.

Acquisition pipeline

The REIT continues to evaluate new or potential opportunities in the cities in which we operate and in markets that are new to the REIT. While the number of opportunities is high, we continue to be disciplined in our underwriting and pricing. We will not sacrifice long-term value creation for short-term income and accordingly do not pursue acquisitions that do not meet appropriate return expectations.

In pursuing acquisition properties, we have a bias towards opportunities with the following two characteristics:

- *Opportunity for value creation:* We are focused on opportunities that will create value for unitholders. We are less focused on immediate accretion (i.e. the next quarter) and more focused on finding acquisitions that allow for significant equity creation over the medium term. Properties are attractive to us if they are located in a stable market, in good physical condition and have opportunities to drive value by moving existing rents to market rates and/or increase occupancy through focused leasing or repositioning.
- *Meaningful discount to replacement cost:* A property purchased well below replacement cost provides opportunity for investment in leasing or asset repositioning, with favourable economic returns to the REIT in excess of new build. We also believe that price per square

foot, if at a meaningful discount to replacement cost, provides prudent downside protection while retaining significant opportunity to attract tenants on a competitive basis, especially when competing against new builds.

Core-plus office properties will often satisfy these two characteristics. In contrast to core assets, which often trade in excess of replacement cost with optimized tenancing, we believe that the risk-return profile of non-core assets remains attractive, and we will continue to seek the best opportunities.

Redevelopment properties

Maritime Centre

Although not classified as a redevelopment property, the REIT has budgeted approximately \$17.6 million of return generating capital to significantly enhance Maritime Centre in downtown Halifax, Nova Scotia (www.maritimecentre.ca) which is expected to drive occupancy, rental rates and create a meaningful total return. The project converts the food court level to parking which is in high demand in downtown Halifax. This conversion has added more than 100 parking stalls to Maritime Centre. A new glass facade at the Barrington Street level will host a 6,000 square foot restaurant and a new common area lobby. Costs incurred are approximately \$16.3 million and the balance is expected to be spent through Q2 2022. The redevelopment has enabled the REIT to drive rent growth by 30% and improve occupancy by 25% since acquisition. The expected return from this redevelopment is compelling and is a great example of the REIT re-deploying capital into its existing assets to drive out-sized returns.

IFRS fair value

The REIT's property portfolio at March 31, 2022 had an estimated IFRS fair value of \$1.9 billion. The REIT's IFRS fair value reflects the current economics of the REIT's properties, including its 84.7% in-place occupancy and current weighted average in-place rents of \$18.30 per square foot, which management estimates to be on average \$1.56 per square foot below estimated market rents. Various properties within the REIT's portfolio are significantly below normalized occupancy, several of which are expected to be so for all or a portion of the next twelve-month period.

Overall, the average estimated IFRS fair value per square foot of the REIT's portfolio excluding the Data Centre and Delta Brunswick Hotel is \$298 with an average cost to the REIT of \$247 per square foot. Management believes that this average value per square foot is significantly lower than replacement cost, which management estimates to be on average between \$300 and \$400 per square foot. In certain markets, such as St. John's, NL, the cost to construct is significantly higher. Furthermore, the difference between the IFRS fair value compared to the average cost to the REIT represents approximately \$317 million of value creation from ownership, based on the REIT's current portfolio.

The following table presents a summary of the discount and terminal capitalization rates for the fair value of the REIT's properties:

	March 31, 2022		December 31, 2021	
	Discount rate	Terminal capitalization rate	Discount rate	Terminal capitalization rate
Minimum	6.25%	5.75%	6.25%	6.00%
Maximum	10.75%	10.25%	8.75%	8.50%
Weighted average	7.33%	6.71%	7.23%	6.60%

The fair value of properties are measured individually without consideration to their aggregate value on a portfolio basis. No consideration is given to diversification benefits related to single property tenant risk and geography, the value of assembling a portfolio or to the use of a common management platform, amongst other benefits. As a result, the fair value of the REIT's properties taken in aggregate may differ from the fair value of properties measured individually in the REIT's consolidated statements of financial position.

Property continuity

A continuity of the REIT's property interests is summarized below:

	Three months ended March 31,	
	2022	2021
Beginning of period	\$ 1,591,958	\$ 1,593,945
Acquisitions ¹	264,419	—
Capital expenditures	6,933	4,592
Leasing costs	4,406	1,881
Depreciation of hotel asset	(240)	(254)
Foreign exchange	(15,631)	(4,225)
Change in fair value	15,955	9,027
IFRIC 21 property tax adjustment ²	(8,869)	(7,319)
Straight-line rent and other changes	(2,085)	(1,870)
End of period	\$ 1,856,846	\$ 1,595,777

¹Represents the purchase price and transaction costs.

²In accordance with IFRIC 21, the REIT recognizes property tax liability and expense on its existing U.S. properties as at January 1 of each year, rather than progressively, i.e. ratably throughout the year. The recognition of property taxes as a result of IFRIC 21 has no impact on NOI, FFO, Core-FFO or AFFO.

Capital expenditures are incurred by the REIT for maintaining or improving its properties. Certain leases provide the ability to recover all or a portion of these costs from tenants over time. Direct leasing costs generally include tenant improvement construction costs related to new and renewal leasing.

For the three months ended March 31, 2022 the REIT's investment property value increased with the acquisition of the Irish portfolio and a fair value increase of \$16.0 million offset by a decrease in value of the REIT's U.S. and Irish properties of \$15.6 million as a result of lower prevailing foreign exchange rates.

PART III - RESULTS OF OPERATIONS

SUMMARY OF RESULTS OF OPERATIONS

The following is a summary of the results of operations:

	Three months ended March 31,	
	2022	2021
Rental revenue	\$ 47,602	\$ 43,161
Property operating expenses	(34,865)	(31,005)
Finance income on finance lease receivable	784	834
Interest income	132	130
Interest and finance costs	(12,721)	(10,727)
General and administrative expenses	(2,288)	(2,041)
Change in fair value of financial instruments	19,645	11,614
Change in fair value of investment properties	15,955	9,027
Depreciation of hotel asset	(240)	(254)
Deferred income tax expense	(3,587)	(252)
Current income tax expense	(264)	—
Net income before Class B LP units	\$ 30,153	\$ 20,487
Change in fair value of Class B LP units	(581)	(1,321)
Distributions to Class B LP unitholders	(528)	(528)
Net income	\$ 29,044	\$ 18,638
Other comprehensive loss to be subsequently reclassified to profit or loss:		
Foreign currency translation loss	(5,695)	(1,512)
Total other comprehensive loss	(5,695)	(1,512)
Comprehensive income	\$ 23,349	\$ 17,126

NET INCOME AND COMPREHENSIVE INCOME

For the three months ended March 31, 2022 net income was \$29.0 million which is an increase from \$18.6 million for the same period in the prior year. The increase in net income is due to the fair value gain on financial instruments of \$19.6 million for the three months ended March 31, 2022 compared to a gain of \$11.6 million in the same period in the prior year accompanied by an increase in investment property fair value of \$16.0 million. This was partially offset by an increase in financing costs incurred in purchasing the Irish portfolio. The REIT recognized a net other comprehensive loss of \$5.7 million for the three months ended March 31, 2022 from U.S. dollar and Euro depreciation compared to a loss of \$1.5 million for the same period in the prior year.

NET OPERATING INCOME

Net operating income is a non-IFRS measure and is defined by the REIT as rental revenue, excluding non-cash straight-line rent and leasing costs amortized to revenue, less property operating costs prior to IFRIC 21, *Levies* ("IFRIC 21") adjustments. Rental revenue for purposes of measuring NOI excludes revenue recorded as a result of determining rent on a straight-line basis and the amortization of leasing costs in revenue for IFRS, which management believes better reflects the cash generation activity of the REIT's properties. NOI is an important measure of the income generated from the REIT's properties and is used by the REIT in evaluating the performance of its properties.

The following is a calculation of NOI for the three months ended March 31, 2022 and 2021:

	Three months ended March 31,	
	2022	2021
Revenue	\$ 47,602	\$ 43,161
Property operating expenses	(34,865)	(31,005)
IFRIC 21 property tax adjustment ¹	8,869	7,319
Straight-line rents and other changes	2,085	1,870
Net operating income	\$ 23,691	\$ 21,345

¹In accordance with IFRIC 21, the REIT recognizes property tax liability and expense on its existing U.S. properties as at January 1 of each year, rather than progressively, i.e. ratably throughout the year. The recognition of property taxes as a result of IFRIC 21 has no impact on NOI, FFO or AFFO.

For the three months ended March 31, 2022, NOI increased to \$23.7 million from \$21.3 million for the same period in the prior year. The increase driven by the acquisition of Yew Grove in February 2022.

The following is a reconciliation of the change in NOI for the three months ended March 31, 2022 compared to the same period in the prior year:

Net operating income, Q1 2021	\$	21,345
Change in same-property NOI		142
Contribution from acquired properties		2,304
Impact of foreign exchange rates		41
Reduced contribution from sold properties		(141)
Net operating income, Q1 2022	\$	23,691
Year-over-year change - \$	\$	2,346
Year-over-year change - %		11.0%

The following is a reconciliation of the change in NOI for the three months ended March 31, 2022 compared to the immediately preceding quarter:

Net operating income, Q4 2021	\$	20,298
Change in same-property NOI		731
Contribution from acquired properties		2,304
Impact of foreign exchange rates		52
Change in hotel contribution ¹		206
Increased contribution from sold properties ²		100
Net operating income, Q1 2022	\$	23,691
Quarter-over-quarter change - \$	\$	3,393
Quarter-over-quarter change - %		16.7%

¹Contribution from the REIT's hotel is not included in same property changes when compared to the preceding quarter due to the seasonality of its contribution to NOI.

²Increase in contribution from sold properties is a result of a final settlement of post-closing adjustments for properties sold prior to March 31, 2022.

SAME-PROPERTY NOI

Same-property NOI is a non-IFRS measure and is defined by the REIT as rental revenue, excluding non-cash straight-line rent, less property operating costs for those properties owned by the REIT for all of the current period and the relevant comparative period, reported at the REIT's proportionate ownership. Other than on a year-over-year basis, same property NOI excludes the earnings attributable to the REIT's hotel asset due to the seasonality of that asset. Same-property NOI is an important measure of the income generated from the REIT's properties period-over-period, but without consideration of acquisition and disposition activity, and is used by the REIT in evaluating the performance of its properties. The REIT seeks to increase or maintain same-property NOI through high-occupancy, increasing rents on renewal to market rents and by signing leases with embedded rent increases throughout the term of the lease.

Management compares same-property NOI for the current quarter to the immediately preceding quarter and to the same quarter in the preceding year.

Same-property NOI: comparison of the current quarter to the same quarter in the prior year

The same-property NOI comparison for the three months ended March 31, 2022 excludes assets acquired and disposed of in the 15 months prior to March 31, 2022. Where the REIT owns a partial interest in a property, NOI is included at the REIT's proportionate ownership for the current and comparative period based on its ownership at the current quarter end. The operations of the REIT's hotel asset are included when compared to the prior year as the seasonal variations are consistent.

	Three months ended	
	March 31, 2022	March 31, 2021
Number of properties	32	32
GLA ¹	6,756,215	6,756,215
Revenue	\$ 43,547	\$ 42,418
Operating expenses	(33,202)	(30,465)
IFRIC 21 property tax adjustment	8,869	7,319
Straight-line rents and other changes	2,053	1,853
Same-property NOI (including hotel asset)	\$ 21,267	\$ 21,125
Period-over-period change - \$	\$ 142	
Period-over-period change - %	0.7%	

¹Gross leasable area is presented at 100% of the building's GLA, without taking ownership percentage into consideration.

Same-property NOI for the three months ended March 31, 2022 compared to the same period in 2021 increased by \$0.1 million or 0.7%. The increase is primarily from REIT's hotel asset contributing \$0.4 million additional NOI compared to the same period in the prior year as a result of eased travel restrictions to Atlantic Canada. Parking revenue increased \$0.1 million year-over-year due to higher utilization rates and third party parking across the REIT's portfolio. This was offset by vacancies at the REIT's Atlantic properties.

Same-property NOI: comparison of the current quarter to the preceding quarter

The same-property NOI comparison to the three months ended December 31, 2021 excludes the impact of properties disposed of in part or whole prior to March 31, 2022. Where the REIT owns a partial interest in a property, NOI is included at the REIT's proportionate ownership for the current and comparative period based on its ownership at the current quarter end. The comparison also excludes the impact of the REIT's hotel asset due to the seasonality of its earnings and contribution to NOI.

	Three months ended	
	March 31, 2022	December 31, 2021
Number of properties	32	32
GLA ¹	6,756,215	6,756,215
Revenue	\$ 43,547	\$ 44,061
Property operating expenses	(33,202)	(23,379)
IFRIC 21 property tax adjustment	8,869	(2,384)
Straight-line rents and other changes	2,053	1,880
Same-property NOI (including hotel asset)	21,267	20,178
NOI attributable to hotel asset	(270)	(64)
Same-property NOI (excluding hotel asset)	\$ 20,997	\$ 20,114
Period-over-period change - \$	\$ 883	
Period-over-period change - %	4.4%	

¹Gross leasable area is presented at 100% of the building's GLA, without taking ownership percentage into consideration.

Same-property NOI, excluding the REIT's hotel asset, for the three months ended March 31, 2022 compared to the three months ended December 31, 2021, increased by 4.4%. The increase is primarily a result of higher NOI contributions from the U.S. properties and by higher foreign exchange rates on the U.S. dollar during the three months ended March 31, 2022 compared to the immediately preceding quarter. The growth in same-property NOI was further supplemented by rent increases at two of the REIT's Ontario properties.

Looking forward, renewal spreads are expected to be strong as the current in-place rent is an estimated 7.8% below market. As the REIT portfolio has 2022 maturities of 6.6% of its portfolio GLA, the REIT is actively executing new and renewed leases and is in renewal discussions with most major tenants with upcoming lease expiries.

FUNDS FROM OPERATIONS

Funds from operations

Funds from operations ("FFO") is a non-IFRS measure for evaluating real estate operating performance. The REIT calculates FFO in accordance with the definition provided by the Real Property Association of Canada ("RealPAC") in its White Paper on Funds From Operations, as revised in February 2019.

Core-FFO

Core-FFO is a non-IFRS measure which makes certain adjustments to the REIT's calculation of FFO to recognize the REIT's share of lease payments received for its Data Centre asset, which for IFRS purposes is accounted for as a finance lease.

Reconciliation of FFO and Core-FFO

Management believes that FFO and Core-FFO are important measures of the operating performance and are used by the REIT in evaluating the combined performance of its operations, including the impact of its capital structure and are useful for investors to evaluate the performance of the REIT.

The following is a reconciliation of FFO and Core-FFO from cash flow from operating activities:

	Three months ended March 31,	
	2022	2021
Cash flow from operating activities	\$ 12,996	\$ 9,154
Add (deduct):		
Leasing costs amortized to revenue	2,238	1,963
Subscription receipts equivalent amount ¹	373	—
Working capital items	(2,935)	597
Straight-line rent and other changes	(2,085)	(1,870)
Interest and other finance costs	(12,348)	(10,727)
Interest paid	11,093	9,989
Distributions paid to Class B unitholders	528	528
FFO	\$ 9,860	\$ 9,634
Finance income on finance lease receivable	(784)	(834)
Finance lease payments received	1,605	1,606
Core-FFO	\$ 10,681	\$ 10,406

¹On February 7, 2022 each subscription receipt issued by the REIT on November 19, 2021 was exchanged for one unit and a cash distribution equivalent payment of \$0.0666 (being equal to the aggregate amount of distributions paid by the REIT per unit for which record dates occurred between December 15, 2021 and January 17, 2022).

The following is a reconciliation of FFO and Core-FFO from net income:

	Three months ended March 31,	
	2022	2021
Net income	\$ 29,044	\$ 18,638
Add (deduct):		
Leasing costs amortized to revenue	2,238	1,963
Change in fair value of properties	(15,955)	(9,027)
IFRIC 21 property tax adjustment ¹	8,869	7,319
Change in fair value of financial instruments	(19,645)	(11,614)
Depreciation of hotel asset	240	254
Deferred income tax expense	3,587	252
Change in fair value of Class B LP units	581	1,321
Distributions to Class B unitholders	528	528
Subscription receipts equivalent amount ²	373	—
FFO	\$ 9,860	\$ 9,634
Finance income on finance lease receivable	(784)	(834)
Finance lease payments received	1,605	1,606
Core-FFO	\$ 10,681	\$ 10,406
Weighted average number of units outstanding ³	80,386	73,266
FFO per unit (diluted)	\$ 0.12	\$ 0.13
Core-FFO per unit (diluted)	\$ 0.13	\$ 0.14

¹In accordance with IFRIC 21, the REIT recognizes property tax liability and expense on its existing U.S. properties as at January 1 of each year, rather than progressively, i.e. ratably throughout the year. The recognition of property taxes as a result of IFRIC 21 has no impact on NOI, FFO or AFFO.

²On February 7, 2022, each subscription receipt issued by the REIT on November 19, 2021 was exchanged for one unit and a cash distribution equivalent payment of \$0.0666 (being equal to the aggregate amount of distributions paid by the REIT per unit for which record dates occurred between December 15, 2021 and January 17, 2022). The cash distribution equivalent payment of \$0.4 million has been recorded in interest and finance costs.

³Represents the diluted weighted average number of units outstanding and includes the weighted average outstanding of all REIT units, DUP units and Class B LP units and is shown in thousands at the end of the respective periods.

The following is a calculation of FFO and Core-FFO from the REIT's consolidated financial statements:

	Three months ended March 31,	
	2022	2021
Rental revenue	\$ 47,602	\$ 43,161
Property operating expenses	(34,865)	(31,005)
Finance income on finance lease receivable	784	834
Interest income	132	130
Interest and finance costs	(12,721)	(10,727)
General and administrative expenses	(2,288)	(2,041)
IFRIC 21 property tax adjustment ¹	8,869	7,319
Leasing costs amortized to revenue	2,238	1,963
Subscription receipts equivalent amount ²	373	—
Current income tax expense	(264)	—
FFO	\$ 9,860	\$ 9,634
Finance income on finance lease receivable	(784)	(834)
Finance lease payments received	1,605	1,606
Core-FFO	\$ 10,681	\$ 10,406
Weighted average number of units outstanding ³	80,386	73,266
FFO per unit (diluted)	\$ 0.12	\$ 0.13
Core-FFO per unit (diluted)	\$ 0.13	\$ 0.14

¹In accordance with IFRIC 21, the REIT recognizes property tax liability and expense on its existing U.S. properties as at January 1 of each year, rather than progressively, i.e. ratably throughout the year. The recognition of property taxes as a result of IFRIC 21 has no impact on NOI, FFO or AFFO.

²On February 7, 2022, each subscription receipt issued by the REIT on November 19, 2021 was exchanged for one unit and a cash distribution equivalent payment of \$0.0666 (being equal to the aggregate amount of distributions paid by the REIT per unit for which record dates occurred between December 15, 2021 and January 17, 2022). The cash distribution equivalent payment of \$0.4 million has been recorded in interest and finance costs.

³Represents the diluted weighted average number of units outstanding and includes the weighted average outstanding of all REIT units, DUP units and Class B LP units and is shown in thousands at the end of the respective periods.

FFO for the three months ended March 31, 2022 was \$9.9 million and \$9.6 million for the same period in 2021. The increase is a result of higher net operating income from the Irish portfolio offset by increased interest and finance costs for the three months ended March 31, 2022 compared to the same period in the prior year primarily as a result of accrued interest on the convertible debentures issued in November 2021 and financing costs of the Yew Grove acquisition. On a per unit basis, FFO was unchanged for the three months ended March 31, 2022 compared to the same period in the prior year.

Core-FFO increased to \$10.7 million or \$0.13 per unit for the three months ended March 31, 2022 from \$10.4 million or \$0.14 per unit for the same period in 2021. The period change drivers are as described for FFO.

ADJUSTED FUNDS FROM OPERATIONS

Adjusted FFO ("AFFO") is a non-IFRS measure that is used by management of the REIT, certain of the real estate industry and investors to measure the cash flows generated from operations including certain capital costs, leasing costs, tenant improvements and the impact of non-cash revenue. It is a meaningful measure used to evaluate the extent of cash available for distribution to unitholders. The REIT's use and calculation of AFFO may be different than the use or as disclosed by other businesses, and as a result, may not be comparable to similar measures presented by others.

In calculating AFFO, the REIT makes adjustments to FFO for certain items including: amortization of deferred transaction costs; de-recognition and amortization of mark-to-market adjustments on mortgages refinanced or discharged; adjustments for interest rate subsidies received; recognition of the REIT's share of lease payments received for its Data Centre asset, which for IFRS purposes is accounted for as a finance lease; amortization of straight-line rent; and normalized direct leasing and capital costs.

Amortization of deferred transaction costs are costs incurred to obtain debt financing that are recorded in net income, generally, on a systematic basis over the life of the debt to which they relate. The REIT deducts these amounts in determining AFFO as they represent non-cash charges to net income in the current period. Amortization of mark-to-market adjustments are differences between debt assumed in conjunction with a property acquisition and the fair value of the debt on assumption that are recorded in net income, generally, on a systematic basis over the life of the debt to which they relate. The REIT deducts or adds, as applicable, these amounts in determining AFFO as they represent non-cash charges to net income.

The interest rate subsidy is an amount received monthly by the REIT from a vendor of a property acquired by the REIT, to the extent not otherwise recognized in net income. This amount was negotiated between the REIT and a vendor to compensate the REIT, in part, for assuming debt in conjunction with a property acquisition that was unfavorable to debt that could otherwise have been obtained by the REIT

had the vendor made the property available to be purchased on a 'free-and-clear' basis. The REIT adds this amount in determining AFFO as it represents cash received by the REIT not otherwise recognized in net income.

Normalized direct leasing and capital costs are determined as 10% of the net of rental revenue less property operating expenses and represents the normalized on-going costs required to maintain existing space of a stabilized property. Actual amounts will vary from period to period depending on various factors, including but not limited to, the timing of expenditures made and contractual lease obligations.

The method applied by the REIT to calculate AFFO may differ from methods applied by other issuers in the real estate industry and differs from the definition of AFFO as defined by RealPAC in its White Paper, as issued in February 2019.

The following table reconciles AFFO from cash flow from operating activities:

	Three months ended March 31,	
	2022	2021
Cash flow from operating activities	\$ 12,996	\$ 9,154
Add (deduct):		
Working capital items	(2,935)	597
Principal repayments on finance lease receivable	821	772
Distributions paid to Class B LP unitholders	528	528
Subscription receipts equivalent amount ¹	373	—
Interest rate subsidy	—	108
Normalized direct leasing and capital costs	(2,161)	(1,948)
AFFO	\$ 9,622	\$ 9,211

¹On February 7, 2022, each subscription receipt issued by the REIT on November 19, 2021 was exchanged for one unit and a cash distribution equivalent payment of \$0.0666 (being equal to the aggregate amount of distributions paid by the REIT per unit for which record dates occurred between December 15, 2021 and January 17, 2022). The cash distribution equivalent payment of \$0.4 million has been recorded in interest and finance costs.

The following table reconciles AFFO from NOI:

	Three months ended March 31,	
	2022	2021
Net operating income	\$ 23,691	\$ 21,345
Add (deduct):		
General and administrative expenses	(2,288)	(2,041)
Finance lease payments received	1,605	1,606
Cash interest	(10,961)	(9,859)
Interest rate subsidy	—	108
Normalized direct leasing and capital costs	(2,161)	(1,948)
Current income tax expense	(264)	—
AFFO	\$ 9,622	\$ 9,211

A reconciliation of Core-FFO to AFFO is as follows:

	Three months ended March 31,	
	2022	2021
Core-FFO	\$ 10,681	\$ 10,406
Add (deduct):		
Amortization of deferred transaction costs	1,215	778
Amortization of debt mark-to-market adjustments	40	(40)
Amortization of straight-line rent	(153)	(93)
Interest rate subsidy	—	108
Normalized direct leasing and capital costs	(2,161)	(1,948)
AFFO	\$ 9,622	\$ 9,211
Weighted average number of units outstanding ¹	80,386	73,266
AFFO per unit (diluted)	\$ 0.12	\$ 0.13

¹Represents the diluted weighted average number of units outstanding and includes the weighted average outstanding of all REIT units, DUP units and Class B LP units and is shown in thousands at the end of the respective periods.

For the three months ended March 31, 2022, AFFO was \$9.6 million or \$0.12 per unit, whereas AFFO for the same period in 2021 was \$9.2 million or \$0.13 per unit, representing an increase of \$0.4 million and a decrease of \$0.01 on a per unit basis. The increase in AFFO is primarily a result of additional NOI from the acquisition of Yew Grove offset by additional financing costs as a result of the acquisition. The fall in AFFO per unit comes from increased units in issuance.

Reconciliation of FFO, Core-FFO and AFFO

A reconciliation of net income to FFO, Core-FFO and AFFO is as follows:

	Three months ended March 31,	
	2022	2021
Net income	\$ 29,044	\$ 18,638
Add (deduct):		
Leasing costs amortized to revenue	2,238	1,963
Change in fair value of properties	(15,955)	(9,027)
IFRIC 21 property tax adjustment ¹	8,869	7,319
Change in fair value of financial instruments	(19,645)	(11,614)
Depreciation of hotel asset	240	254
Deferred income tax expense	3,587	252
Change in fair value of Class B LP units	581	1,321
Distributions to Class B unitholders	528	528
Subscription receipts equivalent amount ²	373	—
FFO	9,860	9,634
Finance income on finance lease receivable	(784)	(834)
Finance lease payments received	1,605	1,606
Core-FFO	10,681	10,406
Amortization of deferred transaction costs	1,215	778
Amortization of debt mark-to-market adjustments	40	(40)
Amortization of straight-line rent	(153)	(93)
Interest rate subsidy	—	108
Normalized direct leasing and capital costs	(2,161)	(1,948)
AFFO	\$ 9,622	\$ 9,211

¹In accordance with IFRIC 21, the REIT recognizes property tax liability and expense on its existing U.S. properties as at January 1 of each year, rather than progressively, i.e. ratably throughout the year. The recognition of property taxes as a result of IFRIC 21 has no impact on NOI, FFO or AFFO.

²On February 7, 2022, each subscription receipt issued by the REIT on November 19, 2021 was exchangeable for one unit and a cash distribution equivalent payment of \$0.0666 (being equal to the aggregate amount of distributions paid by the REIT per unit for which record dates occurred between December 15, 2021 and January 17, 2022). The cash distribution equivalent payment of \$0.4 million has been recorded in interest and finance costs.

The following is FFO, Core-FFO and AFFO expressed on a per unit basis:

	Three months ended March 31,	
	2022	2021
FFO per unit (diluted)	\$ 0.12	\$ 0.13
Core-FFO per unit (diluted)	0.13	0.14
AFFO per unit (diluted)	0.12	0.13

FFO, CORE-FFO AND AFFO PAYOUT RATIOS

FFO, Core-FFO and AFFO payout ratios (the "payout ratios") are non-IFRS measures that provide a comparison of the distributions made by the REIT to unitholders compared to FFO, Core-FFO and AFFO generated by the REIT. Management uses these measures to evaluate the REIT's ability to sustain its distributions. The payout ratios are calculated by dividing aggregate distributions made in respect of units of the REIT and Class B LP units by FFO, Core-FFO and AFFO during the period of measurement.

One of the REIT's objectives is to provide a distribution over time that is appropriate in consideration of the REIT's available liquidity to fund distributions, the asset allocation alternatives available to the REIT, the estimated impact on the trading price of the REIT's trust units and the expected future cash flows to be generated by the REIT in consideration of the REIT's future cash flow needs. To the extent these factors change, the Board of Trustees of the REIT will consider adjustments to its distribution policy.

The REIT's AFFO payout ratio for the three months ended March 31, 2022 was 84.4%. The REIT looks to maintain current distribution rates to provide consistent income returns to unitholders while retaining sufficient cash flow for the REIT to support the growth of its portfolio.

The table below illustrates the REIT's cash flow capacity, based on FFO, in comparison to its cash distributions:

	Three months ended March 31,	
	2022	2021
FFO	\$ 9,860	\$ 9,634
REIT unit and Class B LP distributions declared and settled	8,124	7,298
Excess of FFO over cash distributions	\$ 1,736	\$ 2,336
FFO payout ratio	82.4%	75.8%

The table below illustrates the REIT's cash flow capacity, based on Core-FFO, in comparison to its cash distributions:

	Three months ended March 31,	
	2022	2021
Core-FFO	\$ 10,681	\$ 10,406
REIT unit and Class B LP distributions declared and settled	8,124	7,298
Excess of Core-FFO over cash distributions	\$ 2,557	\$ 3,108
Core-FFO payout ratio	76.1%	70.1%

The table below illustrates the REIT's cash flow capacity, based on AFFO, in comparison to its cash distributions:

	Three months ended March 31,	
	2022	2021
AFFO	\$ 9,622	\$ 9,211
REIT unit and Class B LP distributions declared and settled	8,124	7,298
Excess of AFFO over cash distributions	\$ 1,498	\$ 1,913
AFFO payout ratio	84.4%	79.2%

The FFO, Core-FFO and AFFO payout ratios have increased for the three months ended March 31, 2022 compared to the same period in 2021 as a result of increased units outstanding and greater interest expense.

DISTRIBUTIONS

The REIT pays monthly distributions to unitholders which are also paid at the same rate to holders of the REIT's Class B LP units. Distributions are paid on or about the 15th day of the month following declaration.

The Board of Trustees continually evaluates the distribution policy of the REIT in consideration of various factors. These factors generally include the REIT's available liquidity to fund distributions, the asset allocation alternatives available to the REIT including acquisitions and their impact, the interest rate environment, the REIT's cost of capital and the expected future cash flows to be generated by the REIT in consideration of the REIT's future cash flow needs, which include funding value add redevelopment opportunities, leasing costs and other capital. Based on these factors the Board of Trustees of the REIT may determine a modification of the REIT's distribution to be beneficial to the REIT.

The following table summarizes distributions declared and settled during the three months ended March 31, 2022 and 2021 to unitholders of the REIT and Class B LP unitholders:

	Three months ended March 31, 2022			Three months ended March 31, 2021		
	Trust units	Class B LP units	Total	Trust units	Class B LP units	Total
Distributions declared	\$ 7,596	\$ 528	\$ 8,124	\$ 6,770	\$ 528	\$ 7,298

The following table summarizes distributions declared during the three months ended March 31, 2022 and 2021 to unitholders of the REIT and Class B LP unitholders compared to cash provided by operations and net income:

	Three months ended March 31,			
	2022		2021	
Cash provided by operations	\$	12,996	\$	9,154
Net income		29,044		18,638
Distributions declared		8,124		7,298
Excess cash provided by operations over total distributions	\$	4,872	\$	1,856
Excess of net income over total distributions	\$	20,920	\$	11,340

Distributions made during the three months ended March 31, 2022 and 2021 were settled in cash. Cash provided by operations exceeded total distributions for the three months ended March 31, 2022 and 2021. Net income exceeded distributions declared for the three months ended March 31, 2022 and 2021. When distributions are more than cash flow from operating activities the REIT finances such amounts from cash on hand and/or borrowings on its credit facility which represents a return of capital.

Taxation of distributions

The REIT qualifies as a "mutual fund trust" under the Income Tax Act (Canada) (the "Tax Act"). For taxable Canadian resident REIT unitholders, the REIT's distributions are treated as follows for tax purposes over the four most recent years:

Taxation year	Return of capital	Capital gains	Other income
2021 per \$ of distribution	54.1%	45.9%	—
2020 per \$ of distribution	43.3%	56.7%	—
2019 per \$ of distribution	77.0%	23.0%	—
2018 per \$ of distribution	100.0%	—	—

Of the distributions received by unitholders in 2021, 45.9% were treated as capital gains and 54.1% were treated as return of capital due to the impact of capital gains and depreciation recapture on asset sale. For 2020, 56.7% were treated as capital gains and 43.3% were treated as return of capital. For 2019, 77.0% of the distributions received by unitholders were treated as a return of capital for taxation purposes compared to 100.0% in 2018.

SEGMENTED INFORMATION

The REIT has NOI from five geographic locations. The following is the REIT's NOI by geographic region for the three months ended March 31, 2022 and 2021:

	Three months ended March 31,					
	2022			2021		
	NOI	Percentage (%)		NOI	Percentage (%)	
Atlantic	\$	6,902	29.2%	\$	6,500	30.4%
Ontario		8,676	36.6%		8,302	38.9%
Western		1,186	5.0%		1,025	4.8%
U.S.		4,622	19.5%		5,518	25.9%
Ireland		2,305	9.7%		—	—%
Total	\$	23,691	100.0%	\$	21,345	100.0%

Atlantic	Three months ended March 31,	
	2022	2021
# of properties	13	14
Owned GLA (000s of square feet)	2,597	2,660
Occupancy rate (%) (period-end)	75.4%	73.6%
Revenue	\$ 15,681	\$ 15,018
Property operating expenses	(9,550)	(9,141)
Straight-line rent and other changes	771	623
NOI	\$ 6,902	\$ 6,500

NOI for the Atlantic properties increased by \$0.4 million for the three months ended March 31, 2022 compared to the same period in 2021. The increase is a result of additional NOI at the REIT's hotel asset of \$0.4 million compared to the same period in the prior year as a result of eased travel restrictions.

Ontario	Three months ended March 31,	
	2022	2021
# of properties	11	12
Owned GLA (000s of square feet)	2,672	2,761
Occupancy rate (%) (period-end)	89.3%	90.0%
Revenue	\$ 15,436	\$ 15,616
Property operating expenses	(7,457)	(7,926)
Straight-line rent and other changes	697	612
NOI	\$ 8,676	\$ 8,302

NOI in Ontario increased by \$0.4 million for the three months ended March 31, 2022 compared to the same period in 2021. The increase is a result of rent steps at three of the REIT's properties and the settlement of post-closing adjustments for a property sold prior to March 31, 2021. NOI in Ontario was offset by the disposition of 1 Eva Road in Toronto, ON.

Western	Three months ended March 31,	
	2022	2021
# of properties	6	6
Owned GLA (000s of square feet)	463	462
Occupancy rate (%) (period-end)	89.7%	90.2%
Revenue	\$ 2,466	\$ 2,302
Property operating expenses	(1,305)	(1,299)
Straight-line rent and other changes	25	22
NOI	\$ 1,186	\$ 1,025
NOI from Data Centre	1,605	1,606
NOI including Data Centre	\$ 2,791	\$ 2,631

Including income from the Data Centre, NOI for the Western properties was \$2.8 million for the three months ended March 31, 2022, which is an increase from \$2.6 million in the comparable period. The increase is primarily a result of increased recoveries at two of the REIT's properties. The Data Centre is accounted for as a finance lease and corresponding interest income is recorded below NOI and principal repayments reduce the balance of the lease receivable.

United States	Three months ended March 31,	
	2022	2021
# of properties	2	2
Owned GLA (000s of square feet)	1,027	1,026
Occupancy rate (%) (period-end)	86.6%	88.5%
Revenue	\$ 10,112	\$ 10,225
Property operating expenses	(14,919)	(12,639)
IFRIC 21 property tax adjustment ¹	8,869	7,319
Straight-line rent and other changes	560	613
NOI	\$ 4,622	\$ 5,518

¹In accordance with IFRIC 21, the REIT recognizes property tax liability and expense on its existing U.S. properties as at January 1 of each year, rather than progressively, i.e. ratably throughout the year. The recognition of property taxes as a result of IFRIC 21 has no impact on NOI, FFO or AFFO.

NOI for the three months ended March 31, 2022 was \$4.6 million, a \$0.9 million decrease compared to the same period in 2021. This is largely a result of rent abatements provided as incentives for new lease deals at the REIT's U.S. assets.

Ireland	Three months ended March 31,	
	2022	2021
# of properties	23	—
Owned GLA (000s of square feet)	926	—
Occupancy rate (%) (period-end)	93.5%	—%
Revenue	\$ 3,907	\$ —
Property operating expenses	(1,634)	—
Straight-line rent and other changes	32	—
NOI	\$ 2,305	\$ —

NOI for the three months ended March 31, 2022 was \$2.3 million. The Irish portfolio's property under development was completed and occupied at the end of the quarter and will be additive to revenue in the second quarter.

REVENUE

Revenue from properties includes rent from tenants under lease agreements, straight-line rental income, percentage rents, property taxes and operating cost recoveries, parking revenue and other incidental income. The following is a summary of the components of revenue:

	Three months ended March 31,	
	2022	2021
Property base rent ¹	\$ 24,391	\$ 21,912
Operating cost recoveries	16,029	15,079
Tax recoveries	8,178	7,750
Hotel	1,089	290
Straight-line adjustments and other changes	(2,085)	(1,870)
Total	\$ 47,602	\$ 43,161

¹Includes parking revenue earned at properties.

For the three months ended March 31, 2022, revenue from properties was \$47.6 million which is higher than \$43.2 million for the same period in 2021. The increase is a result of the addition of the Irish portfolio and increased hotel revenue.

PROPERTY OPERATING RECOVERIES AND EXPENSES

Property operating expenses consist of property taxes, property management fees and other expenses such as common area costs, utilities and insurance. The majority of the REIT's property operating expenses are recoverable from tenants in accordance with the terms of the tenants' lease agreements. Operating cost recoveries are included in revenue from properties and amounted to \$16.0 million for the three months ended March 31, 2022 compared to \$15.1 million for the same period in 2021. Property tax recoveries were \$8.2 million for the three months ended March 31, 2022 which is higher than \$7.8 million for the same period in 2021. The increase is a result of lower operating expenses in 2021 due to lower building utilization during the COVID-19 pandemic and higher average occupancy in 2022 compared to the same period in the prior year.

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses are primarily comprised of asset management fees, professional fees, trustee fees and other amounts. For the three months ended March 31, 2022 compared with the same period in 2021, general and administrative expenses increased \$0.2 million as a result of additional asset management fees charged on a higher book value of the REIT's assets and increased travel expenses relating to the acquisition of Yew Grove.

INTEREST AND FINANCE COSTS

Interest and finance costs are comprised of the following:

	Three months ended March 31,	
	2022	2021
Mortgage interest	\$ 6,272	\$ 6,346
Interest on other debt	3,315	3,279
Amortization of financing costs	1,215	778
Amortization of debt mark-to-market adjustments	40	(40)
Subscription receipts equivalent amount ¹	373	—
Interest on convertible debentures	1,506	364
Total	\$ 12,721	\$ 10,727

¹On February 7, 2022 each subscription receipt issued by the REIT on November 19, 2021 was exchanged for one unit and a cash distribution equivalent payment of \$0.0666 (being equal to the aggregate amount of distributions paid by the REIT per unit for which record dates occurred between December 15, 2021 and January 17, 2022). The cash distribution equivalent payment of \$0.4 million has been recorded in interest and finance costs.

For the three months ended March 31, 2022, interest and finance costs were \$12.7 million, which increased by \$2.0 million when compared to the same period in 2021. These increases are primarily from interest on convertible debentures issued in November 2021, subscription receipts equivalent amount in 2022, and amortization of financing costs for the Yew Grove acquisition.

FINANCE INCOME ON FINANCE LEASE RECEIVABLE

The REIT has a 15 year lease with Bell MTS Data Centres GP for the Data Centre. The terms of the lease at inception met the requirements for classification as a finance lease because the minimum lease payments amounted to at least substantially all of the fair value of the leased asset. As a result of this classification, a portion of the lease payments earned on the property is recorded as interest income on the finance lease. Interest income recognized on the finance lease for the three months ended March 31, 2022 was \$0.8 million, which is comparable to interest income recognized for the same periods in 2021.

The REIT makes an adjustment to recognize the contribution made by the Data Centre to its Core-FFO and AFFO to account for the difference between accounting under IFRS and the lease contributions on a cash basis. On a cash basis the Data Centre currently contributes approximately \$6.4 million annually from lease payments.

CHANGE IN FAIR VALUE OF PROPERTIES

The change in fair value of properties for the three months ended March 31, 2022 was \$6.9 million higher than the gain recognized in the comparative period in 2021. A large portion of the change in fair value of properties relates to property valuation increases in the Irish portfolio.

CHANGE IN FAIR VALUE OF FINANCIAL INSTRUMENTS

The change in fair value of financial instruments represents the change in the fair value of the REIT's interest rate swaps, foreign exchange forwards, deferred unit liabilities on deferred units issued to Trustees and Officers of the REIT and a performance payment receivable to the REIT based on the financial performance of certain properties. The fair value of financial instruments increased \$19.6 million for the three months ended March 31, 2022, compared to the same period in 2021 primarily due to higher forward interest rates which impacts the REIT's pay-fixed receive-float interest rate swaps. This was offset by a decrease in fair value of the performance payment, fair value loss on the conversion of subscription receipts, and a loss on foreign exchange forwards.

INCOME TAXES

The REIT is a mutual fund trust and real estate investment trust pursuant to the Tax Act. Under the Tax Act, so long as the REIT meets prescribed conditions relating to the nature of its assets and revenue (the "REIT Conditions"), the REIT is not liable to pay Canadian income taxes provided that its taxable income is fully distributed to unitholders during the period. Management intends to operate the REIT in a manner that enables the REIT to continue to meet the REIT Conditions and to distribute all of its taxable income to unitholders. The REIT has reviewed the SIFT Rules and has assessed their application to the REIT's assets and revenues. While there are uncertainties in the interpretation and application of the SIFT Rules, the REIT believes that it has met the REIT Conditions for the three months ended March 31, 2022, and accordingly is not subject to current income taxes in Canada. Accordingly, no provision for current income taxes is required, except for amounts incurred by the U.S. subsidiary.

The REIT's U.S. and Irish subsidiaries are subject to income tax on taxable income from U.S. and Irish operations respectively. The REIT recognizes deferred tax assets and liabilities at prevailing tax rates when such differences are expected to settle. Based on tax laws enacted at the reporting date, the U.S. subsidiary is subject to a combined federal and state rate of 28.51%, and the Irish subsidiaries are subject to a tax rate of 25% on rental income, 33% on capital gain.

QUARTERLY INFORMATION

The following is a summary of financial and operational information for the REIT for the eight most recently completed quarters:

	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020
Revenue	\$ 47,602	\$ 44,294	\$ 43,636	\$ 41,559	\$ 43,161	\$ 43,436	\$ 45,852	\$ 44,604
Operating costs	(34,865)	(23,502)	(20,771)	(18,828)	(31,005)	(21,450)	(21,016)	(20,365)
IFRIC 21 property tax adjustment	8,869	(2,384)	(2,368)	(2,567)	7,319	(2,339)	(2,254)	(2,576)
Straight-line rent and other	2,085	1,890	2,515	2,214	1,870	1,471	1,458	1,748
Net operating income	\$ 23,691	\$ 20,298	\$ 23,012	\$ 22,378	\$ 21,345	\$ 21,118	\$ 24,040	\$ 23,411
Net income	\$ 29,044	\$ 13,661	\$ 8,657	\$ 5,684	\$ 18,638	\$ 6,644	\$ 16,221	\$ 5,689
Weighted average diluted units ¹	80,386	73,201	73,283	73,279	73,266	73,246	73,227	73,203
Net income and comprehensive income per unit	\$ 0.36	\$ 0.19	\$ 0.12	\$ 0.08	\$ 0.25	\$ 0.09	\$ 0.22	\$ 0.08
Distributions ²	\$ 8,124	\$ 7,298	\$ 7,298	\$ 7,298	\$ 7,298	\$ 7,298	\$ 7,298	\$ 7,298
Distributions per unit	\$ 0.10	\$ 0.10	\$ 0.10	\$ 0.10	\$ 0.10	\$ 0.10	\$ 0.10	\$ 0.10
FFO ³	\$ 9,860	\$ 8,293	\$ 11,092	\$ 10,443	\$ 9,634	\$ 8,625	\$ 13,066	\$ 12,735
FFO per unit - diluted ³	\$ 0.12	\$ 0.11	\$ 0.15	\$ 0.14	\$ 0.13	\$ 0.12	\$ 0.18	\$ 0.17
FFO payout ratio ³	82.4%	88.0%	65.8%	69.9%	75.8%	84.6%	55.9%	57.3%
Core-FFO ³	\$ 10,681	\$ 9,101	\$ 11,888	\$ 11,226	\$ 10,406	\$ 9,384	\$ 13,813	\$ 13,413
Core-FFO per unit - diluted ³	\$ 0.13	\$ 0.12	\$ 0.16	\$ 0.15	\$ 0.14	\$ 0.13	\$ 0.19	\$ 0.18
Core-FFO payout ratio ³	76.1%	80.2%	61.4%	65.0%	70.1%	77.8%	52.8%	54.4%
AFFO ³	\$ 9,622	\$ 8,027	\$ 11,041	\$ 10,069	\$ 9,211	\$ 8,439	\$ 11,777	\$ 11,787
AFFO per unit - diluted ³	\$ 0.12	\$ 0.11	\$ 0.15	\$ 0.14	\$ 0.13	\$ 0.12	\$ 0.16	\$ 0.16
AFFO payout ratio ³	84.4%	90.9%	66.1%	72.5%	79.2%	86.5%	62.0%	61.9%
Properties	\$1,856,846	\$1,591,958	\$1,617,844	\$1,601,135	\$1,595,777	\$1,593,945	\$1,609,242	\$1,602,165
Total assets	\$1,972,562	\$1,808,907	\$1,692,896	\$1,680,405	\$1,674,255	\$1,679,207	\$1,694,187	\$1,695,859
Debt	\$ 1,177,149	\$1,045,542	\$ 986,059	\$ 976,239	\$ 968,399	\$ 972,604	\$ 979,004	\$ 987,461
IFRS net asset value ("NAV")	\$ 732,909	\$ 651,958	\$ 647,020	\$ 642,797	\$ 639,464	\$ 627,504	\$ 629,904	\$ 623,277
Diluted units outstanding ¹	85,638	73,214	73,200	73,291	73,277	73,263	73,244	73,225
IFRS NAV per unit	\$ 8.56	\$ 8.90	\$ 8.84	\$ 8.77	\$ 8.73	\$ 8.57	\$ 8.60	\$ 8.51
LTV ratio ³	60.1%	59.7%	58.3%	58.2%	58.0%	58.0%	57.8%	58.3%
Net debt to adjusted EBITDA ³	13.7x	12.6x	11.8x	11.6x	11.3x	11.1x	10.8x	10.6x
Interest coverage ratio ³	2.0x	2.0x	2.1x	2.1x	2.1x	2.2x	2.3x	2.3x
Debt service coverage ratio ³	1.6x	1.5x	1.6x	1.6x	1.7x	1.7x	1.8x	1.8x
Leasing activity (square feet)	129,535	155,462	166,520	347,574	102,742	137,047	142,881	103,827
Leasing activity as a % of portfolio	1.7%	2.3%	2.4%	5.0%	1.5%	2.0%	2.1%	1.5%
Weighted average lease term (years)	5.6	5.2	5.3	5.4	5.3	5.4	5.5	5.4
Number of properties	55	32	34	34	34	34	36	36
Office GLA	7,405,565	6,692,776	6,853,184	6,849,082	6,845,148	6,846,248	6,836,593	6,825,669
Total GLA	7,684,156	6,756,215	6,916,623	6,912,521	6,908,587	6,909,687	6,951,427	6,940,503
Occupancy - excluding redevelopment	84.7%	83.8%	83.3%	83.6%	83.5%	84.2%	86.0%	88.0%
Occupancy	84.7%	83.8%	83.3%	83.6%	83.5%	84.2%	85.4%	86.8%

¹Includes REIT units, the conversion of the Class B LP units and deferred units and is shown in thousands at the end of the respective periods. Weighted average diluted units is the weighted average number of diluted units outstanding during the respective quarter and diluted units outstanding is the diluted units outstanding at the end of the quarter.

²Includes distributions made to both unitholders of the REIT and Class B LP unitholders.

³The calculation of these non-IFRS financial measures and a reconciliation to relevant IFRS measures are included in Part III and IV.

PART IV - FINANCIAL CONDITION

LIQUIDITY AND CAPITAL RESOURCES

The REIT endeavors to maintain appropriate levels of financial liquidity to meet its business objectives and commitments. Primarily, the REIT utilizes revolving credit facilities to provide this financial liquidity, in addition to cash on hand. The revolving credit facilities can be drawn or repaid at short notice, which reduces the need to hold cash and deposits, while also minimizing borrowing rates.

The principal liquidity needs of the REIT arise from working capital requirements, distributions to unitholders, planned funding of maintenance capital expenditures, leasing costs and future property acquisitions. Cash flows from operating the REIT's property portfolio, available funding under the REIT's credit facilities and cash on hand represent the primary sources of liquidity. Cash flows from operations are dependent upon rental occupancy levels, rental rates, the collection of rents, recoveries of operating costs and the level of operating costs.

The REIT's available liquidity is as follows:

	March 31, 2022	December 31, 2021
Cash	\$ 23,447	\$ 9,909
Undrawn revolving facilities	23,268	57,879
Liquidity	\$ 46,715	\$ 67,788

DEBT STRATEGY

The REIT's obligations with respect to debt repayments and funding requirements for future investment property acquisitions will be primarily funded from cash retained after distributions, refinancing the REIT's maturing debt, financing unencumbered properties or future issuances of trust units.

The REIT's overall borrowing objective is to obtain secured financing, with terms to maturity that are appropriate having regard to the lease maturity profiles of the underlying properties and which allows the REIT to stagger debt maturities that reduce its exposure to interest rate fluctuations and re-financing risk in any particular period. The REIT also endeavors to have an appropriate amount of fixed rate debt and to extend loan terms when borrowing conditions are favourable, which is actively monitored by management.

The REIT has multiple sources of financing and borrowing capacity available from its credit facility which provides shorter term flexibility to support the REIT's multiple growth-oriented initiatives. Further, in instances where management believes that there are meaningful value creation opportunities, the REIT will generally seek to utilize short-term floating rate financing, to allow for maximum debt proceeds when subsequently utilizing term or mortgage debt upon full execution of management's asset strategy. Additionally, where management has identified properties for potential sale, the REIT will seek to utilize short-term floating rate financing to prevent value erosion on sale from requiring a purchaser to assume potentially above market low leverage debt. While the REIT's credit facilities represent one element of our funding strategy, this can be coupled with access to financing alternatives from multiple financial institutions at competitive rates, which the REIT has consistently done through proactive and early discussions with lenders on new and maturing debt. In addition, the REIT's development pipeline and associated construction activities are funded by dedicated construction facilities provided by various banking syndicates at attractive rates for appropriate terms for each respective project.

The REIT's revolving credit facility, construction facility and some mortgages are subject to financial and other covenants, including customary maximum leverage ratios, interest service coverage ratios, minimum debt service coverage ratios, minimum unitholders' equity, among others, which may impact the available capacity based on the financial results of the REIT. The REIT is in compliance with these covenants.

Convertible Debentures

On November 19, 2021, the REIT issued \$84.2 million of 5.50% extendible convertible unsecured subordinated debentures of the REIT ("2021 Convertible Debentures"). The debentures became convertible unsecured debentures upon the completion of the Yew Grove acquisition as below:

The 2021 convertible debentures will be convertible into freely tradable units at the option of the holder at any time prior to the close of business on the earliest of: (i) the last business day before the Final Maturity Date; or (ii) if called for redemption, the business day immediately preceding the date specified by the REIT for redemption of the debentures, at a conversion price of \$6.50 per unit (the "Conversion Price"). Convertible debenture holders converting their debentures will, in addition to the applicable number of units to be received on conversion, receive accrued and unpaid interest, if any, for the period from the last interest payment date on their convertible debentures to and including the last record date set by the REIT occurring prior to the date of conversion for determining the unitholders entitled to receive a distribution on the units. The convertible debentures may not be redeemed by the REIT prior to December 31, 2024, and none of the convertible debentures had been redeemed as at March 31, 2022.

On and from December 31, 2024, and prior to December 31, 2025, the 2021 convertible debentures may be redeemed by the REIT, in whole at any time, or in part from time to time, at a price equal to the principal amount thereof plus accrued and unpaid interest on not more than 60 days' and not less than 30 days' prior written notice provided that the volume weighted-average trading price of the units on the TSX for the 20 consecutive trading days ending five trading days preceding the date on which notice of redemption is given is not less than 125% of the Conversion Price. On and from December 31, 2025, and prior to December 31, 2026, the convertible debentures may be redeemed by the REIT, in whole at any time or in part from time to time, at a price equal to the principal amount thereof plus accrued and unpaid interest on not more than 60 days' and not less than 30 days' prior written notice.

On January 26, 2018, the REIT issued \$28.8 million of 5.25% convertible unsecured subordinated debentures of the REIT. The 2018 convertible debentures are convertible into freely tradeable units at the option of the holder at any time prior to the close of business on the earliest of: (i) the last business day before February 28, 2023; or (ii) if called for redemption, the business day immediately preceding the date specified by the REIT for redemption of the debentures, at a conversion price of \$10.53 per unit. Convertible debenture holders converting their debentures will, in addition to the applicable number of units to be received on conversion, receive accrued and unpaid interest, if any, for the period from the last interest payment date on their convertible debentures to and including the last record date set by the REIT occurring prior to the date of conversion for determining the unitholders entitled to receive a distribution on the units.

On and from February 28, 2021, and prior to February 28, 2022, the 2018 convertible debentures may be redeemed by the REIT, in whole at any time, or in part from time to time, at a price equal to the principal amount thereof plus accrued and unpaid interest on not more than 60 days' and not less than 30 days' prior written notice, provided that the volume weighted-average trading price of the units on the TSX for the 20 consecutive trading days ending five trading days preceding the date on which notice of redemption is given is not less than 125% of the Conversion Price. On and from February 28, 2022, and prior to February 28, 2023, the convertible debentures may be redeemed by the REIT, in whole at any time or in part from time to time, at a price equal to the principal amount thereof plus accrued and unpaid interest on not more than 60 days' and not less than 30 days' prior written notice. During the three months ended March 31, 2022, the REIT did not redeem any of the convertible debentures.

Maturity profile

The REIT's 2022 debt maturities relate to two office properties that are well tenanted with long-weighted average lease terms and the REIT expects normal course renewals. The following is a summary of future principal repayments and maturities at March 31, 2022:

Remainder of 2022	\$ 287,754
2023	561,587
2024	6,755
2025	172,252
2026	87,237
Thereafter	75,747
Total	\$ 1,191,332

Debt profile

Debt held by the REIT at March 31, 2022 is as follows:

	Maturity	Coupon	Properties provided as security	Fair value of security	Maximum available	Principal	Letters of credit	Available to be drawn ²
Mortgages ^{3 4 5}	Various	Various	17	\$ 1,025,883	\$ 640,204	\$ 640,204	\$ —	\$ —
Revolving facilities ^{5 6 7}	Oct. 14, 2023	Various	15	571,258	332,892	308,724	900	23,268
Bridge loan ^{1 5}	Nov. 15, 2022	Euribor+265 bps	23	259,105	129,454	129,454	—	—
Convertible debentures ⁸	Various	Various	—	—	112,950	112,950	—	—
Total			55	\$1,856,246	\$1,215,500	\$ 1,191,332	\$ 900	\$ 23,268

¹The bridge term loan facility is secured by 23 properties in Ireland.

²Debt is only available to be drawn subject to certain covenants and other requirements.

³The weighted average remaining term to maturity of mortgages is 2.3 years with maturities ranging from 0.6 to 8.5 years and the weighted average interest rate of mortgages is 3.43% with coupons ranging from 2.53% to 4.38%.

⁴Security includes the Data Centre, which is accounted for as a finance lease receivable and not included in the REIT's investment properties. The fair value of security includes the carrying value of the finance lease receivable.

⁵Certain amounts have been translated from U.S. dollars and Euros to Canadian dollars using the prevailing exchange rates on March 31, 2022.

⁶Stand-by fees incurred on the unused portion of the revolving operating facility are 50.63 bps, charged and paid quarterly.

⁷Principal balance includes \$247,700 and U.S. \$48,800 of revolving facilities. The remaining term to maturity of revolving facilities is 1.5 years and the weighted average interest rate is 3.13%.

⁸Principal balance includes \$28,750 and \$84,200 of convertible unsecured subordinated debentures of the REIT. The maturity dates of the convertible debentures are February 28, 2023 and December 31, 2026, respectively with coupons ranging of 5.25% and 5.50%.

The carrying value of debt held by the REIT at March 31, 2022 is as follows:

	Principal	Mark-to-market ("MTM") adjustments and costs	Accumulated amortization of MTM adjustments, costs and other	Carrying amount	Current	Non-current
Mortgages	\$ 640,204	\$ (4,659)	\$ 2,150	\$ 637,695	\$ 160,743	\$ 476,952
Revolving facilities	308,724	(4,824)	2,756	306,656	—	306,656
Bridge loan	129,454	(3,153)	93	126,394	126,394	—
Convertible debentures ¹	112,950	(7,713)	1,167	106,404	—	106,404
Total	\$ 1,191,332	\$ (20,349)	\$ 6,166	\$ 1,177,149	\$ 287,137	\$ 890,012

¹Represents the debt component of the convertible debentures. The embedded derivative features, which are the holder conversion option and the issuer redemption option, originally recorded in the aggregate amount of \$2.9 million, are accounted for separately. These embedded derivative features are included within derivatives on the REIT's consolidated statements of financial position.

INDEBTEDNESS RATIO

The indebtedness ratio is a non-IFRS measure calculated by the REIT. In accordance with the REIT's Declaration of Trust, the REIT's indebtedness may not exceed 65% of gross book value, which is defined by the Declaration of Trust as total assets less restricted cash. The REIT's indebtedness ratio at March 31, 2022 was 60.1% (December 31, 2021 - 59.7%). Subject to market conditions and the growth of the REIT, management's medium term target is to maintain total indebtedness at approximately 55%. The success of this strategy is dependent upon debt market conditions at borrowing, as well as the characteristics of the underlying assets being financed. If this strategy is unsuccessful, debt principal repayments may need to be funded by operating cash flows, additional draws under the REIT's revolving credit and operating facilities, financing of unencumbered income-producing properties or by issuances of equity or debt securities. Additional investment and operating guidelines are provided for by the Declaration of Trust. The REIT is in compliance with these guidelines.

The REIT's indebtedness level is calculated as follows:

	March 31, 2022	December 31, 2021
Total assets	\$ 1,972,562	\$ 1,808,907
Less: Subscription receipt funds in escrow	—	(53,912)
Less: Restricted cash	(14,064)	(2,623)
Gross book value	1,958,498	1,752,372
Debt	\$ 1,177,149	\$ 1,045,542
Leverage ratio	60.1%	59.7%

ADJUSTED EBITDA

Adjusted EBITDA is a non-IFRS measure and is used by the REIT to monitor the REIT's ability to satisfy and service its debt as well as monitor requirements imposed by the REIT's lenders. Specifically, adjusted EBITDA is used to monitor the REIT's interest coverage ratio and debt service ratio, which the REIT uses to measure its debt profile, assess its ability to satisfy its obligations, and service its debt. Management views adjusted EBITDA as a proxy for operating cash flow prior to interest costs. Adjusted EBITDA represents earnings before interest, income taxes, depreciation, fair value gains (losses) from both financial instruments and investment properties, while also excluding non-recurring items such as transaction costs from dispositions, acquisitions or other events.

The following is a reconciliation from net income to adjusted EBITDA:

	Twelve months ended March 31,	
	2022	2021
Net income	\$ 57,046	\$ 47,192
Straight line rent and other changes	8,704	6,547
Interest income	(491)	(521)
Interest and finance costs	46,083	42,902
Change in fair value of properties	(15,636)	(5,984)
IFRIC 21 property tax adjustment ¹	1,550	150
Change in fair value of financial instruments	(26,855)	(13,671)
Distributions to Class B shareholders	2,112	2,112
Transaction costs	657	1,560
Depreciation of hotel asset	1,008	1,050
Change in fair value of Class B LP units	3,806	3,805
Deferred income tax expense (recovery)	6,063	252
Current income tax expense	264	—
Adjusted EBITDA	\$ 84,311	\$ 85,394

¹In accordance with IFRIC 21, the REIT recognizes property tax liability and expense on its existing U.S. properties as at January 1 of each year, rather than progressively, i.e. ratably throughout the year. The recognition of property taxes as a result of IFRIC 21 has no impact on NOI, FFO, Core-FFO or AFFO.

The following is a calculation of adjusted EBITDA:

	Twelve months ended March 31,	
	2022	2021
Rental revenue	\$ 177,091	\$ 177,053
Property operating expenses	(97,966)	(93,836)
IFRIC 21 property tax adjustment ¹	1,550	150
Finance income on finance lease receivable	3,212	3,407
Straight-line rent and other changes	8,704	6,547
General and administrative	(8,280)	(7,927)
Adjusted EBITDA	\$ 84,311	\$ 85,394

¹In accordance with IFRIC 21, the REIT recognizes property tax liability and expense on its existing U.S. properties as at January 1 of each year, rather than progressively, i.e. ratably throughout the year. The recognition of property taxes as a result of IFRIC 21 has no impact on NOI, FFO, Core-FFO or AFFO.

INTEREST COVERAGE

In addition to the REIT's level of indebtedness calculated in accordance with the REIT's Declaration of Trust, management also monitors certain financial measures, which include the (i) net debt to adjusted EBITDA leverage ratio, (ii) interest coverage ratio, and (iii) the debt service coverage ratio. All of these measures are non-IFRS measures.

Net debt to adjusted EBITDA leverage ratio

The net debt to adjusted EBITDA ratio is used to calculate the financial leverage of the REIT, specifically, its ability to meet financial obligations and to provide a measure of its balance sheet strength. The REIT calculates debt to adjusted EBITDA by dividing the aggregate amount of debt outstanding, less cash on hand, by the trailing twelve month adjusted EBITDA. The net debt to adjusted EBITDA leverage ratio also indicates the number of years required for the REIT's unleveraged operating earnings (i.e. before depreciation, amortization, transaction costs, gains or losses, fair value adjustments and taxes) to cover or repay all outstanding debts. The net debt to adjusted EBITDA ratio also takes into consideration the cash on hand to decrease debt.

The following is a calculation of net debt to adjusted EBITDA for the trailing twelve months ended:

	March 31, 2022	December 31, 2021
Debt	\$ 1,177,149	\$ 1,045,542
Less: Cash on hand	23,447	9,909
Net debt	1,153,702	1,035,633
Adjusted EBITDA ¹	84,311	82,262
Net debt to Adjusted EBITDA (times)	13.7x	12.6x

¹Adjusted EBITDA is based on actuals for the twelve months preceding the balance sheet date.

Interest coverage ratio

The interest coverage ratio is useful in determining the REIT's ability to service the interest requirements of its outstanding debt. The interest coverage ratio is calculated by dividing adjusted EBITDA by the REIT's interest expense for the period. Management utilizes this ratio to measure leverage.

The following is a calculation of interest coverage ratio:

	Twelve months ended March 31,	
	2022	2021
Adjusted EBITDA	\$ 84,311	\$ 85,394
Interest expense	41,242	39,752
Interest coverage ratio (times)	2.0x	2.1x

Debt service coverage ratio

The debt service coverage ratio is determined as adjusted EBITDA divided by the debt service requirements for the period, whereby the debt service requirements reflects amortizing principal repayments and interest expensed during the period. Payments related to defeasance, prepayment penalties, or payments upon discharge of a mortgage are excluded from the calculation. The debt service coverage ratio is used by the REIT's management to monitor the REIT's ability to meet annual interest and principal payments.

The following is a calculation of debt service coverage ratio:

	Twelve months ended March 31,	
	2022	2021
Adjusted EBITDA	\$ 84,311	\$ 85,394
Interest expense	41,242	39,752
Principal repayments	12,907	11,159
Debt service requirements	\$ 54,149	\$ 50,911
Debt service coverage ratio (times)	1.6x	1.7x

DEBT REPAYMENT SCHEDULE

The following table outlines the REIT's annual principal payments and maturity schedule, together with the weighted average annual interest rates at March 31, 2022:

	Annual Principal Payments	Principal Repayments on Maturity	Total	Percentage (%)	Weighted Average Contractual Interest Rate on Maturing Debt (%)
Remainder of 2022	\$ 7,401	\$ 280,353	\$ 287,754	24.1%	2.1%
2023	7,837	553,750	561,587	47.1%	3.4%
2024	6,755	—	6,755	0.6%	0.0%
2025	6,680	165,572	172,252	14.5%	2.9%
2026	3,037	84,200	87,237	7.3%	3.7%
Thereafter	12,180	63,567	75,747	6.4%	3.6%
Weighted average interest rate					3.1%

The REIT has managed indebtedness to ensure the REIT mitigates liquidity risk due to concentration of debt maturities. As part of this strategy, the REIT is proactive in negotiating renewals for near term debt maturities. The REIT has \$287.8 million of debt maturing throughout

2022 which include well tenanted buildings. At March 31, 2022, after the impact of the REIT's pay-fixed receive-float interest rate swaps, the REIT had floating rate debt of \$246.7 million (December 31, 2021 – \$105.9 million).

The following table presents the annual impact of a change in floating interest rates of 25 bps on finance costs:

	March 31, 2022	December 31, 2021
Change of 25 bps	\$ 293	\$ 265

COMMITMENTS AND CONTRACTUAL OBLIGATIONS

The following is a summary of the REIT's contractual obligations over the next five years at March 31, 2022:

	Total contractual cash flow				
	2022	2023-2024	2025-2026	Thereafter	
Accounts payable and accrued liabilities	\$ 47,565	\$ 45,774	\$ 627	\$ 1,164	\$ —
Amortizing principal repayments on debt	43,890	7,401	14,592	9,717	12,180
Principal repayments on maturity of debt	1,147,442	280,353	553,750	249,772	63,567
Interest on debt ¹	83,903	29,659	35,435	15,402	3,407
Interest rate swaps ²	11,404	5,857	4,862	685	—
Other liabilities	15,592	10,276	1,509	717	3,090
Total	\$ 1,349,796	\$ 379,320	\$ 610,775	\$ 277,457	\$ 82,244

¹Interest amounts on floating debt have been determined using floating rates at March 31, 2022.

²Interest rate swap obligations have been calculated as the difference between the pay-fixed rate and receive-float rate based on the March 31, 2022 floating rate.

DERIVATIVES

Interest rate derivatives

The REIT has interest rate derivatives to reduce the impact of interest rate risk of certain debt with floating interest rates.

The REIT has in-place certain pay-fixed and receive-float interest rate swaps. The swaps are derivative financial instruments that require a periodic exchange of payments with counter-parties without the exchange of the notional amount on which the payments are based. The recorded interest expense on the underlying mortgages payable reflects payments made and received under the interest rate swaps. These swaps are not designated as hedging instruments that qualify for hedge accounting under IFRS. Interest rate derivatives are measured at fair value with fair values estimated as the present value of contractual cash flows based on forward curves and an applicable discount rate.

The following is the terms and fair values of the REIT's interest rate swaps:

Maturity date	Floating interest rate ¹	Fixed interest rate	Notional amount ²		Fair value	
			March 31, 2022	December 31, 2021	March 31, 2022	December 31, 2021
April 12, 2023	1 month BA	1.90%	58,281	58,281	194	(488)
April 12, 2023	1 month CDOR	2.04%	74,936	75,629	14	(881)
April 12, 2023	1 month CDOR	2.04%	35,389	35,716	7	(416)
August 14, 2023	1 month BA	2.77%	17,667	17,786	(133)	(441)
February 1, 2024	1 month U.S. LIBOR	1.80%	62,525	63,185	530	(1,311)
March 22, 2024	1 month BA	1.90%	100,000	100,000	1,448	(797)
March 3, 2025	1 month BA	1.23%	62,500	62,500	3,270	1,234
March 3, 2025	1 month BA	1.23%	10,000	10,000	—	—
September 10, 2025	1 month U.S. LIBOR	2.18%	126,394	127,728	820	(5,201)
October 30, 2026	1 month BA	2.30%	100,000	100,000	1,923	(2,491)
Total			\$ 647,692	\$ 650,825	\$ 8,073	\$ (10,792)

¹BA* means the Bankers' Acceptances rate, "LIBOR" means the U.S. London Interbank Offering Rate, and "CDOR" means the Canadian Dollar Offered Rate.

²The notional amount of the U.S. dollar pay-fixed receive-float interest rate swaps, maturing September 10, 2025 and February 1, 2024, are U.S. \$101.1 million and U.S. \$50.0 million respectively.

In connection with the Yew Grove acquisition, the REIT entered into a cross currency interest rate swap transaction on November 16, 2021 to pay a fixed EUR rate of 3.72% and receive a fixed CAD rate of 5.50%, effective on January 31, 2022 and maturing on December 31, 2026. Payments are payable semi-annually on or around June 30 and December 30, commencing June 30, 2022. As at March 31, 2022, the REIT recorded a fair value gain of \$2.5 million which is recorded in the consolidated statement of income.

The following are the terms and fair value of the REIT's cross currency interest rate swap:

Maturity date	Pay EUR	Receive CAD	Notional amount ¹		Fair value	
			March 31, 2022	December 31, 2021	March 31, 2022	December 31, 2021
December 31, 2026	3.72%	5.50%	75,000	75,000	1,740	(717)
Total			\$ 75,000	\$ 75,000	\$ 1,740	\$ (717)

¹The notional amount of the pay Euro interest rate of 3.72% is €52.5 million and the notional amount of the receive Canadian dollar interest rate of 5.50% is \$75.0 million.

Foreign exchange derivative

From time to time, the REIT may use forward foreign exchange contracts to hedge against fair value changes in the REIT's U.S. dollar net investment in its U.S. operations arising from fluctuations in the U.S. and Canadian dollar exchange rates. The hedge ratio is 1:1 for the first dollars contributed to the U.S. operations as the REIT enters into contracts to sell U.S. dollars and buy Canadian dollars. As the REIT's U.S. operations are reported in Canadian dollars and the assets are converted using the prevailing spot exchange rates on the last business day of each reporting period, any fluctuations in the Canadian dollar equivalent of the REIT's net investment in U.S. operations will be exactly offset by fair value changes in the hedging instrument. Sources of hedge ineffectiveness include instances where the net investments in U.S. operations is less than outstanding hedge instruments and potential misalignment between the term of the hedging instrument and the holding term of the REIT's net investment in U.S. operations.

In connection with the Yew Grove acquisition, the REIT entered into a foreign exchange transaction on November 16, 2021 to sell \$45.7 million at an exchange rate of 1.4284 and purchase Euro on January 31, 2022. This transaction was settled on January 31, 2022.

The REIT settled one foreign exchange transaction as above, it did not settle any other derivative or foreign exchange contracts during the three months ended March 31, 2022 and did not enter into any derivative or foreign exchange contract during the three months ended March 31, 2021.

FINANCIAL CONDITION

The REIT's primary sources of capital are cash generated from operating, financing and investing activities. Management expects to meet all of the REIT's obligations through current cash and cash equivalents, cash flows from operations, the REIT's revolving credit facility and refinancing of mortgages and equity. The REIT's contractual obligations as outlined above are expected to be funded through its sources of capital. Incremental to these contractual obligations, the REIT endeavours to invest in its current portfolio of assets through leasing and capital expenditure, the amount and timing of which are uncertain. The REIT intends to fund these expenditures through its various sources of capital.

The following table provides an overview of the REIT's cash flows from operating, financing and investing activities:

	Three months ended March 31,	
	2022	2021
Net change in cash related to:		
Operating	\$ 12,996	\$ 9,154
Investing	(204,952)	(5,701)
Financing	200,486	(9,209)
Foreign exchange gain (loss) on cash held in foreign currency	5,008	(6)
Increase in cash	\$ 13,538	\$ (5,762)

The change in cash for the three months ended March 31, 2022 and 2021 was the result of the following factors:

- Operating – cash flows for the three months ended March 31, 2022 increased by \$3.8 million when compared to the same period in 2021. The increase is the result of higher net operating income and changes in working capital accounts during the three months ended March 31, 2022.
- Investing – cash outflows for the three months ended March 31, 2022 were \$205.0 million compared to \$5.7 million for the same period in 2021. The cash outflows in the current period were primarily a result of the Yew Grove acquisition as well as capital expenditures throughout the REIT's portfolio. The cash outflows for the three months ended March 31, 2021, were from capital expenditures throughout the REIT's portfolio.

- Financing – cash inflows of \$200.5 million for the three months ended March 31, 2022 were from the the conversion of subscription receipts into units, the issuance of units under private placement, and the drawing of funds under a bridge loan for the Yew Grove acquisition, offset by the repayment of the debt assumed in connection with the acquisition. For the three months ended March 31, 2021, the cash outflows of \$9.2 million were from distributions on REIT units and mortgage repayments.

DEFERRED UNIT PLAN

Trustee deferred unit plan

Trustees who are not employees of the REIT or the Manager, Slate Asset Management L.P., or any of their subsidiaries, are eligible to participate in the deferred unit plan for Trustees (the "Trustee DUP"). Participants may elect to receive all or a portion of their annual retainer, meeting fees and additional compensation (including travel fees), in deferred units. One deferred unit, which vests immediately on the grant date, is equivalent to one trust unit. Additional deferred units accumulate at the same rate that distributions are paid on the trust units.

The deferred units may be redeemed by a participant for a period of two years after the participant ceases to be a Trustee of the REIT in whole or in part for cash or trust units. The value of the deferred units when converted to cash will be equivalent to the market value of trust units on the date of the redemption request.

At March 31, 2022, the liability associated with the Trustee DUP was \$0.8 million (December 31, 2021 - \$0.8 million) and the number of outstanding deferred units was 166,157 (December 31, 2021 - 151,733 units).

Officer deferred unit plan

The REIT has a deferred unit plan for its officers (the "Officer DUP") which provides officers of the REIT the opportunity to receive deferred units of the REIT. The maximum number of deferred units reserved for issuance under the Officer DUP is 1% of total units outstanding. One deferred unit, which vests immediately on the grant date, is equal to one trust unit. Any units issued under the Officer DUP will result in an equal reduction and offsetting in the asset management fee payable to SMULC, based on the trading price of units on the day of issuance.

The deferred units may be redeemed by a participant after two years following the date the units were issued in whole or in part for cash or trust units. The value of the deferred units when converted to cash will be equivalent to the market value of trust units on the date of the redemption request.

If a participant ceases to be an officer of the REIT, the deferred units must be redeemed no later than two years following that date.

As at March 31, 2022, the liability associated with deferred units issued under the Officer DUP was \$64 thousand (December 31, 2021 - \$60 thousand) and the number of deferred units was 12,343 (December 31, 2021 - 12,103).

EQUITY

The REIT is authorized to issue an unlimited number of trust units. Each trust unit represents a proportionate undivided beneficial interest and voting right in the REIT and entitles the holder to an equal participation in distributions of the REIT. The trust units are redeemable at the option of the holder at any time. The REIT's trust units are traded on the TSX and had a closing price of \$4.97 on March 31, 2022.

The REIT is also authorized to create and issue an unlimited number of preferred units, in one or more classes comprised of unlimited series, having terms and conditions as may be determined by the Board of Trustees from time to time. There have been no preferred units created or issued.

As at March 31, 2022, the total number of trust units outstanding was 80,174,209. As at May 11, 2022, the total number of trust units outstanding was 80,174,209.

Normal course issuer bid

On June 15, 2021 the REIT renewed its normal course issuer bid ("NCIB"), whereby the REIT may purchase up to 6,586,683 trust units, subject to certain restrictions. The renewed NCIB expires on the earlier of June 14, 2022 or the repurchase of the maximum number of trust units. During the three months ended March 31, 2022 the REIT did not repurchase units under its NCIB.

Potential trust units

	March 31, 2022	December 31, 2021
Class B LP units	5,285,160	5,285,160
Deferred units	178,500	163,836
Total	5,463,660	5,448,996

The Class B LP units are exchangeable into trust units of the REIT on a one-for-one basis, subject to anti-dilution adjustments. Each Class B LP unit is accompanied by one special voting unit of the REIT providing the same voting rights in the REIT as the trust units of the REIT and is entitled to distributions of cash equal to the cash distributions paid to holders of trust units by the REIT. The Class B LP units are recognized in the REIT's consolidated financial statements as financial liabilities measured at fair value through profit and loss. Upon exchange into trust units of the REIT, the carrying amount of the liability representing the fair value of the Class B LP units on exchange date will be reclassified to unitholders' equity. During the three months ended March 31, 2022, there were no Class B LP units exchanged for the REIT's trust units.

Weighted average diluted units outstanding

The following is the weighted average diluted number of units outstanding during the three months ended March 31, 2022 and 2021. The diluted weighted average trust units outstanding is determined as if all of the Class B LP units and deferred units have been converted to units of the REIT:

	Three months ended March 31,	
	2022	2021
Basic weighted average units outstanding	74,934,938	67,765,409
Class B LP units	5,285,160	5,285,160
Deferred units	165,447	215,350
Diluted weighted average units outstanding	80,385,545	73,265,919

Diluted units outstanding

The following is the diluted number of units outstanding at March 31, 2022 and 2021. The diluted number of units outstanding is determined as if all of the Class B LP units and deferred units have been converted to units of the REIT:

	March 31, 2022	March 31, 2021
Trust units outstanding	80,174,209	67,765,409
Class B LP units	5,285,160	5,285,160
Deferred units	178,500	226,037
Diluted units outstanding	85,637,869	73,276,606

RELATED PARTY TRANSACTIONS

The REIT has a management agreement (the "Management Agreement") with SMULC, an indirect subsidiary of Slate, whereby SMULC as the REIT's manager provides the REIT with the strategic, administrative, property management, leasing, acquisition and disposition, financing and construction management services necessary to manage the strategy and day-to-day operations of the REIT and its assets.

Slate directly and indirectly held the following interests in the REIT:

	March 31, 2022	December 31, 2021
REIT units	2,871,051	1,687,251
Class B LP units	5,285,160	5,285,160
Total	8,156,211	6,972,411
Economic interest	9.5%	9.5%

Since becoming the manager of the REIT in late 2014, Slate has been the largest unitholder in the REIT. Accordingly, Slate is highly motivated to continue to grow the operations and financial position of the REIT on an accretive basis.

On February 7, 2022, Slate purchased 1,183,800 REIT units via a private placement on the acquisition of Yew Grove.

The Management Agreement provides for the following fees:

Type	Basis
Property management	3% of gross revenue ¹
Asset management	0.3% of gross book value ²
Leasing	5% on new leases, 2% on renewals ³
Financing	0.25% of debt financed
Construction	5.0% of costs
Acquisition	Variable ⁴

¹Gross revenue is defined as all revenues received by and/or on behalf of the REIT from the leasing and/or licensing of the REIT's properties.

²Gross book value is defined as the book value of the REIT's assets as shown on the previous quarter's consolidated financial statements, less restricted cash.

³Leasing fees are charged to the REIT net of any third party brokerage fees paid to leasing agents retained by the REIT. No fee is charged to the REIT where such third party fees are equal to or greater than the lease fee payable to SMULC.

⁴Acquisition fees are 1.0% on the first \$100.0 million of acquisitions; 0.75% on the next \$100.0 million of acquisitions and 0.50% for acquisitions in excess of \$200.0 million.

The REIT incurred the following fees under the Management Agreement:

	Three months ended March 31,	
	2022	2021
Property management	\$ 1,309	\$ 1,393
Asset management	1,365	1,264
Leasing, financing and construction management	1,294	352
Acquisition	1,993	—
Transaction fee ¹	2,899	—
Total	\$ 8,860	\$ 3,009

¹Fees charged for acquiring Yew Grove's processes and platform.

Property administration fees are generally recoverable under the tenants' leases relating to assets or resources of the Manager that are directly attributable to the management of the REIT's properties. Property administration fees were \$2.1 million for the three months ended March 31, 2022 (March 31, 2021 – \$2.3 million). Administrative fees are recovered from most tenants by the REIT in accordance with the terms of the leases, whereas property management fees payable by the REIT to the Manager are determined in accordance with the Management Agreement. The REIT entered into an agreement to lease approximately 6,000 square feet of office space to Slate at one of its properties for a term of 10 years at market rents. For the three months ended March 31, 2022, the REIT received \$0.1 million in rent payment in respect of this lease (March 31, 2021 - \$0.2 million). There were no amounts receivable related to this lease at March 31, 2022 and December 31, 2021.

The following are the assets and liabilities included in the consolidated statements of financial position of the REIT related to SMULC and Slate:

	March 31, 2022	December 31, 2021
Accounts receivable	478	376
Accounts payable and accrued liabilities	(260)	(304)
Class B LP units	(27,007)	(26,426)

PART V - ACCOUNTING AND CONTROL

CRITICAL ACCOUNTING ESTIMATES

The REIT has identified the estimate of the fair value of its properties as a critical accounting estimate due to the significance of the estimate to the REIT's financial position and impact of changes on fair value to net income. Estimating the fair value of real property is characterized by uncertainty, both in terms of differences between different methods of valuation but also in the selection of assumptions to reflect the property being valued, certain of which are subjective. There is no assurance that management's, or a third-party's, estimate of fair value would be realized on sale due to the specific and unique aspects of real property, including their location, liquidity, tenants and the local demand and supply of competing properties for tenants.

The REIT determines the fair value of properties based upon either the overall income capitalization rate method or the discounted cash flow method, direct comparison approach or through a combination of methods. All methods are generally accepted appraisal methodologies. If a third party appraisal is not obtained for a property, management uses one or a combination of the overall income capitalization rate method and the discounted cash flow method. In certain circumstances the direct comparison approach is used by comparing properties to similar properties that have sold, but adjusting for differences in the nature, location and other relevant considerations of the properties. The valuation methodology used, or combination of methodologies used, is based on the applicability and reliability of the relative approaches in the context of the subject property.

The fair values of properties are measured individually without consideration to their aggregate value on a portfolio basis. No consideration is given to diversification benefits related to single property tenant risk and geography, the value of assembling a portfolio or to the utilization of a common management platform, amongst other benefits. As a result, the fair value of the REIT's properties taken in aggregate may differ from the fair value of properties measured individually in the REIT's consolidated statements of financial position.

The following is a summary of the methodologies undertaken by management to estimate the fair value of the REIT's properties:

Overall income capitalization approach

The overall income capitalization approach evaluates a property's potential to generate cash flows and converts those cash flows into a present value. Generally, the REIT estimates a stabilized NOI and applies a capitalization rate to that income to estimate fair value. Stabilized NOI is determined as the property's potential gross income that could be generated at full capacity, less a vacancy and collection allowance. The capitalization rate used is derived from analysis of comparable sales data and the relative relationship of other properties' NOI over their sale price. In many cases, industry surveys are available that provide indicative ranges of capitalization rates for recently sold properties or views on value, however, certain adjustments are required to adjust for the specific nature, location and quality of properties.

Discounted cash flow method

Under the discounted cash flow method, fair values are primarily determined by discounting the expected future cash flows, generally over a term of 10 years, including a terminal value based on the application of a capitalization rate to estimated year 11 NOI. Capitalization and discount rates are the most significant assumptions in determining fair value. The REIT uses leasing history, market reports, tenant profiles and available appraisals, among other things, in determining the most appropriate assumptions.

Direct comparison approach

This approach involves comparing properties similar to the property for which fair value is being estimated and making adjustments to reconcile differences in size, location, nature and the quality of the property.

A summary of the significant assumptions used in the REIT's estimate of fair value as at March 31, 2022 is included in this MD&A. Changes in these assumptions would have a significant impact on the REIT's estimate of fair value, which can be impacted by changes in demand for properties similar to those owned by the REIT, expectations of market rents, the covenant quality of tenants and the general economic environment. Further, these changes can occur at different times and magnitudes for each of the REIT's regions based on the investment environments in each of their respective markets.

NEW ACCOUNTING POLICIES

Application of Interest Rate Benchmark Reform ("IBOR")

In August 2020, the IASB issued IBOR Reform and the Effects on Financial Reporting – Phase II (amendments to IFRS 9, IFRS 7, IAS 39 – Financial Instruments: Recognition and Measurement ("IAS 39"), IFRS 4 – Insurance Contracts ("IFRS 4") and IFRS 16 – Leases ("IFRS 16")). The objective of the second phase of the IASB's project was to assist entities in providing useful information about the effects of the transition to alternative benchmark rates and support preparers in applying the requirements of the IFRS Standards when changes are made to contractual cash flows or hedging relationships as a result of the transition to an alternative benchmark interest rate. The amendments affect the basis for determining the contractual cash flows as a result of benchmark interest rate reform, hedge accounting and disclosures. There was no impact to the REIT's financial position or results of operations as a result of implementing this standard.

FUTURE ACCOUNTING POLICIES

Application of Interest Rate Benchmark Reform ("IBOR")

In August 2020, the IASB issued IBOR Reform and the Effects on Financial Reporting – Phase II (amendments to IFRS 9, IFRS 7, IAS 39)

INCOME TAXES AND THE REIT EXCEPTION

The REIT currently qualifies as a "mutual fund trust" as defined in the Tax Act. In accordance with the REIT's Declaration of Trust, distributions to unitholders are declared at the discretion of the trustees. The REIT endeavours to distribute to unitholders, in cash or trust units, in each taxation year its taxable income to such an extent that the REIT will not be liable to income tax under Part I of the Tax Act.

The Tax Act imposes a special taxation regime (the "SIFT Rules") applicable to certain publicly traded income trusts (each a "SIFT"). A SIFT includes a trust resident in Canada with publicly traded units that holds one or more "non-portfolio properties". "Non-portfolio properties" include certain investments in real properties situated in Canada and certain investments in corporations and trust residents in Canada and in partnerships with specified connections in Canada. Under SIFT Rules, a SIFT is subject to tax in respect of certain distributions that are attributable to the SIFT's "non-portfolio earnings" (as defined in the Tax Act; generally, income (other than certain dividends) from, or capital gains realized on, "non-portfolio properties", which does not include certain investments in non-Canadian entities), at a rate substantially equivalent to the combined federal and provincial corporate tax rate on certain types of income. The SIFT Rules are not applicable to a SIFT that meets certain specified criteria relating to the nature of its revenues and investments in order to qualify as a real estate investment trust for purposes of the Tax Act (the "REIT Exception"). The REIT believes that it qualifies for the REIT Exception as of March 31, 2022.

The REIT's U.S. and Irish subsidiaries are subject to income tax on taxable income from U.S. and Irish operations respectively. The REIT recognizes deferred tax assets and liabilities at prevailing tax rates when such differences are expected to settle. Based on tax laws enacted at the reporting date, the U.S. subsidiary is subject to a combined federal and state rate of 28.51%, and the Irish subsidiaries are subject to a tax rate of 25% on rental income, 33% on capital gain. The REIT assesses each reporting period whether it can recognize the deferred tax asset of its U.S. and Irish subsidiaries.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

The REIT's management, under the supervision of its Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), is responsible for establishing and maintaining disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR"), as such terms are defined in National Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109").

DC&P are those controls and other procedures that are designed to provide reasonable assurance that all material information required to be disclosed by the REIT in annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation. Furthermore, DC&P are those controls and other procedures that are designed to ensure that material information required to be disclosed by the REIT in annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and communicated to the REIT's management, including its CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

ICFR is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS for the three months ended March 31, 2022.

The REIT's CEO and CFO, along with the assistance of others, have designed disclosure controls and procedures to provide reasonable assurance that information required to be disclosed in the various reports filed or submitted by the REIT under securities legislation is recorded, processed, summarized and reported accurately and have designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

In the design of its internal controls the REIT uses the 2013 framework published by the Committee of Sponsoring Organizations of the Treadway Commission. No changes were made in the REIT's design of ICFR for the three months ended March 31, 2022, that have materially affected, or are reasonably likely to materially affect, the REIT's ICFR.

In designing such controls, it should be recognized that due to inherent limitations, any controls or control systems, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the control system are met. As a result of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, including instances of fraud, if any, have been detected or prevented. These inherent limitations include, without limitation, (i) the possibility that management's assumptions and judgments may ultimately prove to be incorrect under varying conditions and circumstances; or (ii) the impact of isolated errors.

Additionally, controls may be circumvented by unauthorized acts of individuals, by collusion of two or more people, or by management override. The design of any control system is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential conditions. Projections of any evaluations of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PART VI - PROPERTY TABLE

Details of the REIT's property portfolio at March 31, 2022 are set out in the table below:

Asset Class	Property Address	Property Name	City	Year Built / Renovated / Expanded	Interest	Square feet of GLA	Occupancy
United States Office							
	20 South Clark	20 South Clark	Chicago, IL	1970 / 2005	100%	370,542	84.9%
	120 South LaSalle	120 South LaSalle	Chicago, IL	1929 / 1998	100%	656,114	87.5%
Total United States Office						1,026,656	86.6%
Greater Toronto Area Office							
	7030, 7050, 7100 Woodbine Avenue & 55, 85 Idema Road	Woodbine & Steeles Corporate Centre	Markham, ON	1984 / 2011	75%	359,563	86.3%
	3000 - 3100 Steeles Avenue East	Gateway Centre	Markham, ON	1982 / 1987	75%	243,644	88.5%
	2655 - 2695 North Sheridan Way	The Sheridan Exchange	Mississauga, ON	1987 / 1989	75%	158,233	91.0%
	2285 Speakman Drive		Mississauga, ON	1981 / 2016	100%	127,419	100.0%
	2599 Speakman Drive		Mississauga, ON	1971 / 2011	100%	127,782	52.3%
	2251 Speakman Drive		Mississauga, ON	1965/2016	100%	115,580	100.0%
	1189 Colonel Sam Drive		Oshawa, ON	2001	100%	103,179	100.0%
	185-195 The West Mall	West Metro Corporate Centre	Toronto, ON	1986 / 2006	75%	618,336	93.4%
	401-405 The West Mall	Commerce West	Toronto, ON	1982 / 2009	75%	412,450	84.0%
	105 Moatfield Drive		Toronto, ON	1982	100%	248,981	88.8%
	95 Moatfield Drive		Toronto, ON	1982	100%	156,426	100.0%
Total Greater Toronto Area Office						2,671,593	89.3%
Atlantic Office							
	440 King Street	Kings Place	Fredericton, NB	1974 / 2001	100%	298,454	73.7%
	250 King Street		Fredericton, NB	2000	100%	80,162	100.0%
	460 Two Nations Crossing		Fredericton, NB	2008	100%	50,229	100.0%
	570 Queen Street		Fredericton, NB	1989	100%	69,137	47.4%
	644 Main Street	Blue Cross Centre	Moncton, NB	1988 / 2006	100%	320,530	94.5%
	81 Albert Street		Moncton, NB	2002	100%	64,954	100.0%
	39 King Street (2)	Brunswick Square	Saint John, NB	1976	100%	507,510	62.2%
	100 New Gower Street	Cabot Place	St. John's, NL	1987	100%	142,118	42.3%
	10 Factory Lane	The Johnson Building	St. John's, NL	1980	100%	210,863	75.5%
	5 Springdale Street	Fortis Place	St. John's, NL	2014	100%	142,973	73.0%
	140 Water Street	TD Place	St. John's, NL	1980 / 2013	100%	103,606	39.5%
	1505 Barrington Street	Maritime Centre	Halifax, NS	1977 / 1985	100%	528,568	86.2%
	84-86 Chain Lake Drive		Halifax, NS	2008 / 2011	100%	77,978	90.8%
Total Atlantic Office						2,597,082	75.4%

¹GLA and occupancy stats do not include the Delta Brunswick Hotel.

Asset Class	Property Address	Property Name	City	Year Built / Renovated / Expanded	Interest	Square feet of GLA	Occupancy
Ireland Office							
	Three Gateway, East Wall Road	Three Gateway	Dublin, Dublin	2006	100%	43,212	100.0%
	One Gateway, East Wall Road	One Gateway	Dublin, Dublin	2006	100%	51,495	52.1%
	Ashtown Gate Road	Ashtown Gate Blocks B&C	Dublin, Dublin	2000	100%	33,149	100.0%
	Citywest Business Campus	Citywest Blocks E&F	Dublin, Dublin	1998	100%	45,972	73.0%
	Birch House, Millennium Park	Birch House	Naas, Kildare	2006	100%	40,333	100.0%
	Chestnut House, Millennium Park	Chestnut House	Naas, Kildare	2006	100%	31,600	100.0%
	Hazel House, Millennium Park	Hazel House	Naas, Kildare	2006	100%	19,355	100.0%
	Ash House, Millennium Park	Ash House	Naas, Kildare	2006	100%	19,108	100.0%
	Willow House, Millennium Park	Willow House	Naas, Kildare	2006	100%	17,765	100.0%
	Beech House, Millennium Park	Beech House	Naas, Kildare	2006	100%	12,702	100.0%
	Athlone Business & Technology Park	Teleflex	Athlone, Westmeath	2016	100%	45,370	100.0%
	Cork Airport Business Park	Unit 2600, Cork Airport	Cork, Cork	1999	100%	40,827	49.6%
	Mallow Business Park	Blackwater House	Mallow, Cork	2000	100%	30,015	91.6%
	Letterkenny Business & Technology Park	Optum Buildings	Letterkenny, Donegal	1999 / 2007	100%	90,548	100.0%
	Waterford Business & Technolgy Park	IDA Waterford Block A	Waterford, Waterford	2005	100%	28,027	100.0%
	IDA Athlone Block A, Athlone Business & Technology Park	IDA Athlone Block A	Athlone, Westmeath	2009	100%	33,693	100.0%
	IDA Athlone Blocks B & B2, Athlone Business & Technology Park	IDA Athlone Blocks B & B2	Athlone, Westmeath	2009	100%	101,230	100.0%
	IDA Athlone Block C, Athlone Business & Technology Park	IDA Athlone Block C	Athlone, Westmeath	2008	100%	26,447	100.0%
	IDA Athlone Block C - Extension, Athlone Business & Technology Park	IDA Athlone Block C - Extension	Athlone, Westmeath	2022	100%	0	0.0%
Total Ireland Office						710,848	91.5%
Western Office							
	280 Broadway Avenue ²		Winnipeg, MB	1957	100%	105,341	86.2%
	114 Garry Street		Winnipeg, MB	1950 / 1995	100%	74,246	100.0%
	1450 Waverley Street	Bell MTS Data Centre	Winnipeg, MB	2015	100%	64,218	100.0%
	365 Hargrave		Winnipeg, MB	Various	100%	70,719	100.0%
	1870 Albert Street	Saskatchewan Place	Regina, SK	1985	100%	84,862	61.2%
Total Western Office						399,386	88.1%
Office						7,405,565	83.7 %
Non-office							
	Airways Industrial Estate	Airways Units 7 & 8	Dublin, Dublin	1979	100%	87,969	100.0%
	Naas Enterprise Park	Unit L2 Toughers	Naas, Kildare	2000	100%	34,494	100.0%
	Coes Road	Tanola House	Dundalk, Louth	2019	100%	86,451	100.0%
	Bridge Street	Bridge Centre	Tullamore, Offaly	1995	100%	6,238	100.0%
	200 Manitoba 10	Walmart Flin Flon	Flin Flon, MB	2002	100%	63,439	100.0%
Non-office						278,591	100.0%
Total Portfolio						7,684,156	84.7%

²Includes a seven-storey office building at 280 Broadway Avenue, a three-storey multi-family residential building located at 70 Smith Street and two parking lots located at 286 Broadway Avenue and 68 Smith Street; excludes occupancy from residential tenants at 70 Smith Street.

Corporate Information

Slate Office REIT is an unincorporated, open-ended investment trust fund under and governed by the laws of the Province of Ontario. The REIT focuses on acquiring, owning and leasing a portfolio of diversified revenue-producing commercial real estate office properties.

Trustees

Thomas Farley, Chair¹²³
Corporate Director

Monty Baker¹²³
Corporate Director

Nora Duke²³
Executive Vice-President, Sustainability and Chief
Human Resources Officer, Fortis Inc.

Meredith Michetti¹
Corporate Director

Lori-Ann Beausoleil¹²
Corporate Director

Blair Welch³
Partner and Co-founder,
Slate Asset Management

Brady Welch
Partner and Co-founder,
Slate Asset Management

¹ Compensation, Governance and Nomination Committee

² Audit Committee

³ Investment Committee

Head Office

Slate Office REIT
121 King Street W, Suite 200
Toronto, ON M5H 3T9
T +1 416 644 4264
F +1 416 947 9366
E info@slateam.com

Independent Auditors

KPMG LLP
Chartered Professional Accountants
Toronto, Canada

Toronto Stock Exchange Listings

SOT.UN: trust units
SOT.DB: 5.25% convertible unsecured subordinated debentures
SOT.DB.A: 5.50% extendible convertible unsecured subordinated debentures

Registrar and Transfer Agent

TSX Trust Company
301 - 100 Adelaide Street W
Toronto, ON M5H 4H1
T +1 416 361 0930
F +1 416 361 0470

The REIT's website www.slateofficereit.com provides additional information regarding the REIT's portfolio, investment strategy, management and corporate governance. Additionally, the Investor section includes news, presentations, events, regulatory filings and stock information.

