2025 FIRST QUARTER REPORT

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended March 31, 2025

Canada's Shopping Centre

SMARTCENTRES®
REAL ESTATE INVESTMENT TRUST

Management's Discussion and Analysis

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2025

Section I — Introduction

About this Management's Discussion and Analysis

This Management's Discussion and Analysis ("MD&A") sets out SmartCentres Real Estate Investment Trust's ("SmartCentres" or the "Trust") business overview and strategic direction, and provides an analysis of the financial performance and financial condition as at March 31, 2025, and for the three months ended March 31, 2025, management's outlook and the risks facing the business.

This MD&A should be read in conjunction with the Trust's audited consolidated financial statements for the year ended December 31, 2024, and the unaudited interim condensed consolidated financial statements for the three months ended March 31, 2025, the notes contained therein, and the Trust's annual information form for the year ended December 31, 2024 ("AIF"). Such interim condensed consolidated financial statements have been prepared in accordance with IFRS Accounting Standards applicable to the preparation of interim condensed consolidated financial statements, International Accounting Standard ("IAS 34"), "Interim Financial Reporting", as issued by the International Accounting Standards Board ("IASB"). The Canadian dollar is the functional and reporting currency for purposes of preparing the unaudited interim condensed consolidated financial statements for the three months ended March 31, 2025.

This MD&A is dated May 7, 2025, which is the date of the press release announcing the Trust's results for the three months ended March 31, 2025. Disclosure contained in this MD&A is current to that date unless otherwise noted. Certain terms defined in this MD&A are defined in the Glossary of Terms.

Key Operational, Development and Financial Information

(in thousands of dollars, except per Unit and other non-financial data)	**March 31, 2025**	December 31, 2024	March 31, 2024
Portfolio Information (Number of properties)			
Retail properties	**155**	155	155
Office properties	**4**	4	4
Self-storage properties	**11**	11	9
Residential properties	**3**	3	3
Industrial properties	**1**	1	1
Properties under development	**22**	21	21
Total number of properties with an ownership interest	**196**	195	193
Leasing and Operational Information(1)			
Gross leasable retail, office and industrial area (in thousands of sq. ft.)	**35,425**	35,300	35,109
In-place and committed occupancy rate	**98.4 %**	98.7 %	97.7 %
Average lease term to maturity (in years)	**4.3**	4.2	4.3
In-place net retail rental rate excluding Anchors (per occupied sq. ft.)	**$23.89**	$23.48	$23.07
Financial Information			
Total assets(2)	**11,921,325**	11,939,689	11,850,182
Investment properties(2)	**10,617,787**	10,659,783	10,491,638
Total unencumbered assets(3)	**9,592,521**	9,464,521	9,176,421
NAV per Unit - diluted(3)	**$35.51**	$36.03	$35.71
Debt(2)	**5,088,219**	5,046,279	5,043,206
Debt to Aggregate Assets(3)(4)(5)	**44.1 %**	43.7 %	43.8 %
Adjusted Debt to Adjusted EBITDA(3)(4)(5)	**9.6X**	9.6X	9.8X
Weighted average interest rate(3)(4)	**3.93 %**	3.92 %	4.17 %
Weighted average term of debt (in years)	**3.3**	3.1	3.4
Interest coverage ratio(3)(4)	**2.5X**	2.5X	2.6X
Units outstanding(6)	**178,267,677**	178,201,075	178,188,148
Units outstanding – diluted(7)	**181,595,454**	181,205,536	180,417,003

(1) Excluding residential and self-storage area.
(2) Represents a Generally Accepted Accounting Principles ("GAAP") measure.

(3) Represents a non-GAAP measure. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.
(4) Includes the Trust's proportionate share of equity accounted investments.
(5) As at March 31, 2025, cash-on-hand of $25.6 million was excluded for the purposes of calculating the applicable ratios (December 31, 2024 – $34.9 million, March 31, 2024 – $33.3 million).
(6) Total Units outstanding include Trust Units and LP Units (each as defined below), including Units classified as liabilities. LP Units classified as equity in the unaudited interim condensed consolidated financial statements are presented as non-controlling interests.
(7) Total diluted Units outstanding includes total Units outstanding, vested portion of the deferred units issued pursuant to the deferred unit plan, and vested EIPs granted pursuant to the equity incentive plan.

	Three Months Ended	
(in thousands of dollars, except per Unit information)	**March 31, 2025**	March 31, 2024
Financial Information		
Rentals from investment properties and other(1)	**229,338**	217,239
Net loss and comprehensive loss(1)	**(9,581)**	(21,175)
Cash flows provided by operating activities(1)	**81,737**	69,719
Net rental income and other(1)	**136,786**	130,728
NOI(2)(3)	**143,524**	136,075
NOI from residential sales and other adjustments(2)(3)	**558**	127
SPNOI(2)(3)	**142,490**	136,808
Change in SPNOI(2)(3)	**4.1 %**	3.0 %
Change in SPNOI excluding Anchors(2)(3)	**6.7 %**	5.3 %
FFO(2)(3)(4)(5)	**101,919**	86,812
FFO with adjustments(2)(3)(4)	**97,087**	92,762
AFFO(2)(3)(4)(5)	**98,426**	81,242
AFFO with adjustments(2)(3)(4)	**93,594**	87,192
Distributions declared	**82,450**	82,412
Weighted average – basic	**178,246,956**	178,188,148
Weighted average – diluted(6)	**181,412,769**	180,265,745
Per Unit Information (Basic/Diluted)		
Net loss and comprehensive loss(1)	**$(0.05)/$(0.05)**	$(0.12)/$(0.12)
FFO(2)(3)(4)(5)	**$0.57/$0.56**	$0.49/$0.48
FFO with adjustments(2)(3)(4)	**$0.54/$0.54**	$0.52/$0.52
AFFO(2)(3)(4)(5)	**$0.55/$0.54**	$0.46/$0.45
AFFO with adjustments(2)(3)(4)	**$0.53/$0.52**	$0.49/$0.48
Distributions declared	**$0.463**	$0.463
Payout Ratio Information		
Payout Ratio to AFFO(2)(3)(4)(5)	**83.8 %**	101.4 %
Payout Ratio to AFFO with adjustments(2)(3)(4)	**88.1 %**	94.5 %
Payout Ratio to cash flows provided by operating activities	**100.9 %**	118.2 %

(1) Represents a GAAP measure.
(2) Represents a non-GAAP measure. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.
(3) Includes the Trust's proportionate share of equity accounted investments.
(4) See "Other Measures of Performance" in this MD&A for a reconciliation of these measures to the nearest consolidated financial statement measure.
(5) The calculation of the Trust's FFO and AFFO and related payout ratios, including comparative amounts, are financial metrics that were determined based on the REALPAC White Paper on FFO and AFFO issued in January 2022 ("REALPAC White Paper"). Comparison with other reporting issuers may not be appropriate. The payout ratio to AFFO is calculated as declared distributions divided by AFFO.
(6) The diluted weighted average includes the vested portion of the deferred units issued pursuant to the deferred unit plan, and vested EIPs granted pursuant to the equity incentive plan.

Highlights for the Quarter

Operational

- With growing tenant demand for vacant space and strong retention, Same Properties NOI excluding Anchors[1] for the three months ended March 31, 2025 increased by 6.7% (4.1% including Anchors) compared to the same period in 2024.

- 178,408 square feet of vacant space leased during the quarter, resulting in an in-place and committed occupancy rate of 98.4% as of March 31, 2025 (December 31, 2024 – 98.7%). In addition, growing demand for new-build retail continues with approximately 28,620 square feet executed during the quarter.

- Extended or finalized 68.4% of all leases maturing in 2025, with a strong rent growth of 8.4% (excluding Anchors).

- In March 2025, Walmart took possession of 110,000 square feet at the South Oakville Centre property and has commenced fixturing with an opening planned for later this year.

Development

- Significant development pipeline is expected to provide long-term portfolio expansion and profitable growth from the approximately 59.1 million square feet (at the Trust's share) of zoned mixed-use development permissions, including 1.0 million square feet of sites currently under construction.

- Construction of self-storage facilities in Toronto (Gilbert Ave.), Toronto (Jane St.), and Dorval (St-Regis Blvd.) is progressing, with all three facilities on schedule to open during the second quarter of 2025. Site preparation and demolition works have been completed for three additional self-storage facilities in Montreal (Notre Dame St. W), Laval E, Quebec, and Burnaby, British Columbia, with facilities opening expected in 2026.

- Construction of Phase I of the Vaughan NW townhomes is mostly completed, with 4 units closed in Q1 2025. As at March 31, 2025, a total of 89 out of the 120 units in Phase I have closed.

- Construction of the ArtWalk condo Tower A in the Vaughan Metropolitan Centre is continuing with siteworks and below-grade work nearing completion. Approximately 93% of the 340 units in Tower A have been pre-sold.

- Construction of the Trust's flagship 224,000 square foot Canadian Tire store on Laird Drive in Toronto continues on schedule, with possession expected in Q2 2026.

Financial

- Rentals from investment properties and other(2) for the three months ended March 31, 2025, totalled $229.3 million representing an increase of $12.1 million or 5.6% compared to the same period in 2024. The increase was primarily due to lease-up activities for retail and mixed-use properties compared to the prior year period.

- Net rental income and other(2) for the three months ended March 31, 2025 was $136.8 million representing an increase $6.1 million or 4.6% compared to the same period in 2024. This increase was primarily due to a lease-up and renewals activities.

- Net loss and comprehensive loss(1) improved by $11.6 million for the three months ended March 31, 2025, compared to the same period in 2024. This improvement was driven by stronger operating performance, including a $7.4 million increase in NOI from lease-up activity, and a $42.0 million reduction in fair value losses on investment properties due to changes in market conditions. These gains were partially offset by a $34.9 million lower fair value adjustment on financial instruments and higher G&A expenses related to a non-recurring severance cost. Net loss and comprehensive loss(2) per Unit was $0.05, compared to $0.12 in the prior year.

- FFO per Unit(1) for the three months ended March 31, 2025, was $0.56 compared to $0.48 for the same period in 2024. This increase was primarily due to changes in fair value adjustment on TRS resulting from fluctuations in the Trust's Unit price, and an increase in NOI mainly due to lease-up activities, partially offset by a non-recurring severance cost and higher net interest expense compared to the prior year period. FFO with adjustments per Unit(1) for the three months ended March 31, 2025, was $0.54 compared to $0.52 for the same period in 2024.

- Payout Ratio to AFFO(1) for the three months ended March 31, 2025, was 83.8%, as compared to 101.4% for the same period in 2024. The Payout Ratio to AFFO(1) with adjustments for the three months ended March 31, 2025 was 88.1% as compared to 94.5% for the same period in 2024. The lower payout ratio is mainly due to the increase in FFO and lower sustaining capex spending, which is expected to be spent during the remainder of the year.

- Payout Ratio to cash flows provided by operating activities for the three months ended March 31, 2025, was 100.9% as compared to 118.2% for the same periods in 2024. The decrease was primarily attributable to stronger lease-up activity during the period compared to the same prior year period.

- As at March 31, 2025, the Trust's fixed rate/variable rate debt ratio(1)(3) was 90%/10% (December 31, 2024 – 89%/11%).

- As at March 31, 2025, the Trust's unencumbered portfolio of investment properties was valued at $9.6 billion (December 31, 2024 – $9.5 billion).

(1) Represents a non-GAAP measure. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.
(2) Represents a GAAP measure.
(3) Net of cash-on-hand of $25.6 million as at March 31, 2025 for the purposes of calculating the applicable ratios.

Presentation of Certain Terms Including Non-GAAP Measures

Readers are cautioned that certain terms used in this MD&A include non-GAAP measures and other terms. The following terms are non-GAAP measures used in this MD&A: Adjusted Debt, Adjusted Funds From Operations ("AFFO"), AFFO with adjustments, AFFO per Unit, AFFO with adjustments per Unit, Net Debt, Adjusted Debt to Adjusted EBITDA, Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization Expense ("Adjusted EBITDA"), Adjusted Interest Expense including Capitalized Interest, Debt Service Expense, Aggregate Assets, Gross Book Value, Debt to Aggregate Assets, Debt to Aggregate Assets excluding TRS debt and receivable, Debt to Gross Book Value, Fixed Charge Coverage Ratio, Fixed Rate to Variable Rate Debt Ratio, Annualized NOI, Funds From Operations ("FFO"), FFO with adjustments, FFO per Unit, FFO with adjustments per Unit, Interest Coverage Ratio, Net Operating Income ("NOI"), Investment Properties – non-GAAP, Payout Ratio to AFFO, Payout Ratio to AFFO with adjustments, Proportionate Share Reconciliation, Recovery Ratio, Same Properties NOI ("SPNOI"), Same Properties NOI excluding Anchors ("SPNOI excluding Anchors"), Total Proportionate Share, Transactional FFO, Unencumbered Assets, Unencumbered Assets to Unsecured Debt, and Unsecured to Secured Debt Ratio. These non-GAAP measures are defined in this MD&A and non-GAAP financial measures have been reconciled to the closest IFRS measure in the unaudited interim condensed consolidated financial statements of the Trust for the three months ended March 31, 2025 in "Non-GAAP Measures". Readers should refer to "Non-GAAP Measures" in this MD&A for definitions and reconciliations of the Trust's non-GAAP financial measures.

The following are other terms used in this MD&A: Net Asset Value ("NAV"), any related measure per Variable Voting Unit of the Trust (a "Trust Unit") and per unit of the Trust's subsidiary limited partnerships (an "LP Unit") (where management discloses the combination of Trust Units and LP Units, combined units are referred to as a "Unit" or "Units").

These non-GAAP measures and other terms are used by management to measure, compare, and explain the operating results and financial performance of the Trust and do not have any standardized meaning prescribed under IFRS and, therefore, should not be construed as alternatives to net income or cash flow from operating activities calculated in accordance with IFRS where applicable. Such terms do not have a standardized meaning prescribed by IFRS and may not be comparable to similar measures disclosed by other issuers. For further details of these terms, see "Other Measures of Performance", "Net Operating Income", "Debt", "Financial Covenants", and "Non-GAAP Measures" in this MD&A.

Non-GAAP Measures

The following table details the Trust's non-GAAP measures. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable.

Measure	Definition and Intended Use	Reference to Reconciliation and/ or Additional Information
Adjusted Debt **and** **Net Debt**	Adjusted Debt is defined as Debt, inclusive of the Trust's share of debt in equity accounted investments, net of loans receivable and cash-on-hand. Net Debt is defined as Debt, inclusive of the Trust's share of debt in equity accounted investments, net of cash-on-hand. Adjusted Debt and Net Debt are intended to be used by investors as measures of the level of indebtedness of the Trust and its ability to meet its obligations, as liquid assets are used to reduce outstanding liabilities. Management uses Adjusted Debt and Net Debt to calculate certain covenant ratios, and to assess the Trust's level of indebtedness.	Section VIII — Financing and Capital Resources, "Debt", "Financial Covenants"
Adjusted Debt to Adjusted EBITDA	Adjusted Debt to Adjusted EBITDA is defined as Adjusted Debt divided by Adjusted EBITDA. The ratio is intended to be used by investors as a measure of the level of the Trust's debt versus the Trust's ability to service that debt. Management uses the ratio to assess the Trust's level of leverage and its capacity to borrow.	Section VIII — Financing and Capital Resources, "Financial Covenants"
Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization Expense ("Adjusted EBITDA")	Adjusted EBITDA is defined as the Trust's Total Proportionate Share of net income and comprehensive income adjusted by income taxes, interest expense net of interest income ("net interest expense"), amortization expense and depreciation expense, as well as adjustments for gains and losses on disposal of investment properties including transactional gains and losses on the sale of investment properties to a joint venture that are expected to be recurring, and the fair value changes associated with investment properties and financial instruments, and excludes extraordinary items such as, but not limited to, yield maintenance on redemption of unsecured debentures and Transactional FFO – gain (loss) on sale of land to co-owners. The measure is intended to be used by investors to help determine the Trust's ability to service its debt, finance capital expenditures and provide for distributions to its unitholders ("Unitholders"). Management uses this measure to assess the Trust's profitability, as it removes the non-cash impact of the fair value changes and gains and losses on investment property dispositions.	Section V — Business Operations and Performance, "Results of Operations"

Non-GAAP Measures (Continued)

Measure	Definition and Intended Use	Reference to Reconciliation and/ or Additional Information
Adjusted Interest Expense including Capitalized Interest **and** **Debt Service Expense**	Adjusted Interest Expense including Capitalized Interest is defined as the Trust's Total Proportionate Share of interest expense, less distributions on vested deferred units and Units classified as liabilities and interest income from mortgages and loans receivable, plus capitalized interest. Debt Service Expense is defined as the Trust's Total Proportionate Share of interest expense, less distributions on vested deferred units and Units classified as liabilities and interest income from mortgages and loans receivable, plus capitalized interest and mortgage principal amortization payments. Adjusted Interest Expense including Capitalized Interest and Debt Service Expense are intended to be used by investors as measures of the interest expense on the Trust's debt. Management uses these to calculate certain covenant ratios, and to assess the Trust's ability to service its debt.	Section VIII — Financing and Capital Resources, "Financial Covenants"
Adjusted Funds From Operations ("AFFO") **and** **AFFO with adjustments** **and** **AFFO per Unit** **and** **AFFO with adjustments per Unit**	AFFO is a non-GAAP financial measure of operating performance widely used by the real estate industry in Canada. AFFO is calculated as FFO less straight-line rent, actual capital expenditures and leasing costs. The Trust calculates AFFO in accordance with the recommendations of the guidance set out in the REALPAC White Paper. AFFO with adjustments is calculated as AFFO less non-recurring items such as TRS gain (loss), FFO sourced from condo and townhome closings, and gain (loss) on sale of land to co-owners. AFFO per Unit and AFFO with adjustments per Unit, are defined as AFFO and AFFO with adjustments divided by weighted average number of Units. Management considers AFFO, AFFO with adjustments, AFFO per Unit, and AFFO with adjustments per Unit as meaningful measures of recurring economic earnings and relevant in understanding the Trust's ability to service its debt, funding capital expenditures and determining an appropriate level of distributions. Management also considers these measures to be useful measures of operating performance as they further adjust FFO for capital expenditures that sustain income-producing properties and eliminates the impact of straight-line rent.	Section V — Business Operations and Performance, "Other Measures of Performance"
Aggregate Assets **and** **Gross Book Value**	Aggregate Assets is defined as the Trust's Total Proportionate Share of assets, less cash-on-hand. Gross Book Value is defined as the total proportionate share of assets, less cash-on-hand and fair value adjustments on investment properties net of accumulated amortization. Aggregate Assets and Gross Book Value are intended to be used by investors as measures of the total value of assets managed by the Trust. Management uses Aggregate Assets, and Gross Book Value, to calculate certain covenant ratios, and to assess the Trust's ability to continue to grow.	Section VIII — Financing and Capital Resources, "Financial Covenants"

Non-GAAP Measures (Continued)

Measure	Definition and Intended Use	Reference to Reconciliation and/or Additional Information
Annualized NOI	Annualized NOI is defined as estimated NOI for the next 12 months, based on the current period's NOI. The measure is intended to be used by investors to project the next year's operating income of the Trust. Management uses this measure as a benchmark of the Trust's future profitability.	Section VIII — Financing and Capital Resources, "Debt"
Debt to Aggregate Assets **and** **Debt to Aggregate Assets (excluding TRS debt and receivable)**	Debt to Aggregate Assets is defined as Net Debt divided by Aggregate Assets. Debt to Aggregate Assets (excluding TRS debt and receivable) is defined as Net Debt (excluding TRS debt) divided by Aggregate Assets (excluding TRS receivable). The ratios are intended to be used by investors to assess the leverage of the Trust on a consolidated basis. Management uses the ratios to assess an acceptable level of leverage for the Trust.	Section VIII — Financing and Capital Resources, "Financial Covenants"
Debt to Gross Book Value	Debt to Gross Book Value is defined as Net Debt divided by Gross Book Value. The ratio is intended to be used by investors to assess the leverage of the Trust on a consolidated basis, while using the Trust's cost basis for assets. Management uses this ratio to assess an acceptable level of leverage for the Trust.	Section VIII — Financing and Capital Resources, "Financial Covenants"
Fixed Charge Coverage Ratio	Fixed Charge Coverage Ratio is defined as Adjusted EBITDA divided by Debt Service Expense. The ratio is intended to be used by investors to assess the Trust's ability to service its fixed charges. Management uses this ratio to manage the Trust's cash flows and fixed obligations.	Section VIII — Financing and Capital Resources, "Financial Covenants"
Fixed Rate to Variable Rate Debt Ratio	Fixed Rate to Variable Rate Debt Ratio is defined as the percentage of Fixed Rate Debt out of total Debt compared with the percentage of Variable Rate Debt (excluding interest rate swap agreements with fixed interest rates) out of total Debt. The ratio is intended to be used by investors to assess the Trust's ability to service its debt against the fluctuation of interest rates.	Section VIII — Financing and Capital Resources, "Debt"

Non-GAAP Measures (Continued)

Measure	Definition and Intended Use	Reference to Reconciliation and/or Additional Information
Funds From Operations ("FFO") **and** **FFO with adjustments** **and** **FFO per Unit** **and** **FFO with adjustments per Unit**	FFO is a measure of operating performance widely used by the Canadian real estate industry based on the definition set forth by the REALPAC White Paper. It is the Trust's view that IFRS net income does not necessarily provide a complete measure of the Trust's economic earnings. This is primarily because IFRS net income includes items such as fair value changes of investment property that are subject to market conditions and capitalization rate fluctuations and gains and losses on the disposal of investment properties, including associated transaction costs and taxes, which are not representative of a company's economic earnings. For these reasons, the Trust has adopted the REALPAC White Paper's definition of FFO, which was created by the real estate industry as a supplemental measure of economic earnings. FFO is defined as net income and comprehensive income attributable to Unitholders adjusted for items such as, but not limited to, unrealized changes in the fair value of investment properties and financial instruments and transaction gains and losses on the acquisition or disposal of investment properties. FFO with adjustments is defined as FFO less TRS gain (loss), FFO sourced from condo and townhome closings, and gain (loss) on sale of land. FFO per Unit and FFO with adjustments per Unit, are defined as FFO, and FFO with adjustments, divided by weighted average number of Units. These measures are intended to be used by investors to assess the operating performance of the Trust. Management uses these measures to assess profitability and performance of the Trust.	Section V — Business Operations and Performance, "Other Measures of Performance"
Interest Coverage Ratio	Interest Coverage Ratio is defined as Adjusted EBITDA divided by Adjusted Interest Expense including Capitalized Interest. The ratio is intended to be used by investors to measure the Trust's ability to make interest payments on its existing debt. Management uses this ratio to measure an acceptable level of interest expense relative to available earnings.	Section VIII — Financing and Capital Resources, "Financial Covenants"
Investment Properties – non-GAAP	Investment Properties – non-GAAP is defined as the Trust's Total Proportionate Share of investment properties, inclusive of the Trust's share of investment properties in equity accounted investments. The measure is intended to be used by investors to measure the amount of the Trust's entire portfolio.	Section VII — Asset Profile, "Investment Properties"
Net Asset Value ("NAV") **and** **NAV per Unit - diluted**	NAV is an alternative measurement of equity. It is defined as total equity adjusted for LP Units classified as liabilities. Management uses this measure to assess the Trust's intrinsic value. NAV per diluted unit is defined as NAV divided by diluted outstanding Units.	Section VIII — Financing and Capital Resources, "Net Asset Value"
Net Operating Income ("NOI")	NOI from continuing operations is defined as: i) rentals from investment properties and other less property operating costs and other, and ii) net profit from condo sales. In the consolidated statements of income (loss) and comprehensive income (loss), NOI is presented as "net rental income and other". The measure is intended to be used by investors to assess the Trust's profitability. Management uses NOI as a meaningful measure of economic performance and profitability from continuing operations, as it excludes changes in fair value of investment properties and financial instruments.	Section V — Business Operations and Performance, "Results of Operations"

Non-GAAP Measures (Continued)

Measure	Definition and Intended Use	Reference to Reconciliation and/or Additional Information
Payout Ratio to AFFO **and** **Payout Ratio to AFFO with adjustments**	Payout Ratio to AFFO and Payout Ratio to AFFO with adjustments, are defined as distributions declared divided by AFFO, and AFFO with adjustments. It is the proportion of earnings paid out as dividends to Unitholders. The measures are intended to be used by investors to assess the distribution rate of the Trust. Management determines the Trust's Unit cash distribution rate by, among other considerations, its assessment of cash flow as determined using certain non-GAAP measures. As such, management believes the cash distributions are not an economic return of capital, but a distribution of sustainable cash flow from operations.	Section V — Business Operations and Performance, "Other Measures of Performance"
Proportionate Share Reconciliation **and** **Total Proportionate Share**	References made to a "Total Proportionate Share" represent the Trust's proportionate interest in the financial position and operating activities of its entire portfolio, which reflect the difference in accounting treatment between joint ventures using proportionate consolidation and equity accounting. "Proportionate Share Reconciliation" represents the adjustment to account for the Trust's proportionate share of equity accounted investments. The presentation is intended to be used by investors to assess the Trust's financial position and performance on a consolidated basis because it represents how the Trust and its partners manage the net assets and operating performance for each of the Trust's co-owned properties. The Trust accounts for its investments in both associates and joint ventures using the equity method of accounting.	Section V — Business Operations and Performance, "Results of Operations"
Recovery Ratio	The Recovery Ratio is defined as property operating cost recoveries divided by recoverable costs. The measure is intended to be used by investors and management to assess the Trust's ability to manage recoverable operating expenses for its investment properties.	Section V — Business Operations and Performance, "Results of Operations"

Non-GAAP Measures (Continued)

Measure	Definition and Intended Use	Reference to Reconciliation and/or Additional Information
Same Properties NOI ("SPNOI") **and** **SPNOI excluding Anchors**	To facilitate a more meaningful comparison of NOI between periods, SPNOI amounts are defined as the NOI attributable to those income properties that were owned by the Trust during the current period and the same period in the prior year. Any NOI from properties either acquired, Earnouts, developed or disposed of, outside of the periods mentioned above, are excluded from SPNOI. Certain non-cash items including straight-line rent and amortization of tenant incentives are also excluded to present the SPNOI on a cash basis. SPNOI is intended to be used by investors and management as profitability growth indicators on the Trust's existing investment property portfolio.	Section V — Business Operations and Performance, "Results of Operations"
Transactional FFO	Transactional FFO represents the net financial/economic gain resulting from a partial sale of an investment property. Transactional FFO is calculated as the difference between the actual selling price and actual costs incurred for the subject investment property. Because the Trust intends to establish numerous joint ventures with partners in which it plans to co-develop mixed-use development initiatives, the Trust expects such gains to be recurring and therefore represent part of the Trust's overall distributable earnings. The measure is intended to be used by investors to assist in assessing the profitability of the Trust. Management uses this measure to calculate FFO with adjustments and Transactional FFO, a profitability measure.	Section V — Business Operations and Performance, "Other Measures of Performance"
Unencumbered Assets	Unencumbered Assets is defined as the Trust's assets that are free and clear of any encumbrances. The measure is intended to be used by investors and management to assess the Trust's ability to secure additional financing. Management uses this measure to calculate Unencumbered Assets to Unsecured Debt Ratio.	Section VIII — Financing and Capital Resources, "Debt"
Unencumbered Assets to Unsecured Debt Ratio	Unencumbered Assets to Unsecured Debt Ratio is defined as the Trust's unencumbered assets divided by the Trust's unsecured debt. The ratio is intended to be used by investors to assess the Trust's ability to use investment properties to satisfy unsecured debt obligations. This ratio is a significant financial covenant pursuant to the terms of the Trust's revolving operating facilities and other credit facilities.	Section VIII — Financing and Capital Resources, "Financial Covenants"
Unsecured to Secured Debt Ratio	Unsecured to Secured Debt Ratio is defined as the Trust's unsecured debt (including on equity accounted investments) divided by the Trust's secured debt (including on equity accounted investments). The ratio is intended to be used by investors to assess the Trust's composition of debt. Management uses this ratio to determine the Trust's ability to borrow additional unsecured debt.	Section VIII — Financing and Capital Resources, "Financial Covenants"

Forward-Looking Statements

Certain statements in this MD&A are "forward-looking statements", including forward-looking information within the meaning of applicable Canadian securities laws, that reflect management's expectations regarding the Trust's future growth, results of operations, performance, business prospects and opportunities, including those statements outlined under the headings, "Highlights for the Quarter", "Key Operational, Development and Financial Information", "Business Overview", "Strategic Direction", "Environmental, Social and Governance", "Outlook", "Mixed-Use Development Initiatives", "Residential Development Inventory", "Properties Under Development", "Completed and Future Earnouts and Developments on Existing Properties", "Results of Operations", "Other Measures of Performance", "Leasing Activities and Lease Expiries", "Investment Properties", "Equity Accounted Investments", "Amounts Receivable and Other, Prepaid Expenses, Deposits and Deferred Financing Costs", "Mortgages, Loans and Notes Receivable", "Capital Resources and Liquidity", "Maintenance Capital Requirements", "Debt" (which includes "Unencumbered Assets"), and "Risks and Uncertainties".

More specifically, certain statements contained in this MD&A, including the Trust's plans, expectations and intentions with respect to the collection of rent from tenants, the operation, maintenance and development of its properties and its expectations with respect to liquidity; the Trust's future growth potential and the identification of development opportunities; future occupancy levels; plans to extract additional sources of FFO and NAV; expected replacement income to be generated by backfilling existing vacant space over time; the Trust's maintenance capital requirements, estimated future development plans and joint venture projects, including the described type, scope, costs and other financial metrics related thereto; the Trust's expectations regarding future potential mixed-use development opportunities, the timing of construction and costs thereof and returns therefrom; the Trust's ability to pay future distributions to Unitholders and expectations regarding monthly cash distribution levels, view of term mortgage renewals, including rates and refinancing amounts, timing of future payments of obligations, intentions to obtain additional secured and unsecured financing and potential financing sources; the Trust's potential future pipeline and uncommitted pipeline; Annualized NOI; vacancy and leasing assumptions; and statements that contain words such as "could", "should", "would", "can", "anticipate", "expect", "believe", "plan", "potential", "propose", "schedule", "estimate", "intend", "project", "will", "may", "continue", "forecast", "outlook", "direction", "come", "seek", "targets", and similar expressions or negative variations thereof and statements relating to matters that are not historical facts, constitute "forward-looking statements". These forward-looking statements are presented for the purpose of assisting Unitholders to understand the Trust's operating environment, and may not be appropriate for other purposes. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management.

However, such forward-looking statements involve significant risks and uncertainties. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements. These risks include, but are not limited to, risks associated with real property ownership and leasing/tenant risk; liquidity risk; capital requirements and access to capital; environmental matters and climate change-related change risk; potential conflicts of interest; cyber security risk; debt financing; interest and financing risk; inflation risk; joint venture risk; development and construction risk; credit risk; litigation and regulatory risks; potential volatility of Unit prices; cash distributions are not guaranteed and will fluctuate with the Trust's performance; availability of cash flow; significant Unitholder risk; tax-related risks; and public health crises risks. These risks and others are more fully discussed under the heading "Risks and Uncertainties" and elsewhere in this MD&A, as well as under the heading "Risk Factors" in the Trust's most recent AIF. The Trust has attempted to identify important factors that could cause actual results, performance or achievements to be other than as expected or estimated and that could cause actual results, performance, or achievements to differ materially from current expectations. These factors are not intended to represent a complete list of the factors that could affect the Trust. Although the forward-looking statements contained in this MD&A are based on what management believes to be reasonable assumptions, including those discussed under the heading "Outlook" and elsewhere in this MD&A, the Trust cannot assure investors that actual results will be consistent with these forward-looking statements.

Material factors or assumptions that were applied in drawing a conclusion or making an estimate set out in the forward-looking information may include, but are not limited to: a sustained higher interest rate environment; a continuing trend toward land use intensification, including residential developments in urban and suburban markets; access to equity and debt capital markets, and to bank and mortgage financing, to fund, at acceptable costs, future capital requirements and to enable the refinancing of debts as they mature on acceptable terms; the availability of investment opportunities for growth in Canada; the timing and ability of the Trust to sell certain properties; the timing and ability of the Trust and its joint venture partners to pre-sell and close on the sale of condo and townhome units as well as lease available residential rental units; and the valuations to be realized on property sales relative to current IFRS values and there not being a public health crisis that affects the ability of tenants to carry on business. Certain statements included in this MD&A may be considered "financial outlook" for purposes of applicable Canadian securities laws and, as such, the financial outlook may not be appropriate for purposes other than this MD&A. The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement and readers should not place undue reliance on such forward-looking statements. These forward-looking statements are made as at the date of this MD&A and the Trust assumes no obligation to update or revise them to reflect new events or circumstances unless otherwise required by applicable securities legislation.

All amounts in the MD&A are expressed in millions of Canadian dollars, except where otherwise stated. Per Unit amounts are expressed on a diluted basis, except where otherwise stated. Additional information relating to the Trust, including the AIF, can be found on the System for Electronic Document Analysis and Retrieval+ ("SEDAR+") (www.sedarplus.ca).

Section II — Business Overview, Strategic Direction and Outlook

Business Overview

The Trust is an unincorporated open-ended mutual fund trust governed by the laws of the Province of Alberta created under a declaration of trust, dated December 4, 2001, subsequently amended and last restated on December 9, 2020 ("the Declaration of Trust").

The Trust develops, leases, constructs, owns, and manages shopping centres, office buildings, high-rise and low-rise condos and rental residences, townhome units, self-storage rental facilities, and industrial facilities in Canada.

As of March 31, 2025, the Trust owned a mixed-use portfolio featuring 196 strategically located properties in communities across the country. The Trust has approximately $11.9 billion in assets and owns 35.4 million square feet of income producing value-oriented retail and office properties at key intersections across Canada with a 98.4% in-place and committed occupancy rate.

Strategic Direction

The Trust holds a unique portfolio of large open-format shopping centres with significant land holdings and, as a result, has grown in recent years by expanding its business on existing owned properties with recurring revenue from two major sources:

i) core rental income from retail, self-storage, apartments, office and industrial properties, and
ii) income from condo and townhome sales.

The Trust remains focused on enhancing its core retail portfolio by attracting high-quality tenants, improving tenant mix, and opening new stores within existing properties. This strategy is designed to drive stable and growing cash flows, ensuring consistent income and long-term value creation. The Trust continues to improve and expand its retail portfolio in five ways:

i) Expansion of existing stores;
ii) Infill opportunities which include development of new stores on excess lands within existing shopping centres;
iii) Acquisition of new lands to build high-quality, value-oriented shopping centres for tenants;
iv) New store formats with existing tenants, and
v) Leasing of vacant space and upcoming maturities.

As part of its commitment to maximizing the potential of its retail assets, the Trust continues to explore opportunities to strategically enhance and intensify its existing properties. The Trust prioritizes retail-led growth to support the evolving needs of consumers and retailers. In addition, mixed-use development is an important part of the Trust's strategy, particularly with the development of residential projects connected to transit infrastructure that is highly complementary to the retail portfolio.

In addition, the Trust is leveraging its land holdings to create long-term value through strategic development initiatives. Together with its partner, Penguin, the Trust has designed and commenced the development of over 100 acres in its flagship Vaughan Metropolitan Centre in Vaughan, Ontario ("SmartVMC"). SmartVMC is a master-planned community that, once completed, is expected to have over 20 million square feet of mixed-use space. This transformative project reflects the Trust's ability to unlock value from its properties while maintaining its primary focus on retail.

The Trust maintains a disciplined financial approach, ensuring sufficient liquidity and a well-managed balance sheet. By maintaining leverage within target ranges and strategically staggering debt maturities with a balanced mix of unsecured and secured debt, the Trust upholds financial flexibility and stability, positioning itself for sustained growth and success.

Outlook

The Trust is focused on delivering stability with growing cash flows and net asset value appreciation, all with a long-term focus. The Trust expects continued stability and strong occupancy across its retail portfolio and incremental growth through its mixed-use initiatives. The Trust expects to continue to fortify its balance sheet and limit new financing initiatives primarily to refinance upcoming maturities and those required to advance the Trust's development initiatives, particularly those where construction is expected to commence in the upcoming year.

Although the Trust cannot predict the impacts of the broader economic environment on its 2025 financial results, the Trust remains confident that its business model, stable tenant base, and strong balance sheet will continue to position it for long-term success. The Trust's retail portfolio continues to act as the anchor to cash flow. Approximately 90% of the Trust's debt is fixed, with a staggered ladder of manageable maturities. The Trust has strong relationships with Canada's lending community that are expected to continue to provide strong levels of liquidity for the future. In 2025, several projects, all with financing in place, will continue under construction over the course of the year. New development initiatives will only commence when market conditions permit and when appropriate financing has been arranged.

The Trust has an unparalleled development pipeline of retail and mixed-use development initiatives, and a significant underutilized landbank, that present exceptional mixed-use intensification potential in major cities across Canada. By focusing on the quality of our portfolio and the build-out of our development pipeline, we will continue to generate resilient income and grow FFO to support sustainable distributions and increase net asset value.

Section III — Environmental, Social and Governance ("ESG")

ESG at SmartCentres

The Trust was founded with the economic realities of the average Canadian household in mind: bringing value and convenience-oriented retail to the Canadian market. The core values of the Trust are to build value-oriented affordable centres in the midst of communities to help people live better lives.

ESG and sustainability principles are aligned with the Trust's core values. In addition to being the right thing to do, weaving ESG considerations into how we operate and maintain our properties create value for the business. The Trust continues to think about how it will operate in the future and respond to increased environmental concerns like climate change, especially with an eye to the evolving expectations of employees, tenants, and investors.

The Trust embeds ESG considerations into its business strategy to manage risk and create value, for today and into the future. That strategy underpins the Trust's decision-making processes across all levels of the business.

The Trust incorporates ESG and sustainability considerations into its business by:

- Maintaining an ongoing three-year ESG plan that aligns with the Trust's business plan;
- Embedding ESG-specific targets into its annual corporate targets and linking ESG achievements to the remuneration of executives and all associates;
- Regularly completing materiality assessments to identify and prioritize ESG factors that have the potential to drive value in its business;
- Investigating how new ESG initiatives could support the business and future net zero commitments, through the development of its Net Zero Framework;
- Working with tenants to meet mutual climate and ESG-related goals by incorporating green lease provisions in its leases;
- Engaging with investors to identify material ESG topics and corresponding framework alignments and reporting requirements;
- Requiring ESG-related training for all Associates annually; and
- Maintaining a Diversity, Equity, Inclusion and Belonging Policy.

In this quarter, the Trust has made progress on its key sustainability and ESG initiatives, including:

- Incorporating environmental, social, and governance targets into the corporate Trust Targets for the 2025 fiscal year;
- Updating the Trust's ESG strategy and supporting 3-year roll-forward plan;
- Using the insights gained from completing scenario analysis, continued to prioritize business-related climate actions over the short, medium, and long term;
- Increasing alignment with internationally accepted sustainability disclosures frameworks and standards;
- Continuing to embed climate and sustainability considerations into future development decision-making processes;
- Improving data management processes through formalized controls and actioned review of ESG data collection processes;
- Maintaining enhanced employee training programs to improve orientation, engagement and retention, including offering Chartered Professional Accountant ("CPA") training and mandatory ESG training;
- Increasing stakeholder engagement for tenants, associates, and the communities in which it operates, through creating a formal Engagement Framework; and
- Maintaining its diversity target of 30% female independent Trustees with 50% of its current independent Trustees and 37.5% of the Trust's board of trustees (the "Board of Trustees") members being female.

Environmental

SmartCentres is committed to ESG and sustainability, specifically as it relates to the impacts of climate change. In 2024, the Trust completed scenario analysis and continues to use the results to identify, assess, prioritize, and monitor climate-related risk and opportunities, and incorporates the results into the Trust's ESG future strategy and the entity's overall risk management process.

Utilizing industry-recognized external consultants, SmartCentres completed a comprehensive study to establish a Framework identifying the investment requirements needed to meet potential corporate and tenant commitments to net zero emissions. The study included the quantification of baseline emissions, forecasted future emissions, and identified multiple paths to achieve net zero by 2050. Management reported the preliminary results to the Board and continues to analyze and evaluate the required resources, capital investments, and optimal path forward to create Unitholder value and reduce GHG emissions by working with tenants to meet mutual goals and targets.

The Trust continues to use the Global Real Estate Sustainability Benchmark ("GRESB"), a global benchmark for sustainability for real estate companies, as a tool to measure its ESG progress relative to its peers. In 2024, the Trust submitted its third submission to the GRESB and is pleased to report that it has improved its score relative to the prior year. The Trust also scored above the Benchmark Group Average for Leadership, Policies, Reporting, Risk Management, Risk Assessment, Tenants and Community, Stakeholder Engagement, and Building Certifications.

Social

The Trust continued to create lasting value for the towns and cities in which it operates, as well as for its tenants, neighbours, associates and for its Unitholders. The Trust is focused on community engagement through its developments and expanding the SmartLiving brand.

Through the SmartCentres volunteer program called "Helping People, Changing Lives", associates across Canada are encouraged to donate volunteer hours to local charities. This quarter, the Trust partnered with tenants and supported the North York Harvest Food Bank and Yorkgate Mall's March Break Bonanza event. The Trust also recognized International Women's Day and celebrated women's success across its organization.

Governance

Risk management practices are ingrained in the Trust's corporate culture, and the Trust works to maintain a high level of competency through ongoing staff training and routine assessment. Through its upgraded enterprise resource planning ("ERP") system, the Trust aims to support growth and increase processes productivity. The Trust also completed an enterprise risk management update to integrate sustainability-related risks and opportunities into its general risk management process. Governance was further enhanced through improved ERP system, including updated segregation of duties and authority levels.

In support of the International Sustainability Standards Board's IFRS S1 and IFRS S2, the Trust assesses acute physical climate risk exposure, has formal GHG assessment and management plans, and discloses board competencies related to the oversight of sustainability and climate-related risk and opportunities. The Trust continues to formalize its internal controls and processes for ESG data collection and disclosure.

To demonstrate the importance of oversight of ESG-related matters to the Trust, the Board of Trustees is responsible for governance and oversight of the ESG strategy, through the ESG Sub-committee. The ESG Sub-committee meets quarterly with senior management to provide oversight and direction on ESG-related matters. The EVP, Portfolio Management & Investments holds senior executive responsibility for the management and implementation of the Trust's ESG strategy and is supported by an internal cross-functional ESG Taskforce of senior members of the organization.

With the increasing focus on the importance of matters related to climate change, the Board of Trustees recognized the necessity of ensuring that Trustees are appropriately skilled in the oversight of these matters through ongoing training and education. In addition to the regular ESG and climate-related updates that are provided to the board quarterly through the ESG Subcommittee, all Trustees registered to participate in a climate change training presentation in April 2025. The training presentation was facilitated by an industry-leading external climate change consultant to address physical and transition risks and opportunities related to climate change. It was also attended by members of the executive management team.

The Trust published its most recent ESG report in August 2024, which provides additional details on its ESG commitments and activities. It can be found on the Trust's website (www.smartcentres.com/esg-report). The Trust monitors its progress relative to peers through benchmarks, including GRESB, and by its inclusion in the Globe and Mail's Board Games rankings. The information on the Trust's website does not form part of this MD&A.

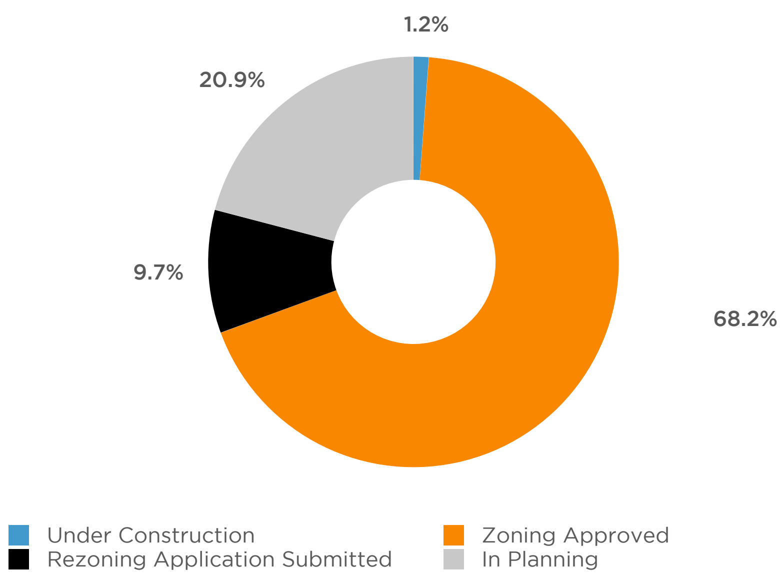
Section IV — Development Activities

Mixed-Use Development Initiatives

The following table summarizes the Trust's projected future mixed-use development pipeline, which consists principally of residential projects but also includes seniors' housing, self-storage, office and industrial projects as part of the portfolio's expected future build-out. This pipeline will be implemented based on market conditions and upon securing appropriate financing.

(in millions of square feet)	Area at 100%	Area at Trust's Share
Under Construction	2.0	1.0
Zoning Approved	68.0	58.1
Rezoning Application Submitted	9.3	8.3
In Planning	21.1	17.8
Total Square Feet	**100.4**	**85.2**

The following graph presents the projected future mixed-use development pipeline area at Trust's share:



Status of Current Development Initiatives

This section contains forward-looking statements related to expected milestones and completion dates of various development initiatives. Completion, milestone or occupancy dates of each of the projects described below may be delayed or adversely impacted. Please refer to the "Forward-Looking Statements" section in this MD&A for more information.

The Trust's development initiatives have resulted in the Trust participating in various construction development projects. This includes construction at: i) SmartVMC; ii) a retail project in Toronto (Laird), Ontario; iii) residential apartments in Ottawa, Ontario; iv) self-storage locations throughout Ontario, Quebec, and British Columbia; and v) a townhome project in Vaughan, Ontario. In addition, the Trust is currently working on development initiatives for many other properties primarily consist of residential developments located in Ontario and Quebec.

The following table provides additional details on the Trust's 10 development initiatives that are currently under construction or where initial siteworks have begun (in order of estimated initial occupancy/closing date):

Projects under construction (Location/Project Name)	Type	Trust's share	Actual / estimated initial occupancy / closing date	% of capital spend	GFA[1] (sq. ft.)	No. of residential units
Mixed-use Developments						
Vaughan NW	Townhomes	50 %	Q1 2024	66 %	366,000	174
Gilbert Self-storage	Self-storage	50 %	Q2 2025	88 %	177,000	N/A
St-Regis Self-storage	Self-storage	50 %	Q2 2025	84 %	164,000	N/A
Jane Self-storage	Self-storage	50 %	Q2 2025	85 %	143,000	N/A
Notre-Dame Self-storage	Self-storage	50 %	Q2 2026	30 %	177,000	N/A
Laval East Self-storage	Self-storage	50 %	Q3 2026	19 %	178,000	N/A
Regent Self-storage	Self-storage	50 %	Q4 2026	32 %	133,000	N/A
Vaughan / ArtWalk	Condo	50 %	Q2 2027	38 %	295,000	340
Ottawa SW	Residential Apartments	50 %	Q3 2027	30 %	361,000	425
Total Mixed-use Developments					**1,994,000**	**939**
Retail Development						
Toronto (Laird)	Retail	50 %	Q2 2026	46 %	224,000	N/A

	In millions of dollars
Total Capital Spend to Date at 100% [2]	**$480.8**
Estimated Cost to Complete at 100%	**550.0**
Total Expected Capital Spend by Completion at 100%[2]	**$1,030.8**
Total Capital Spend to Date at Trust's Share[2]	**$240.4**
Estimated Cost to Complete at Trust's Share	**275.0**
Total Expected Capital Spend by Completion at Trust's Share[2]	**$515.4**

(1) GFA represents Gross Floor Area.
(2) Total capital spend to date and total expected capital spend by completion including land value.

SmartVMC Development Initiatives

In December 2021, the Trust acquired a two-thirds interest in approximately 53 acres in SmartVMC valued at $513.0 million. Existing permissions on the property include multi-residential, condo, seniors' housing, office, retail, schools, recreational, entertainment and other uses, although further entitlements or permissions may be required as specific developments are planned.

The Trust now has an ownership interest in approximately 105 acres in the Vaughan Metropolitan Centre. When completed, SmartVMC is planned to consist of approximately 20.0 million square feet (11.5 million square feet at the Trust's share) of mixed-use development, anchored by public transit infrastructure spending by the various levels of government of over $3.0 billion, including the VMC subway station. SmartVMC currently includes:

i) the 360,000 square foot KPMG tower, with 98% of the office space leased;
ii) the 225,000 square foot PwC-YMCA office and community-use complex, with fully occupied office space and community-use space, including a new world-class YMCA facility and municipal library;
iii) the 140,000 square foot new Walmart store;
iv) the 458-unit purpose-built rental, The Millway;
v) 2.6 million square feet of condo units (Transit City 1, 2, 3, 4 & 5).

The Trust is actively pursuing additional initiatives at SmartVMC, which include:

i) the development of more than 4.0 million square feet (4,600 units) of residential density on the land at SmartVMC previously occupied by a Walmart store, with zoning and site plan applications submitted in 2020 for approval of Phase I of 550,000 square feet. Zoning was approved by the City of Vaughan in September 2021. The first phase condo, ArtWalk, is underway, with 93% of the 340-unit Tower A pre-sold. Siteworks and excavation are completed and construction has commenced;

ii) the development of 1.2 million square feet of mixed-use density – office, retail and residential – on the SmartVMC lands immediately south of the Transit City 4 & 5 towers, with the rezoning and site plan applications submitted in September 2020; and

iii) Park Place condo pre-development is underway on the SmartVMC West lands strategically acquired in December 2021. The Zoning By-law and Official Plan amendments were approved in June 2022. Pre-sales for this development have commenced.

Residential and Other Mixed-Use Development Initiatives

In addition to the Trust's 10 development initiatives that are currently under construction, the following table shows the mixed-use development initiatives which have been completed during the last two years:

Project	Type	Estimated Total GFA (sq. ft./units)	Year of Construction Completion(1)	Trust's Share
Brampton (Kingspoint Plaza) SmartStop (ON)	Self-storage facility	138,000 sq. ft. (1,070 units)	2023	50 %
Laval Centre (QC)	Residential rental	211 units	2023	50 %
Transit City 4 & 5 (ON)	Condo	1,026 units	2023	25 %
The Millway (ON)	Residential rental	458 units	2023	50 %
Pickering (Seaton Lands) (ON)	Industrial	229,000 sq. ft.	2024	100 %
Whitby SmartStop (ON)	Self-storage facility	126,000 sq. ft. (870 units)	2024	50 %
Markham Boxgrove SmartStop (ON)	Self-storage facility	133,000 sq. ft. (930 units)	2024	50 %
Stoney Creek SmartStop (ON)	Self-storage facility	138,000 sq. ft. (970 units)	2024	50 %

(1) Economic stabilization is achieved at 92% to 98% occupancy which varies by asset class and unique project-based factors. Residential rental and seniors' housing projects are generally expected to achieve economic stabilization in 2-3 years after construction completion. Self-storage projects are generally expected to achieve economic stabilization in 4-5 years after construction completion.

In addition, the Trust is currently working on initiatives for the development of many properties for which final municipal approvals have been obtained or are being actively pursued. During the reporting period, there have been no material changes to the Trust's mixed-use development pipeline. The status of ongoing projects and development initiatives remains consistent with previously disclosed plans.

Residential Development Inventory

Vaughan NW Residential Development

Residential development inventory consists of development lands, co-owned with Fieldgate and another partner, located at Vaughan NW, Ontario, for the purpose of developing and selling residential townhome units. The municipally approved draft plan consists of 174 townhomes to be developed in two phases. A phased sales program for the Vaughan NW Townhomes was launched in December 2021, with Phase I comprising 120 townhomes. As of March 31, 2025, 89 of the Phase I townhomes have closed. Construction of Phase I is mostly complete with 4 townhome closings completed in the quarter contributing $0.6 million to FFO (the Trust's share). Closing of the remaining townhomes in Phase I is expected to be completed during the remainder of 2025 and into 2026.

The following table summarizes the status of the Vaughan NW townhome closing Phase I:

	Total
Total units in development - Phase I	120
Townhomes closed in 2024	85
Townhomes closed in Q1 2025	**4**
Total units closed	**89**
Total units remaining	**31**
% of townhomes closed	**74.2 %**

The following table summarizes the net profits from the Vaughan NW townhome closing:

(in thousands of dollars)	**For the Three Months Ended March 31, 2025**	
	Total	**Trust's Share**
Townhome sales closings revenue	$4,034	$2,017
Cost of sales	(2,259)	(1,130)
Net Profit from Co-Tenancy	**1,775**	**887**
Interest and other	(21)	(336)
Net profit	**$1,754**	**$551**

Properties Under Development

As at March 31, 2025, the fair value of properties under development, including properties under development recorded in equity accounted investments, totalled $2.1 billion, resulting in a net decrease of $121.2 million as compared to December 31, 2024, as presented in the following table. The net decrease was mainly driven by $127.9 million decrease in fair value adjustment primarily due to changes in market conditions for certain future development properties during the three months ended March 31, 2025. See "Investment Properties" in this MD&A for further discussion.

(in thousands of dollars)	March 31, 2025	December 31, 2024	Variance
Developments	**$1,565,705**	$1,694,728	$(129,023)
Earnouts subject to option agreements[1]	**23,787**	22,766	1,021
Total	**$1,589,492**	$1,717,494	$(128,002)
Equity accounted investments	**476,697**	469,870	6,827
Total including equity accounted investments[2]	**$2,066,189**	$2,187,364	$(121,175)

(1) Earnout development costs during the development period are paid by the Trust and funded through interest-bearing secured debt provided by the vendors to the Trust. On completion of the development and the commencement of lease payments by a tenant, the Earnouts will be acquired from the vendors based on predetermined or formula-based capitalization rates, net of land and development costs incurred. Penguin has contractual options to acquire Trust Units and LP Units on completion of Earnouts as shown in Note 9(d) of the unaudited interim condensed consolidated financial statements for the three months ended March 31, 2025. Effective December 9, 2020, pursuant to the Omnibus Agreement (defined below) between the Trust and Penguin (see also "Related Party Transactions"), Penguin has the option to extend all Earnouts by two years from the previous expiry date, and the Trust has been given a right of first offer in connection with the sale of the economic and financial benefits and rights of any such development parcel during any extended period. For further details, see the Trust's management information circular dated November 6, 2020, filed on SEDAR+.

(2) Represents a non-GAAP measure. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.

Future Retail Developments, Earnouts and Mezzanine Financing

Total future Retail Developments, Earnouts and Mezzanine Financing could increase the existing Trust's portfolio by an additional 2.1 million square feet. With respect to the future pipeline, commitments have been negotiated on 0.4 million square feet. The Trust continues to revise its estimates and adjust its plans towards mixed-use developments.

The following table summarizes the expected potential future retail pipeline in properties under development as at March 31, 2025:

(in thousands of square feet)	Committed	Years 0–2	Years 3–5	Beyond Year 5	Total[1]
Developments	331	484	708	66	**1,589**
Earnouts	38	28	73	—	**139**
	369	512	781	66	**1,728**
Mezzanine Financing	—	—	387	—	**387**
	369	512	1,168	66	**2,115**

(1) The estimated timing of development is based on management's best estimates and can be adjusted based on changes in business conditions.

During the three months ended March 31, 2025, the future retail properties under development pipeline increased by 81,000 square feet to a total of 1.7 million square feet. The change is summarized in the following table:

(in thousands of square feet)	Total Area
Future retail properties under development pipeline – January 1, 2025	1,647
Add:	
Net adjustment to project densities	282
Less:	
Completion of Earnouts and Developments	(201)
Net change	81
Future retail properties under development pipeline – March 31, 2025	**1,728**

Uncommitted Retail Pipeline

The following table summarizes the estimated future investment by the Trust in retail properties under development. It is expected the future development costs will be spent over the next five years and beyond:

(in thousands of dollars)	Years 0–2	Years 3–5	Beyond Year 5	Total Estimated Costs	Costs Incurred	Future Development Costs
Developments	$147,501	$280,595	$28,942	$457,038	$143,097	$313,941
Earnouts	11,751	21,321	—	33,072	2,896	30,176
	$159,252	**$301,916**	**$28,942**	**$490,110**	**$145,993**	**$344,117**

Approximately 7.3% of the retail properties under development, representing a proportion of gross investment cost (committed and uncommitted) relating to Earnouts ($47.3 million, divided by total estimated costs of $650.0 million), representing 139,000 square feet are lands that are under contract by vendors to develop and lease for additional proceeds when developed. In certain events, the developer may sell the portion of undeveloped land to accommodate the construction plan that provides the best use of the property. It is management's intention to finance the costs of construction through interim financing or operating facilities and, once rental revenue is stabilized, long-term financing will be arranged. With respect to the remaining gross leasable area, it is expected that 1.6 million square feet of future space will be developed as the Trust leases space and finances the related construction costs.

Completed and Future Earnouts and Developments on Existing Properties

For the three months ended March 31, 2025, $52.6 million of Earnouts and Developments (including Developments relating to equity accounted investments, and of which $52.6 million at the Trust's share) were completed and transferred to income properties, as compared to $63.4 million ($52.3 million at the Trust's share) in the same period in 2024.

	Three Months Ended March 31, 2025		Three Months Ended March 31, 2024	
(in millions of dollars)	**Area (sq. ft.)**	**Investment**	Area (sq. ft.)	Investment
Earnouts	**78,000**	**$4.5**	—	$—
Development – transfers from properties under development to income properties	**123,305**	**48.1**	162,858	41.1
Self-storage facilities – equity accounted investments	**—**	**—**	126,000	22.3
Total Earnouts and Developments	**201,305**	**$52.6**	288,858	$63.4
Total Trust's share of Earnouts and Developments	**201,305**	**$52.6**	225,858	$52.3

The following table summarizes future retail developments, Earnouts and Mezzanine Financing as at March 31, 2025:

(in thousands of dollars)	Area (sq. ft.)	Total Area	Income	Gross Commitment	Invested To Date	Net Commitment	Yield / Cap Rate
Developments							
Committed Developments							
2025	137,736	8.0 %	$3,096	$40,828 (2)	$17,488 (2)	$23,340	7.6 % (3)
2026 and beyond	193,692	11.2 %	5,643	104,905 (2)	34,734 (2)	70,171	5.4 % (3)
Total Committed Developments	**331,428**	**19.2 %**	**$8,739**	**$145,733**	**$52,222**	**$93,511**	**6.0 %**
Uncommitted Developments							
2025	90,831	5.3 %	1,149	23,915 (2)	13,377 (2)	10,538	4.8 % (3)
2026 and beyond	1,166,318	67.5 %	26,938	433,123 (2)	129,720 (2)	303,403	6.2 % (3)
Total Uncommitted Developments	**1,257,149**	**72.8 %**	**$28,087**	**$457,038**	**$143,097**	**$313,941**	**6.1 %**
Total Developments	**1,588,577**	**92.0 %**	**$36,826**	**$602,771**	**$195,319** (1)	**$407,452**	**6.1 %**
Earnouts							
Committed Earnouts							
2025	33,211	1.9 %	742	11,410	2,683	8,727	6.5 %
2026 and beyond	4,500	0.3 %	212	2,779	27	2,752	7.6 %
Total Committed Earnouts	**37,711**	**2.2 %**	**$954**	**$14,189**	**$2,710**	**$11,479**	**6.7 %**
Uncommitted Earnouts							
2025	10,979	0.6 %	248	3,591	950	2,641	6.9 %
2026 and beyond	90,439	5.2 %	2,059	29,481	1,945	27,536	7.0 %
Total Uncommitted Earnouts	**101,418**	**5.8 %**	**$2,307**	**$33,072**	**$2,895**	**$30,177**	**7.0 %**
Total Earnouts	**139,129**	**8.0 %**	**$3,261**	**$47,261**	**$5,605** (1)	**$41,656**	**6.9 %**
Total Before Non-cash Development Cost	**1,727,706**	**100.0 %**	**$40,087**	**$650,032**	**$200,924**	**$449,108**	**6.2 %**
Non-cash development cost (4)					70,414 (1)		
Land / Intensification projects					1,318,154 (1)		
Equity accounted investments					476,697 (1)		
Total	**1,727,706**	**100.0 %**	**$40,087**	**$650,032**	**$2,066,189** (1)	**$449,108**	**6.2 %**
Options through Mezzanine Financing	386,575						
Total Potential Pipeline	**2,114,281**						

(1) Under "Completed and Future Earnouts and Developments on Existing Properties" in this MD&A, Earnouts of $23.8 million, developments of $1,565.7 million and equity accounted investments of $476.7 million comprise the total amount of $2,066.2 million. The amounts in the table above have been adjusted for Earnouts that are expected to be completed after the expiry of the Earnout options being reclassified as developments.

(2) Includes fair value adjustment for land.

(3) On a cost basis, the yield would be 6.8%, 5.1%, 3.8%, and 5.2%, respectively.

(4) Represents net liability currently recorded.

Section V — Business Operations and Performance

Results of Operations

Below is a summary of selected financial information concerning the Trust's operations for the three months ended March 31, 2025. This information should be read in conjunction with the Trust's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2025.

Proportionately Consolidated Statements of Loss and Comprehensive Loss (including the Trust's Interests in Equity Accounted Investments)

The following tables present the proportionately consolidated statements of loss and comprehensive loss, which include a reconciliation of the Trust's proportionate share of equity accounted investments:

(in thousands of dollars)	**Three Months Ended March 31, 2025**			Three Months Ended March 31, 2024			
	GAAP Basis	**Proportionate Share Reconciliation**	**Total Proportionate Share(1)**	GAAP Basis	Proportionate Share Reconciliation	Total Proportionate Share(1)	Variance of Total Proportionate Share(1)
Net rental income and other							
Rentals from investment properties and other	**$227,324**	**$12,977**	**$240,301**	$215,637	$10,922	$226,559	$13,742
Property operating costs and other	**(91,089)**	**(6,246)**	**(97,335)**	(85,153)	(5,458)	(90,611)	(6,724)
	$136,235	**$6,731**	**$142,966**	$130,484	$5,464	$135,948	$7,018
Residential sales revenue and other(2)	**2,014**	**9**	**2,023**	1,602	29	1,631	392
Residential cost of sales and other	**(1,463)**	**(2)**	**(1,465)**	(1,358)	(146)	(1,504)	39
	$551	**$7**	**$558**	$244	$(117)	$127	$431
NOI	**$136,786**	**$6,738**	**$143,524**	$130,728	$5,347	$136,075	$7,449
Other income and expenses							
General and administrative expense, net	**(10,530)**	**—**	**(10,530)**	(8,602)	—	(8,602)	(1,928)
Earnings (Loss) from equity accounted investments	**1,582**	**(1,582)**	**—**	(4,030)	4,030	—	—
Fair value adjustment on investment properties	**(80,134)**	**56**	**(80,078)**	(118,868)	(3,185)	(122,053)	41,975
Gain (Loss) on sale of investment properties	**7**	**—**	**7**	(142)	—	(142)	149
Interest expense	**(46,041)**	**(5,131)**	**(51,172)**	(44,556)	(5,978)	(50,534)	(638)
Interest income	**3,274**	**369**	**3,643**	3,929	655	4,584	(941)
Supplemental costs	**—**	**(450)**	**(450)**	—	(869)	(869)	419
Fair value adjustment on financial instruments	**(14,525)**	**—**	**(14,525)**	20,366	—	20,366	(34,891)
Net loss and comprehensive loss	**$(9,581)**	**$—**	**$(9,581)**	$(21,175)	$—	$(21,175)	$11,594

(1) This column contains non-GAAP measures because it includes figures that are recorded in equity accounted investments. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures".

(2) Includes additional partnership profit and other revenues.

For the three months ended March 31, 2025, net loss and comprehensive loss decreased by $11.6 million as compared to the same period in 2024. This decrease was primarily attributable to the following:

- $80.1 million fair value loss on investment properties for the period was lower by $42.0 million, primarily due to changes in market conditions for certain future development properties, partially offset by improved leasing activities; and
- $7.4 million increase in NOI primarily due to lease-up activities for retail and mixed-use properties compared to the prior year period;

Partially offset by the following:

- $34.9 million decrease in fair value adjustment on financial instruments for the period, primarily due to mark-to-market adjustments for interest rate swaps and fair value change in units classified as liabilities due to an increase in the Trust's Unit price; and
- $1.9 million increase in general and administrative expense including a non-recurring severance cost of $1.4 million related to reduced staffing from deferred development activities.

Net Operating Income

The following tables summarize NOI, related ratios and recovery ratios, provide additional information, and reflect the Trust's proportionate share of equity accounted investments, the sum of which represent a non-GAAP measure:

(in thousands of dollars)	Three Months Ended March 31, 2025			Three Months Ended March 31, 2024			
	Trust portion excluding EAI	Equity Accounted Investments	Total Proportionate Share(1)	Trust portion excluding EAI	Equity Accounted Investments	Total Proportionate Share(1)	Variance of Total Proportionate Share(1)
Net base rent	$139,670	$8,823	$148,493	$134,384	$7,290	$141,674	$6,819
Property tax and insurance recoveries	47,396	683	48,079	45,882	656	46,538	1,541
Property operating cost recoveries	33,634	1,393	35,027	29,364	1,221	30,585	4,442
Miscellaneous revenue	3,699	1,982	5,681	2,795	1,674	4,469	1,212
Rentals from investment properties	$224,399	$12,881	$237,280	$212,425	$10,841	$223,266	$14,014
Service and other revenues	3,021	—	3,021	3,293	—	3,293	(272)
Earnings from other	(96)	96	—	(81)	81	—	—
Rentals from investment properties and other(2)	$227,324	$12,977	$240,301	$215,637	$10,922	$226,559	$13,742
Recoverable tax and insurance costs	(48,094)	(772)	(48,866)	(46,938)	(750)	(47,688)	(1,178)
Recoverable CAM costs	(36,388)	(1,318)	(37,706)	(31,821)	(1,189)	(33,010)	(4,696)
Property management fees and costs	(1,394)	(467)	(1,861)	(1,408)	(390)	(1,798)	(63)
Non-recoverable operating costs	(1,686)	(3,543)	(5,229)	(1,683)	(3,093)	(4,776)	(453)
ECL	(506)	(146)	(652)	(9)	(36)	(45)	(607)
Property operating costs	$(88,068)	$(6,246)	$(94,314)	$(81,859)	$(5,458)	$(87,317)	$(6,997)
Other expenses	(3,021)	—	(3,021)	(3,294)	—	(3,294)	273
Property operating costs and other(2)	$(91,089)	$(6,246)	$(97,335)	$(85,153)	$(5,458)	$(90,611)	$(6,724)
Net rental income and other	$136,235	$6,731	$142,966	$130,484	$5,464	$135,948	$7,018
Residential sales closings revenue	2,014	9	2,023	1,602	29	1,631	392
Residential cost of sales and marketing costs	(1,463)	(2)	(1,465)	(1,358)	(146)	(1,504)	39
Net profit (loss) on residential sales	$551	$7	$558	$244	$(117)	$127	$431
NOI(3)	$136,786	$6,738	$143,524	$130,728	$5,347	$136,075	$7,449
Net rental income and other as a percentage of rentals from investment properties and other	59.9 %	51.9 %	59.5 %	60.5 %	50.0 %	60.0 %	(0.5)%
Recovery Ratio	95.9 %	99.3 %	96.0 %	95.5 %	96.8 %	95.6 %	0.4 %

(1) This column contains non-GAAP measures because it includes figures that are recorded in equity accounted investments. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.
(2) As reflected under the column 'Trust portion excluding EAI' in the table above, this amount represents a GAAP measure.
(3) Represents a non-GAAP measure. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.

NOI for the three months ended March 31, 2025, increased by $7.4 million or 5.5% as compared to the same period in 2024. This increase was primarily attributable to a $6.8 million increase in base rent, of which $5.3 million relates to retail, due to lease up and renewals activities and $1.4 million relates to self-storage facilities and apartment rentals.

Same Properties NOI

(in thousands of dollars)	Three Months Ended March 31, 2025	March 31, 2024
Net rental income and other	**$136,786**	$130,728
NOI from equity accounted investments(1)	**6,738**	5,347
Total portfolio NOI before adjustments(1)	**$143,524**	$136,075
Adjustments:		
Lease termination	**(327)**	—
Net profit on condo and townhome closings	**(558)**	(127)
Other adjustments(2)	**1,907**	1,175
Total portfolio NOI after adjustments(1)	**$144,546**	$137,123
NOI sourced from acquisitions, dispositions, Earnouts and developments	**(2,056)**	(315)
Same Properties NOI(1)	**$142,490**	$136,808

(1) Represents a non-GAAP measure. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.
(2) Includes items such as adjustments relating to royalties, straight-line rent and amortization of tenant incentives.

The Same Properties NOI for the three months ended March 31, 2025, increased by $5.7 million or 4.1%, as compared to the respective period in 2024, primarily due to a lease-up and renewals activities of which $2.9 million relates to retail and $1.7 million relates to Premium Outlets properties, and $1.1 million relates to self-storage facilities and apartment rentals.

The Same Properties NOI excluding Anchors for the three months ended March 31, 2025, increased by 6.7% as compared to the respective period in 2024.

Adjusted EBITDA

The following table presents a reconciliation of net income and comprehensive income to Adjusted EBITDA:

(in thousands of dollars)	Rolling 12 Months Ended March 31, 2025	March 31, 2024	Variance
Net income and comprehensive income	**$303,663**	$376,068	$(72,405)
Add (Deduct) the following items:			
Net interest expense	**194,196**	166,958	27,238
Amortization of equipment, intangible assets and tenant improvements	**12,367**	11,500	867
Fair value adjustments on investment properties and financial instruments	**39,993**	(24,114)	64,107
Adjustment for supplemental costs	**4,107**	3,853	254
Gain (Loss) on sale of investment properties	**(25)**	120	(145)
Adjusted EBITDA(1)	**$554,301**	$534,385	$19,916

(1) Represents a non-GAAP measure. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.

Other Measures of Performance

The following measures of performance are sometimes used by Canadian REITs and other reporting entities as indicators of financial performance. Because these measures are not standardized as prescribed by IFRS, they may not be comparable to similar measures presented by other reporting entities. Management uses these measures to analyze operating performance. Because one of the factors that may be considered relevant by prospective investors is the cash distributed by the Trust relative to the price of the Units, management believes these measures are useful supplemental measures that may assist prospective investors in assessing an investment in Units. The Trust analyzes its cash distributions against these measures to assess the stability of the monthly cash distributions to Unitholders. These measures are not intended to represent operating profits for the year; nor should they be viewed as an alternative to net income and comprehensive income, cash flows from operating activities or other measures of financial performance calculated in accordance with IFRS. The calculations are derived from the unaudited interim condensed consolidated financial statements for the three months ended March 31, 2025 and March 31, 2024, unless otherwise stated, do not include any assumptions and forward-looking information, and are consistent with prior reporting years.

Funds From Operations ("FFO")
FFO is a non-GAAP financial measure of operating performance widely used by the Canadian real estate industry based on the definition set forth by the REALPAC White Paper. It is the Trust's view that IFRS net income does not necessarily provide a complete measure of the Trust's recurring operating performance. This is primarily because IFRS net income includes items such as fair value changes of investment property that are subject to market conditions and capitalization rate fluctuations and gains and losses on the disposal of investment properties, including associated transaction costs and taxes, which management believes are not representative of a company's economic earnings. For these reasons, the Trust has adopted the REALPAC White Paper's definition of FFO, which was created by the real estate industry as a supplemental measure of operating performance. FFO is computed as IFRS consolidated net income and comprehensive income attributable to Unitholders adjusted for items such as, but not limited to, unrealized changes in the fair value of investment properties and financial instruments and transaction gains and losses on the acquisition or disposal of investment properties calculated on a basis consistent with IFRS.

Adjusted Funds From Operations ("AFFO")
AFFO is a non-GAAP financial measure of operating performance widely used by the Canadian real estate industry based on the definition set forth by the REALPAC White Paper. AFFO is a supplemental measure historically used by many in the real estate industry to measure operating cash flow generated from the business. In calculating AFFO, the Trust adjusts FFO for actual costs incurred relating to leasing activities, major maintenance costs (both recoverable and non-recoverable) and straight-line rent in excess of contractual rent paid by tenants (a receivable). Working capital changes, viewed as short-term cash requirements or surpluses, are deemed financing activities pursuant to the methodology and are not considered when calculating AFFO. Capital expenditures that are excluded and not deducted in the calculation of AFFO comprise those which generate a new investment stream, such as erecting a new pylon sign that generates sign rental income, constructing a new retail pad during property expansion or intensification, development activities or acquisition activities. Accordingly, AFFO differs from FFO in that AFFO excludes from its definition certain non-cash revenues and expenses recognized under IFRS, such as straight-line rent and the amortization of financing costs, but also includes capital and leasing costs incurred during the period that are capitalized for IFRS purposes. Management is of the view that AFFO is a useful measure of recurring economic earnings generated from operations after providing for operating capital requirements and as a result is also useful in evaluating the ability of the Trust to fund distributions to Unitholders. A reconciliation of AFFO to IFRS net income and comprehensive income can be found below.

Management considers both FFO and AFFO as key performance indicators to assess the Trust's operating performance and the sustainability of the Trust's distribution level. FFO and AFFO should not be construed as an alternative to net income and comprehensive income or cash flows provided by or used in operating activities determined in accordance with IFRS. The Trust's method of calculating FFO and AFFO is in accordance with the recommendations in the REALPAC White Paper, but may differ from other issuers' methods and, accordingly, may not be comparable to FFO and AFFO reported by other issuers.

Reconciliation of FFO

	Three Months Ended March 31		
(in thousands of dollars)	**2025**	2024	Variance
Net loss and comprehensive loss	**$(9,581)**	$(21,175)	$11,594
Add (Deduct):			
Fair value adjustment on investment properties and financial instruments(1)	**94,659**	98,502	(3,843)
Gain (Loss) on derivative – TRS	**4,323**	(6,150)	10,473
Gain (Loss) on sale of investment properties	**(7)**	142	(149)
Amortization of intangible assets and tenant improvement allowance	**2,490**	2,180	310
Distributions on Units classified as liabilities and vested deferred units and EIP	**5,071**	4,596	475
Salaries and related costs attributed to leasing activities(2)	**2,383**	2,407	(24)
Adjustments relating to equity accounted investments(3)	**2,581**	6,310	(3,729)
FFO(4)	**$101,919**	$86,812	$15,107
Add (Deduct) non-recurring adjustments:			
Gain (Loss) on derivative – TRS	**(4,323)**	6,150	(10,473)
FFO sourced from condo and townhome closings	**(551)**	(200)	(351)
Transactional FFO – sale of land(4)	**42**	—	42
FFO with adjustments(4)	**$97,087**	$92,762	$4,325

(1) Includes fair value adjustments on investment properties and financial instruments. Fair value adjustment on investment properties is described in "Investment Properties" in the Trust's MD&A. Fair value adjustment on financial instruments comprises the following financial instruments: units classified as liabilities, Deferred Unit Plan ("DUP"), Equity Incentive Plan ("EIP"), TRS, and interest rate swap agreements. The significant assumptions made in determining the fair value are more thoroughly described in the Trust's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2025. For details, please see discussion in "Results of Operations" section in this MD&A.

(2) Salaries and related costs attributed to leasing activities of $2.4 million were incurred in the three months ended March 31, 2025 (three months ended March 31, 2024 – $2.4 million) and were eligible to be added back to FFO based on the definition of FFO, in the REALPAC White Paper, which provided for an adjustment to incremental leasing expenses for the cost of salaried staff. This adjustment to FFO results in more comparability between Canadian publicly traded real estate entities that expensed their internal leasing departments and those that capitalized external leasing expenses.

(3) Includes tenant improvement amortization, indirect interest with respect to the development portion, fair value adjustment on investment properties, loss (gain) on sale of investment properties, and adjustment for supplemental costs.

(4) Represents a non-GAAP measure. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.

For the three months ended March 31, 2025, FFO increased by $15.1 million or 17.4% to $101.9 million as compared to the same period in 2024. This increase was primarily attributable to:

- $10.5 million increase in fair value adjustment on TRS resulting from fluctuations in the Trust's Unit price; and
- $7.4 million increase in NOI primarily due to lease-up activities for retail and mixed-use properties and net profits from townhome closings compared to the prior year period;

Partially offset by:

- $1.4 million increase due to a non-recurring severance cost related to reduced staffing from deferred development activities; and
- $1.5 million increase in net interest expense due to completion of development projects, partially offset by lower interest at stated rates mainly due to repayment of revolving operating facilities.

For the three months ended March 31, 2025, FFO with adjustments increased by $4.3 million to $97.1 million as compared to the same period in 2024. The increase was attributable to an increase in NOI primarily due to lease-up activities for retail and mixed-use properties and increase in townhome closings, partially offset by an increase in general administrative net interest expense compared to the prior year period.

Reconciliation of AFFO

(in thousands of dollars)	Three Months Ended March 31 2025	2024	Variance
FFO[1]	**$101,919**	$86,812	$15,107
Add (Deduct):			
Straight-line rents	**(431)**	(737)	306
Adjusted salaries and related costs attributed to leasing	**(2,383)**	(2,407)	24
Capital expenditures, leasing commissions, and tenant improvements[2][3]	**(679)**	(2,426)	1,747
AFFO[1]	**$98,426**	$81,242	$17,184
Add (Deduct) non-recurring adjustments:			
Gain (Loss) on derivative – TRS	**(4,323)**	6,150	(10,473)
FFO sourced from condo and townhome closings	**(551)**	(200)	(351)
Transactional FFO – sale of land[1]	**42**	—	42
AFFO with adjustments[1]	**$93,594**	$87,192	$6,402

(1) Represents a non-GAAP measure. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.
(2) Please see the "Maintenance Capital Requirements" section in this MD&A for details of actual capital expenditures, actual leasing commissions and actual tenant improvements.
(3) Balance as of March 31, 2025 includes capital expenditures, leasing commissions, and tenant improvements related to equity accounted investments of $0.1 million.

For the three months ended March 31, 2025, AFFO increased by $17.2 million to $98.4 million as compared to the same period in 2024. The increase was primarily due to the increase in FFO and lower sustaining capex spending, which is expected to be spent during the remainder of the year.

The following table presents per Unit FFO and per Unit AFFO with adjustments (non-GAAP measures):

	Three Months Ended March 31 2025	2024	Variance
Per Unit – basic/diluted[1]:			
FFO[2]	**$0.57/$0.56**	$0.49/$0.48	$0.08/$0.08
FFO with adjustments[2]	**$0.54/$0.54**	$0.52/$0.52	$0.02/$0.02
AFFO[2]	**$0.55/$0.54**	$0.46/$0.45	$0.09/$0.09
AFFO with adjustments[2]	**$0.53/$0.52**	$0.49/$0.48	$0.04/$0.04
Payout Ratio to AFFO[2]	**83.8 %**	101.4 %	(17.6)%
Payout Ratio to AFFO with adjustments[2]	**88.1 %**	94.5 %	(6.4)%

(1) Diluted FFO and AFFO is adjusted for the dilutive effect of vested deferred and EIP units, which are not dilutive for net income purposes. The calculation of diluted FFO and AFFO is a non-GAAP measure and does not consider the impact of unvested deferred units. To calculate diluted FFO and AFFO for the three months ended March 31, 2025, 3,165,813 vested deferred and EIP units are added back to the weighted average Units outstanding (three months ended March 31, 2024 – 2,077,597 vested deferred units).
(2) Represents a non-GAAP measure. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.

Weighted Average Number of Units

The weighted average number of Trust Units and exchangeable LP Units is used in calculating the Trust's net loss and comprehensive loss per Unit, net income and comprehensive income excluding fair value adjustments per Unit, and FFO/AFFO per Unit. The corresponding diluted per Unit amounts are adjusted for the dilutive effect of the vested portion of deferred units granted under the Trust's DUP unless they are anti-dilutive. To calculate diluted FFO/AFFO per Unit for the three months ended March 31, 2025 and 2024, vested EIP and deferred units are added back to the weighted average Units outstanding because they are dilutive.

The following table sets forth the weighted average number of Units outstanding for the purposes of FFO/AFFO per Unit and net loss and comprehensive loss per Unit calculations in this MD&A:

	Three Months Ended March 31	
(number of Units)	**2025**	2024
Trust Units	**144,687,634**	144,625,322
Class B LP Units	**16,424,430**	16,424,430
Class D LP Units	**311,022**	311,022
Class F LP Units	**8,708**	8,708
Class B LP II Units	**756,525**	756,525
Class B LP III Units	**4,175,301**	4,117,096
Class B LP IV Units	**3,112,565**	3,112,565
Class B Oshawa South LP Units	**710,416**	710,416
Class D Oshawa South LP Units	**260,417**	260,417
Class B Oshawa Taunton LP Units	**374,223**	374,223
Class D Series 1 VMC West LP Units	**3,623,188**	3,623,188
Class D Series 2 VMC West LP Units	**2,173,913**	2,173,913
Class B Boxgrove LP Units	**170,000**	170,000
Class B Series ONR LP Units	**1,186,431**	1,248,140
Class B Series 1 ONR LP I Units	**132,881**	132,881
Class B Series 2 ONR LP I Units	**139,302**	139,302
Total Exchangeable LP Units	**33,559,322**	33,562,826
Total Units – Basic	**178,246,956**	178,188,148
Vested deferred units	**2,489,845**	2,077,597
Vested EIP units	**675,968**	—
Total Units, vested EIP and deferred units – Diluted	**181,412,769**	180,265,745

Determination of Distributions

Pursuant to the Trust's declaration of trust (the "Declaration of Trust") the Trust endeavours to distribute annually such amount as is necessary to ensure the Trust will not be subject to tax on its net income under Part I of the *Income Tax Act* (Canada).

The Board of Trustees determines the Trust's Unit cash distribution rate by, among other considerations, its assessment of cash flow as determined using certain non-GAAP measures. As such, management believes the cash distributions are not an economic return of capital, but a distribution of sustainable cash flow from operations. Given both existing AFFO and distribution levels, and current facts and assumptions, the Board of Trustees has indicated that barring any unexpected events, the Trust currently intends to maintain its monthly cash distribution levels.

In any given period, the distributions declared may differ from cash provided by operating activities, primarily due to seasonal fluctuations in non-cash operating items (amounts receivable, prepaid expenses, deposits, accounts payable and accrued liabilities). These seasonal or short-term fluctuations are funded, if necessary, by the Trust's revolving operating facility. In addition, the distributions declared previously included a component funded by the DRIP which was suspended by the Board of Trustees effective April 13, 2020. The Board of Trustees anticipates that distributions declared will, in the foreseeable future, continue to vary from net income and comprehensive income because net income and comprehensive income include fair value adjustments to investment properties, fair value changes in financial instruments, and other adjustments, and also because distributions are determined based on non-GAAP cash flow measures, which include consideration of the maintenance capital requirements. Accordingly, the Trust does not use IFRS net income and comprehensive income as a proxy for distributions.

Distributions and AFFO Highlights

	Three Months Ended March 31		
(in thousands of dollars)	**2025**	2024	Variance
Cash flows provided by operating activities	**$81,737**	$69,719	$12,018
Distributions declared	**82,450**	82,412	38
AFFO[1]	**98,426**	81,242	17,184
AFFO with adjustments[1]	**93,594**	87,192	6,402
Shortfall of cash flows provided by operating activities over distributions declared	**(713)**	(12,693)	11,980
Surplus (Shortfall) of AFFO[1] over distributions declared	**15,976**	(1,170)	17,146
Surplus of AFFO[1] with adjustments over distributions declared	**11,144**	4,780	6,364

(1) Represents a non-GAAP measure. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.

For the three months ended March 31, 2025, there was an improvement of $12.0 million in the shortfall of cash flows provided by operating activities over distribution declared as compared to the same period in 2024. The decrease in shortfall was primarily attributable to stronger lease-up activity during the period compared to the same prior year period.

For the three months ended March 31, 2025, there was an increase of $17.1 million in the surplus of AFFO over distributions declared as compared to the same period in 2024. The surplus primarily resulted from an increase in fair value adjustment on TRS, increase in NOI due to lease-up activities, higher miscellaneous revenue, and a decrease in capital expenditures compared to prior year period.

For the three months ended March 31, 2025, there was an increase of $6.4 million in the surplus of AFFO with adjustments over distributions declared as compared to the same period in 2024. The surplus primarily resulted from resulted from an increase in NOI due to lease-up activities, higher miscellaneous revenue, and a decrease in capital expenditures compared to prior year period.

The following tables illustrate: i) the annualized (shortfall)/surplus of cash flows provided by operating activities over distributions declared, ii) AFFO, and iii) AFFO-related payout ratios, for the rolling 12 months ended March 31, 2025 and March 31, 2024:

	Rolling 12 Months Ended	
(in thousands of dollars)	**March 31, 2025**	March 31, 2024
Cash flows provided by operating activities	**$386,226**	$318,641
Distributions declared	**329,697**	329,646
AFFO[1]	**376,435**	347,065
Surplus (Shortfall) of cash flows provided by operating activities over distributions declared	**56,529**	(11,005)
Surplus of AFFO[1] over distributions declared	**46,738**	17,419
Payout Ratio to Cash flows provided by operating activities	**85.4 %**	103.5 %
Payout Ratio to AFFO[1]	**87.6 %**	95.0 %

(1) Represents a non-GAAP measure. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.

For the rolling 12 months ended March 31, 2025, there was a decrease of 18.1% in payout ratio to cash flows provided by operating activities as compared to the same period in 2024. The decrease in payout ratio was primarily attributable to stronger lease-up activity during the period compared to the same prior year period.

General and Administrative Expense

The following tables summarize general and administrative expense for the three months ended March 31, 2025:

	Three Months Ended March 31		
(in thousands of dollars)	**2025**	2024	Variance
Salaries and benefits	**$7,721**	$6,199	$1,522
Professional fees	**1,229**	1,355	(126)
Public company costs	**608**	364	244
Amortization of intangible assets	**333**	333	—
Other costs including office rent, information technology, marketing, communications, and other employee expenses	**639**	351	288
General and administrative expense	**$10,530**	$8,602	$1,928

For the three months ended March 31, 2025, general and administrative expense increased by $1.9 million, as compared to 2024. This increase was primarily due to a non-recurring severance cost of $1.4 million related to reduced staffing from deferred development activities.

Interest Income and Interest Expense

Interest Income
The following table summarizes the components of interest income:

	Three Months Ended March 31		
(in thousands of dollars)	**2025**	2024	Variance
Loan interest	**$2,706**	$3,002	$(296)
Mortgage interest	**—**	303	(303)
Notes receivable interest	**65**	65	—
Bank interest	**503**	559	(56)
	$3,274	$3,929	$(655)

Interest Expense

The following table summarizes the components of interest expense:

	Three Months Ended March 31		
(in thousands of dollars)	**2025**	2024	Variance
Mortgage interest	**$6,655**	$7,246	$(591)
Debenture interest	**28,358**	23,083	5,275
Operating line interest and other	**12,740**	18,542	(5,802)
Interest at stated rates	**$47,753**	$48,871	$(1,118)
Amortization of acquisition date fair value adjustments on assumed debt	**2**	(42)	44
Amortization of deferred financing costs	**1,064**	959	105
Distributions on Units classified as liabilities and vested deferred units	**5,071**	4,596	475
Total interest expense before capitalized interest	**$53,890**	$54,384	$(494)
Less:			
Interest capitalized to properties under development	**(7,575)**	(9,392)	1,817
Interest capitalized to residential development inventory	**(274)**	(436)	162
Total capitalized interest	**$(7,849)**	$(9,828)	$1,979
Interest expense net of capitalized interest expense	**$46,041**	$44,556	$1,485
Capitalized interest as a percentage of interest expense	**14.6 %**	18.1 %	(3.5)%

For the three months ended March 31, 2025, interest expense net of capitalized interest increased by $1.5 million, compared to the same period in 2024. The increase was mainly attributable to completion of development projects compared to the prior year period, partially offset by lower interest at stated rates mainly due to repayment of revolving operating facilities.

Quarterly Results and Trends

in thousands of dollars, except percentage, square footage, Unit and per Unit amounts)

	Q1 2025	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023	Q3 2023	Q2 2023
Results of operations								
Net income (loss) and comprehensive income (loss)	**$(9,581)**	$141,850	$42,479	$128,916	$(21,175)	$14,165	$215,175	$167,902
Per Unit								
Basic	**$(0.05)**	$0.80	$0.24	$0.72	$(0.12)	$0.08	$1.21	$0.94
Diluted(3)	**$(0.05)**	$0.78	$0.23	$0.71	$(0.12)	$0.08	$1.19	$0.93
Net base rent(1)(2)	**$148,493**	$148,282	$145,494	$143,578	$141,674	$140,442	$138,119	$135,617
Rentals from investment properties and other	**$227,324**	$221,841	$211,737	$211,381	$215,637	$211,021	$206,016	$206,950
NOI(1)(2)	**$143,524**	$148,614	$148,785	$139,062	$136,075	$136,349	$143,834	$147,105
Other measures of performance								
FFO(2)	**$101,919**	$96,645	$128,174	$90,780	$86,812	$106,893	$98,405	$98,534
Per Unit								
Basic(2)	**$0.57**	$0.54	$0.72	$0.51	$0.49	$0.60	$0.55	$0.55
Diluted(2)(3)	**$0.56**	$0.53	$0.71	$0.50	$0.48	$0.59	$0.55	$0.55
FFO with adjustments(2)	**$97,087**	$101,361	$96,355	$92,421	$92,906	$91,362	$96,969	$97,247
Per Unit								
Basic(2)	**$0.54**	$0.57	$0.54	$0.52	$0.52	$0.51	$0.54	$0.55
Diluted(2)(3)	**$0.54**	$0.56	$0.53	$0.51	$0.52	$0.51	$0.54	$0.54
Cash flows provided by operating activities	**$81,737**	$122,118	$105,380	$76,991	$69,719	$93,745	$93,855	$61,322
AFFO(2)	**$98,426**	$85,004	$109,619	$83,386	$81,242	$92,187	$85,788	$87,848
AFFO with adjustments(2)	**$93,594**	$89,720	$77,800	$85,027	$87,192	$76,656	$84,352	$86,561
Distributions declared	**$82,450**	$82,419	$82,415	$82,413	$82,412	$82,413	$82,411	$82,410
Payout ratio to AFFO	**83.8 %**	97.0 %	75.2 %	98.8 %	101.4 %	89.4 %	96.1 %	93.8 %
Units outstanding(4)	**178,267,677**	178,201,075	178,201,075	178,188,751	178,188,148	178,188,148	178,188,148	178,181,722
Weighted average Units outstanding								
Basic	**178,246,956**	178,201,075	178,189,287	178,178,870	178,188,148	178,188,148	178,184,795	178,179,652
Diluted(3)	**181,412,769**	181,186,382	180,858,726	180,664,749	180,265,745	180,086,748	180,069,508	180,045,789
Total assets	**$11,921,325**	$11,939,689	$11,909,410	$11,953,142	$11,850,182	$11,905,422	$12,013,103	$11,833,262
Total unencumbered assets(2)	**$9,592,521**	$9,464,521	$9,366,921	$9,309,221	$9,176,421	$9,170,121	$9,067,121	$8,844,821
Debt	**$5,088,219**	$5,046,279	$5,027,500	$5,093,321	$5,043,206	$4,999,522	$5,052,722	$5,010,331
Total leasable area (sq. ft.)	**35,424,884**	35,299,950	35,281,759	35,198,895	35,108,588	35,044,850	35,033,430	34,922,198
In-place occupancy rate	**97.7 %**	98.2 %	98.3 %	97.8 %	97.3 %	98.1 %	98.1 %	97.8 %
In-place and committed occupancy rate	**98.4 %**	98.7 %	98.5 %	98.2 %	97.7 %	98.5 %	98.5 %	98.2 %

(1) Includes the Trust's proportionate share of equity accounted investments.
(2) Represents a non-GAAP measure. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.
(3) Diluted metrics are adjusted for the dilutive effect of the vested portion of EIP and deferred units, unless they are anti-dilutive.
(4) Total Units outstanding include Trust Units and LP Units, including Units classified as financial liabilities.

Section VI — Leasing Activities and Lease Expiries

Retail, Office and Industrial

Leasing Activities
Occupancy
The Trust's value-oriented portfolio continued to provide an attractive place to shop and tenants' confidence continued to grow with the improving customer traffic resulting in demand for new locations in all markets and for all store sizes. In addition to the regular staple of value-oriented tenants continuing to seek more space in Walmart-anchored sites, new uses are also enhancing each centre's offering with entertainment/experiential, pet supplies, furniture, specialty and takeout food all growing their store counts. U.S.-based tenants are also re-engaging their search for new store openings in Canada.

As at March 31, 2025, the Trust's in-place and committed occupancy rate was 98.4% (December 31, 2024 – 98.7%), with a strong interest remaining across all tenant categories, especially food stores, pharmacy, TJX banners, dollar stores, banks and QSR's.

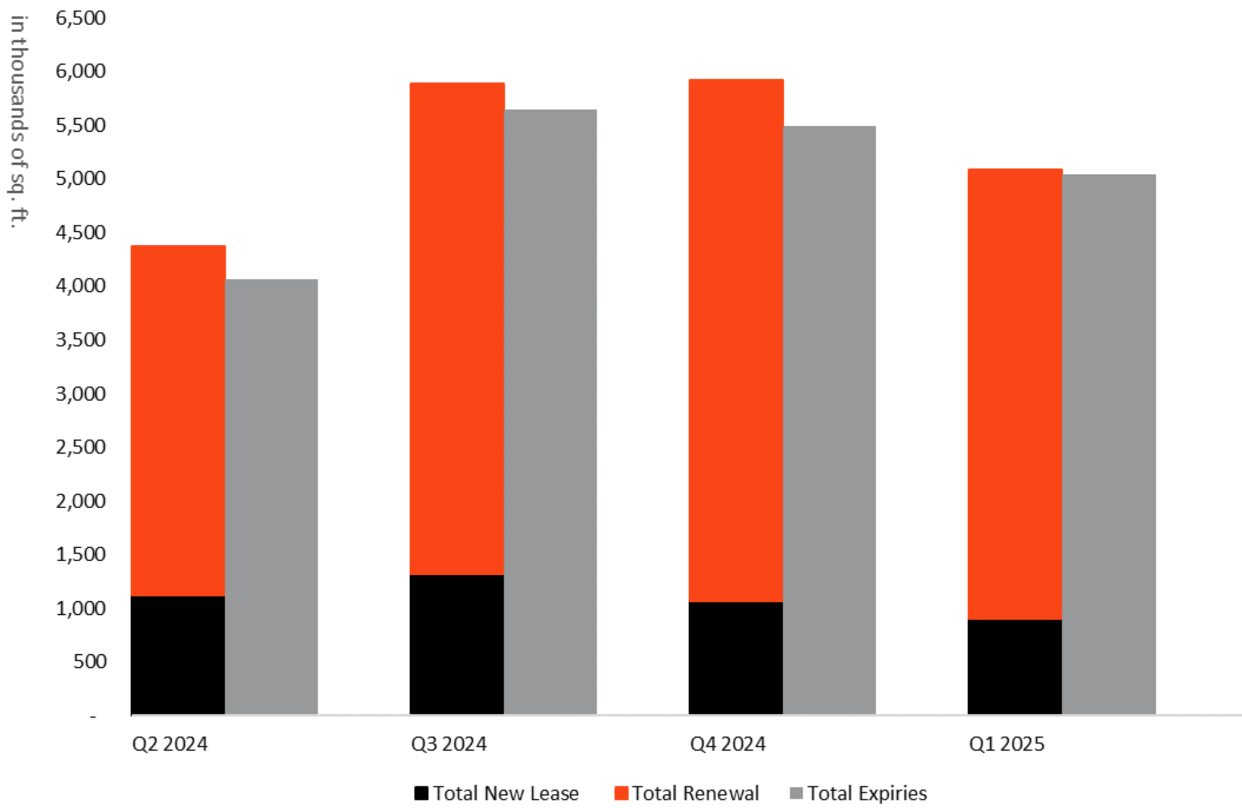
Occupancy(1)

	March 31, 2025	December 31, 2024	Variance
Total leasable area (in sq. ft.)	**35,424,884**	35,299,950	124,934
In-place occupancy rate	**97.7 %**	98.2 %	(0.5)%
In-place and committed occupancy rate	**98.4 %**	98.7 %	(0.3)%

(1) Excluding residential and self-storage area.

New Leasing Activity
During the three months ended March 31, 2025, the Trust completed new leases with a wide array of tenants spanning diverse categories including specialty goods and services, leisure retail, pharmacies, personal services, apparel, grocery and liquor, restaurants, and more. Many of the Trust's existing tenants continued their growth plans with retailers in general merchandise, grocery and liquor, pharmacy and specialty stores expanding their brick-and-mortar footprint nationally. In the first quarter of 2025, the Trust executed 178,408 square feet of new leasing on existing vacant built space, demonstrating strong leasing momentum and tenant demand. In addition, during the three months ended March 31, 2025, the Trust executed 28,620 square feet of new leasing for future newly built space.

The following graph presents the Trust's cumulative leasing activity for the year ended on March 31, 2025(1):



(1) Commencing 2024, the Total New Lease balance includes new leasing for future newly built space.

The following table presents a continuity of the Trust's in-place and committed occupancy rate (excluding residential and self-storage area) for the three months ended March 31, 2025:

(in square feet)	Vacant Area	Occupied Area	Leasable Area	Occupancy Rate
In place occupancy – January 1, 2025	643,235	34,656,715	35,299,950	98.2 %
New vacancies	281,310	(281,310)	—	
Taking Occupancy in the period	(117,638)	117,638	—	
Subtotal	806,907	34,493,043	35,299,950	
Transferred from properties under development to income properties	—	123,305	123,305	
Other including unit area remeasurements	(475)	2,104	1,629	
In place occupancy – March 31, 2025	**806,432**	**34,618,452**	**35,424,884**	**97.7 %**
Committed new leases for future occupancy	(247,325)	247,325	—	
Ending balance – March 31, 2025, including committed leases for future occupancy	**559,107**	**34,865,777**	**35,424,884**	**98.4 %**

Renewal Activity

For the three months ended March 31, 2025, the Trust's tenant renewal rate was 68.4% (three months ended March 31, 2024 – 81.7%) for tenants with expiring leases in 2025. The Trust made significant progress in extending 2025 maturities with over two-thirds completed by the end of the quarter and with 8.4% rental increases, excluding Anchors.

Renewal Summary[1]

	March 31, 2025	March 31, 2024	Variance
Space expiring in calendar year (in sq. ft.)	**5,323,055**	5,424,326	(101,271)
Renewed (in sq. ft.)	**3,314,826**	3,944,419	(629,593)
Near completion (in sq. ft.)	**326,411**	486,003	(159,592)
Total renewed and near completion (in sq. ft.)	**3,641,237**	4,430,422	(789,185)
Renewal rate (including near completion)	**68.4 %**	81.7 %	(13.3)%
Renewed rental rate (per sq. ft.) – including Anchors	**$14.30**	$14.70	$(0.40)
Renewed rental rate (per sq. ft.) – excluding Anchors	**$21.37**	$21.32	$0.05
Change in renewed rental rate over expiring rate[2] (including Anchors)	**6.3 %**	6.3 %	— %
Change in renewed rental rate over expiring rate[2] (excluding Anchors)	**8.4 %**	8.9 %	(0.5)%

(1) Excluding residential and self-storage area.
(2) Represents the change in rental rates for properties with lease renewals completed during the period.

Tenant Profile

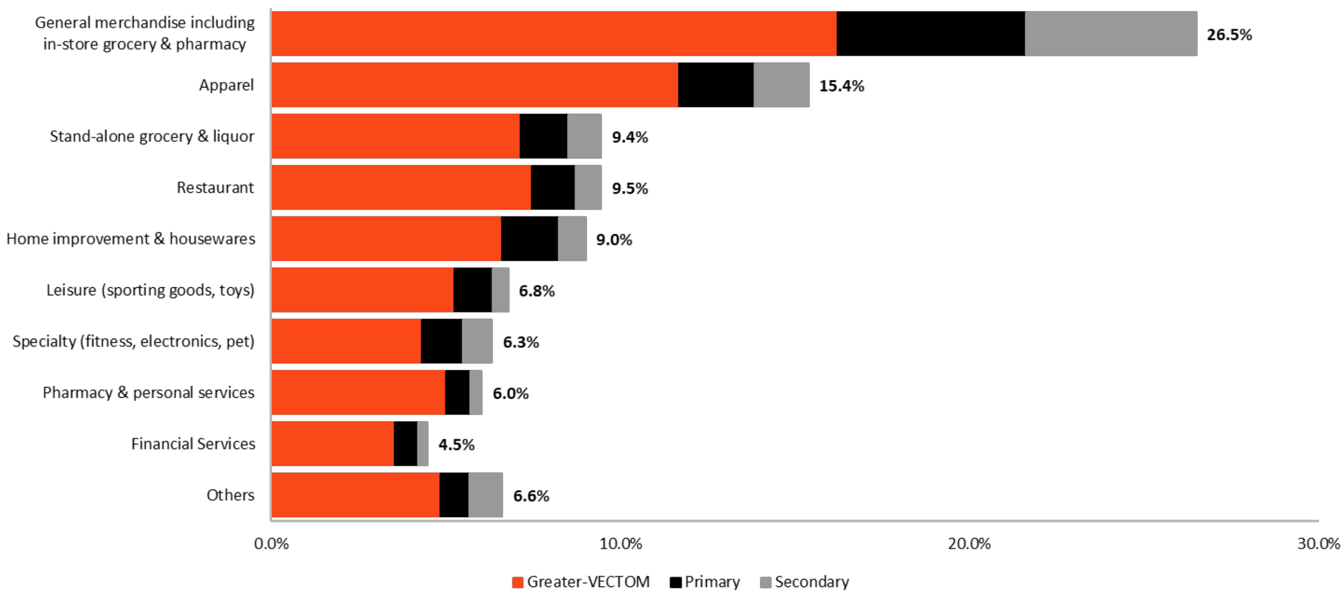
The Trust's portfolio is represented in all major markets across Canada particularly in the Greater-VECTOM markets (Vancouver, Edmonton, Calgary, Toronto, Ottawa and Montreal). The Greater-VECTOM and primary markets account for 88.4% of revenue and 89.7% of fair value, and have in-place occupancy of 97.5% and 97.3%, respectively.

Portfolio Summary by Market Type

Market	Number of Income-Producing Properties	Area (000 sq. ft.)	Gross Revenue	Income Property Fair Value	In-place Occupancy
Greater-VECTOM	115	23,629	72.1 %	76.5 %	97.5 %
Primary	31	6,807	16.3 %	13.2 %	97.3 %
Secondary	28	4,989	11.6 %	10.3 %	99.1 %
Total	**174**	**35,425**	**100.0 %**	**100.0 %**	**97.7 %**

Tenant Categories

The portfolio is represented by strong individual shopping centres strategically located in every major market in Canada, offering a diverse mix of tenants and services, reflecting almost every retail category. The following graph represents the Trust's portfolio exposure by annualized gross rent by category as at March 31, 2025:



Top 25 Tenants

The 25 largest tenants (by annualized gross rental revenue among retail, office and industrial tenants) accounted for 59.7% of portfolio revenue as at March 31, 2025 and are presented in the following table:

#	Tenant	Number of Stores	Annualized Gross Rental Revenue ($ millions)	Percentage of Total Annualized Gross Rental Revenue	Leased Area (sq. ft.)	Leased Area as a % of Total Gross Leasable Area
1	Walmart[(1)]	101	$198.5	23.0%	14,291,780	40.3 %
2	Canadian Tire, Mark's and FGL Sports	77	39.1	4.5%	1,502,204	4.2 %
3	Winners, HomeSense and Marshalls	56	38.3	4.4%	1,464,401	4.1 %
4	Loblaws and Shoppers Drug Mart	27	24.1	2.8%	924,614	2.6 %
5	Dollarama	65	18.7	2.2%	629,563	1.8 %
6	Sobeys	16	18.2	2.1%	721,142	2.0 %
7	LCBO	40	14.6	1.7%	371,684	1.0 %
8	Lowes and Rona	7	13.7	1.6%	773,106	2.2 %
9	Michaels	25	13.6	1.6%	493,851	1.4 %
10	Best Buy	18	12.4	1.4%	437,074	1.2 %
11	Recipe Unlimited	55	12.1	1.4%	272,330	0.8 %
12	Staples	21	10.9	1.3%	449,599	1.3 %
13	Reitmans	62	10.1	1.2%	315,910	0.9 %
14	Gap Inc.	25	9.4	1.1%	264,711	0.7 %
15	Restaurant Brands International	60	8.3	1.0%	162,515	0.5 %
16	Bulk Barn	49	8.3	1.0%	229,252	0.6 %
17	Bonnie Togs	41	7.7	0.9%	190,621	0.5 %
18	CIBC	27	7.6	0.9%	149,560	0.4 %
19	The Brick	9	7.5	0.9%	258,244	0.7 %
20	Dollar Tree and Dollar Giant	26	7.1	0.8%	217,286	0.6 %
21	Metro	9	7.1	0.8%	315,438	0.9 %
22	Sleep Country	38	7.0	0.8%	181,622	0.5 %
23	GoodLife Fitness Clubs	11	6.9	0.8%	255,759	0.7 %
24	PetSmart	16	6.8	0.8%	209,678	0.6 %
25	Bank of Nova Scotia	24	6.4	0.7%	129,061	0.4 %
		905	**$514.4**	**59.7%**	**25,211,005**	**70.9 %**

(1) The Trust has a total of 101 Walmart locations under lease, of which 99 are Supercentres that represent stores that carry all merchandise that Walmart department stores offer including a full assortment of groceries. The Trust also has another 13 shopping centres with Walmart as Shadow Anchors, all of which are Supercentres.

Lease Expiries

The following table presents total retail, office and industrial lease expiries for the portfolio as at March 31, 2025:

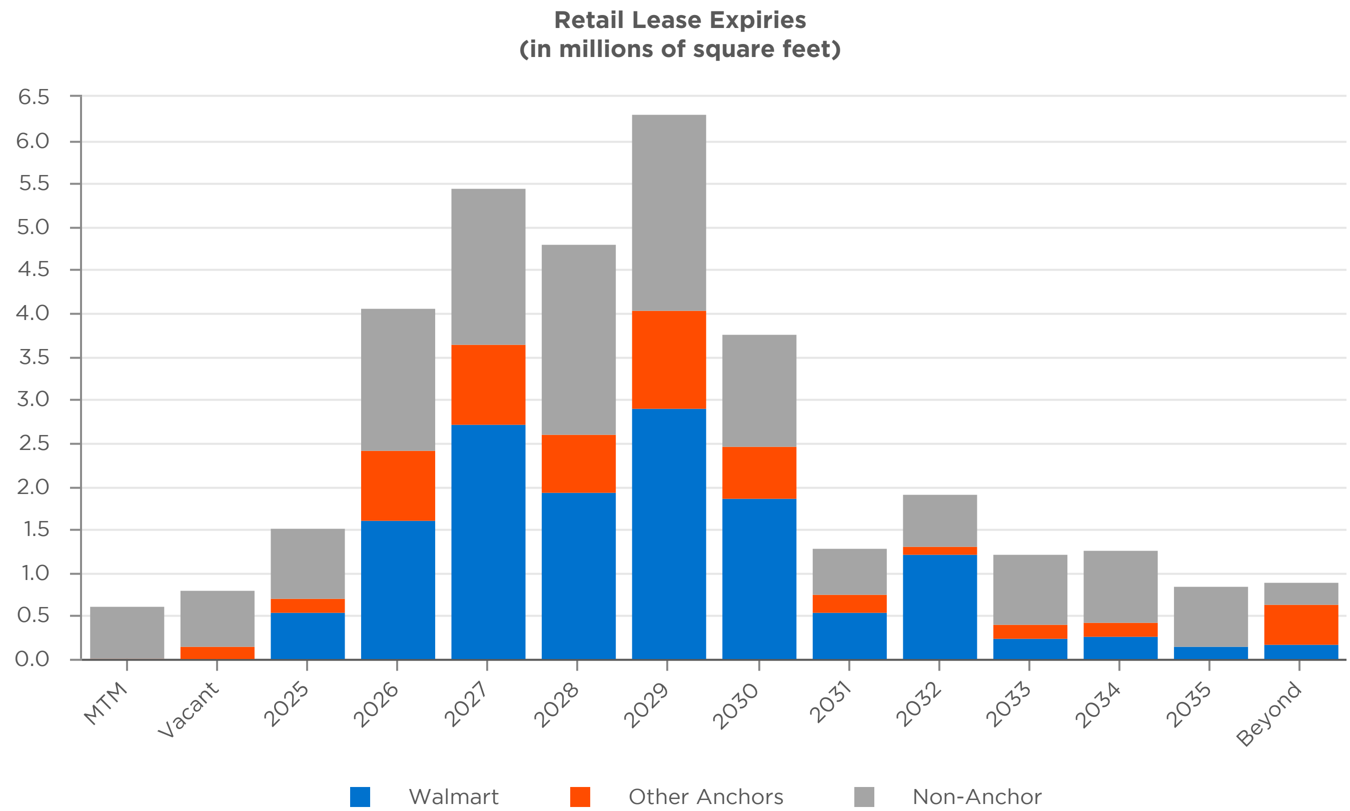
Year of Expiry	Total Area (sq. ft.)	Percentage of Total Area	Annualized Base Rent	Average Base Rent psf(1)
Month-to-month and holdovers	632,702	1.8 %	$16,748	$26.47
2025	1,537,690	4.3 %	24,034	15.63
2026	4,060,002	11.5 %	62,082	15.29
2027	5,459,918	15.4 %	79,413	14.54
2028	4,803,575	13.6 %	83,711	17.43
2029	6,304,573	17.8 %	98,291	15.59
2030	3,775,827	10.7 %	57,427	15.21
2031	1,294,389	3.7 %	23,559	18.20
2032	1,908,720	5.4 %	31,697	16.61
2033	1,222,830	3.5 %	25,913	21.19
2034	1,269,573	3.6 %	26,552	20.91
2035	853,173	2.4 %	14,791	17.34
Beyond	907,937	2.4 %	13,722	15.11
Vacant	806,432	2.3 %	—	—
Total retail	34,837,341	98.4 %	$557,940	$16.40
Total office	359,018	1.0 %		
Total industrial	228,525	0.6 %		
Total retail, office and industrial	**35,424,884**	**100.0 %**		

(1) The total average base rent per square foot excludes vacant space of 806,432 square feet.

The following table presents total retail and office expiries for the portfolio excluding Anchor tenants as at March 31, 2025:

Year of Expiry	Total Area (excluding Anchor tenants) (sq. ft.)	Percentage of Total Area (including Anchor tenants)	Percentage of Total Area (excluding Anchor tenants)	Annualized Base Rent	Average Base Rent psf(1)
Month-to-month and holdovers	614,924	1.7 %	4.0 %	$16,455	$26.76
2025	825,786	2.3 %	5.4 %	17,935	21.72
2026	1,639,219	4.6 %	10.8 %	37,495	22.87
2027	1,804,502	5.1 %	11.8 %	42,414	23.50
2028	2,196,352	6.2 %	14.4 %	53,981	24.58
2029	2,261,649	6.4 %	14.8 %	54,544	24.12
2030	1,302,190	3.7 %	8.5 %	31,033	23.83
2031	521,346	1.5 %	3.4 %	13,386	25.68
2032	590,059	1.7 %	3.9 %	14,780	25.05
2033	798,628	2.3 %	5.2 %	20,774	26.01
2034	835,306	2.4 %	5.5 %	21,506	25.75
2035	698,663	2.0 %	4.6 %	12,694	18.17
Beyond	251,480	0.7 %	1.8 %	5,633	22.40
Vacant	638,197	1.8 %	4.2 %	—	—
Total retail	14,978,301	42.4 %	98.3 %	$342,630	$23.89
Total office	266,485	0.8 %	1.7 %		
Total retail and office	**15,244,786**	**43.2 %**	**100.0 %**		

(1) The total average base rent per square foot excludes vacant space of 638,197 square feet.



Self-storage Rental Facilities

The following table provides information on the self-storage rental facilities completed as at March 31, 2025:

Self-storage location	Open date	Number of units [1]	Leasable area [1]	Total rental revenue YTD[2]
Toronto (Dupont)	October 2019	730	46,100	$300
Toronto (Leaside)	June 2020	1,000	99,500	369
Brampton (Bramport)	November 2020	1,050	100,200	302
Vaughan NW	January 2021	880	84,900	258
Oshawa South	August 2021	950	92,700	270
Scarborough East	November 2021	1,000	98,000	308
Aurora	December 2022	960	99,500	275
Brampton (Kingspoint Plaza)	March 2023	1,070	97,000	264
Whitby	January 2024	870	84,500	118
Markham	May 2024	930	95,000	116
Stoney Creek	October 2024	970	99,000	34
		10,410	**996,400**	**$2,614**

(1) Figures are shown at 100% ownership.
(2) Total rental figures are for the three months ended March 31, 2025 and shown at the Trust's share.

As at March 31, 2025, the average occupancy rate for self-storage rental facilities that have been operational for over one year was 93%.

Residential Rentals

The following table provides information on the in-place and committed occupancy rate for residential rentals as at March 31, 2025:

Project	Location	Ownership Interest	Number of units (1)	In-place and committed occupancy rate
Laval Centre	Laval, QC	50 %	382	99.0 %
Mascouche N	Mascouche, QC	80 %	238	99.2 %
The Millway	Vaughan, ON	50 %	458	96.5 %
			1,078	**98.0 %**

(1) Figures are shown at 100% ownership.

As at March 31, 2025, the weighted average occupancy rate for the residential rentals was 98.0%, based on the number of units.

Section VII — Asset Profile

Proportionately Consolidated Balance Sheets (including the Trust's interests in equity accounted investments)

The following table presents the proportionately consolidated balance sheets, which includes a reconciliation of the Trust's proportionate share of equity accounted investments:

(in thousands of dollars)	March 31, 2025			December 31, 2024		
	GAAP Basis	**Proportionate Share Reconciliation(1)**	**Total Proportionate Share(2)**	GAAP Basis	Proportionate Share Reconciliation(1)	Total Proportionate Share(2)
Assets						
Non-current assets						
Investment properties	**$10,617,787**	**$1,174,586**	**$11,792,373**	$10,659,783	$1,167,597	$11,827,380
Equity accounted investments	**753,499**	**(753,499)**	**—**	749,619	(749,619)	—
Mortgages, loans and notes receivable	**151,421**	**(74,159)**	**77,262**	208,130	(68,017)	140,113
Other financial assets	**8,161**	**—**	**8,161**	94,974	—	94,974
Other assets	**9,794**	**2,331**	**12,125**	10,453	2,460	12,913
Amounts receivable	**14,497**	**—**	**14,497**	12,994	—	12,994
Intangible assets	**40,812**	**—**	**40,812**	41,145	—	41,145
	$11,595,971	**$349,259**	**$11,945,230**	$11,777,098	$352,421	$12,129,519
Current assets						
Residential development inventory	**30,034**	**78,980**	**109,014**	31,738	76,111	107,849
Current portion of mortgages, loans and notes receivable	**86,510**	**—**	**86,510**	17,022	—	17,022
Current portion of other financial assets	**84,721**	**—**	**84,721**	—	—	—
Amounts receivable and other	**76,524**	**(15,925)**	**60,599**	63,441	(12,615)	50,826
Prepaid expenses, deposits and deferred financing costs	**18,934**	**24,074**	**43,008**	12,696	21,908	34,604
Cash and cash equivalents	**28,631**	**37,983**	**66,614**	37,694	34,539	72,233
	$325,354	**$125,112**	**$450,466**	$162,591	$119,943	$282,534
Total assets	**$11,921,325**	**$474,371**	**$12,395,696**	$11,939,689	$472,364	$12,412,053
Liabilities						
Non-current liabilities						
Debt	**4,262,336**	**297,851**	**4,560,187**	4,059,364	296,909	4,356,273
Other financial liabilities	**15,223**	**—**	**15,223**	12,619	—	12,619
Other payables	**7,803**	**—**	**7,803**	8,158	—	8,158
	$4,285,362	**$297,851**	**$4,583,213**	$4,080,141	$296,909	$4,377,050
Current liabilities						
Current portion of debt	**825,883**	**84,404**	**910,287**	986,915	83,957	1,070,872
Current portion of other financial liabilities	**292,684**	**—**	**292,684**	274,526	—	274,526
Accounts payable and current portion of other payables	**266,508**	**92,116**	**358,624**	260,526	91,498	352,024
	$1,385,075	**$176,520**	**$1,561,595**	$1,521,967	$175,455	$1,697,422
Total liabilities	**$5,670,437**	**$474,371**	**$6,144,808**	$5,602,108	$472,364	$6,074,472
Equity						
Trust Unit equity	**5,168,049**	**—**	**5,168,049**	5,242,830	—	5,242,830
Non-controlling interests	**1,082,839**	**—**	**1,082,839**	1,094,751	—	1,094,751
	$6,250,888	**$—**	**$6,250,888**	$6,337,581	$—	$6,337,581
Total liabilities and equity	**$11,921,325**	**$474,371**	**$12,395,696**	$11,939,689	$472,364	$12,412,053

(1) Represents the Trust's proportionate share of assets and liabilities in equity accounted investments.
(2) This column contains non-GAAP measures because it includes figures that are recorded in equity accounted investments. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.

Investment Properties

The following table summarizes the changes in fair values of investment properties, including the Trust's proportionate share of equity accounted investments:

	Three Months Ended March 31, 2025			Year Ended December 31, 2024		
(in thousands of dollars)	**Income Properties**	**Properties Under Development**	**Total Investment Properties**	Income Properties	Properties Under Development	Total Investment Properties
Investment properties						
Opening balance	**$8,942,289**	**$1,717,494**	**$10,659,783**	$8,743,808	$1,820,461	$10,564,269
Transfer from properties under development to income properties	**36,951**	**(36,951)**	**—**	81,795	(81,795)	—
Transfer from income properties to properties under development	**—**	**—**	**—**	(19,441)	19,441	—
Transfer from properties under development to equity accounted investments	**—**	**—**	**—**	—	(4,500)	(4,500)
Acquisitions, Earnouts, and related adjustments of investment properties	**—**	**16,224**	**16,224**	—	23,378	23,378
Straight-line rents and tenant incentives	**(634)**	**—**	**(634)**	10,171	—	10,171
Dispositions	**—**	**(2,700)**	**(2,700)**	—	(16,630)	(16,630)
Capital expenditures and other	**1,959**	**23,289**	**25,248**	36,815	115,951	152,766
Fair value adjustment	**47,730**	**(127,864)**	**(80,134)**	89,141	(158,812)	(69,671)
Ending balance	**$9,028,295**	**$1,589,492**	**$10,617,787**	$8,942,289	$1,717,494	$10,659,783
Opening balance	**697,727**	**469,870**	**1,167,597**	635,419	448,446	1,083,865
Transfer from properties under development to income properties	**—**	**—**	**—**	37,470	(37,470)	—
Transfer from properties under development to equity accounted investments	**—**	**—**	**—**	—	2,250	2,250
Acquisitions, Earnouts, and related adjustments of investment properties	**—**	**—**	**—**	—	11,381	11,381
Straight-line rents and tenant incentives	**31**	**—**	**31**	(416)	—	(416)
Capital expenditures and other	**75**	**6,827**	**6,902**	4,676	43,684	48,360
Fair value adjustment	**56**	**—**	**56**	20,578	1,579	22,157
Ending balance	**$697,889**	**$476,697**	**$1,174,586**	$697,727	$469,870	$1,167,597
Total balance (including investment properties classified as equity accounted investments) – end of period (Investment Properties – non-GAAP)[1]	**$9,726,184**	**$2,066,189**	**$11,792,373**	$9,640,016	$2,187,364	$11,827,380

(1) Represents a non-GAAP measure. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.

The gross leasable retail, office and industrial area consists of 35.4 million square feet. In addition, the Trust may acquire 1.7 million square feet of future potential gross leasable retail area and has the option to acquire an additional 50.0% interest in three investment properties and a 25.0% interest in another investment property (0.4 million square feet) on their completion pursuant to the terms of Mezzanine Financing. The portfolio is located across Canada, with assets in each of the ten provinces. By selecting well-located centres, the Trust seeks to attract high-quality tenants at market rental rates.

Valuation Methodology
Management internally appraises the entire portfolio of properties each quarter. In addition, the determination of which properties are externally appraised to support management's internal valuation process is based on a combination of factors, including property size, property type, tenant mix, strength and type of retail node, age of property and location. The Trust, on an annual basis, has had external appraisals performed on 15%–20% of the portfolio, rotating properties to ensure that at least 50% (by value) of the portfolio is valued externally over a three-year period.

The portfolio is valued internally by management utilizing valuation methodologies that are consistent with the external appraisals. Management performed these valuations by updating cash flow information reflecting current leases, renewal terms, ECL and market rents and applying updated discount rates determined, in part, through consultation with various external appraisers and available market data. In addition, the fair value of properties under development reflects the impact of development agreements.

Fair values were primarily determined through the discounted cash flows approach, which is an estimate of the present value of future cash flows over a specified horizon. For land, development and construction costs recorded at market value, fair values were marked to market, factoring in development risks such as planning, zoning, timing and market conditions.

Investment properties as recorded in the Trust's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2025, with a total carrying value of $0.6 billion (December 31, 2024 – $3.1 billion) were valued by external national appraisers, and investment properties with a total carrying value of $10.0 billion (December 31, 2024 – $7.6 billion) were internally valued by the Trust.

Based on these valuations, the weighted average discount rate on the Trust's income properties portfolio as at March 31, 2025 was 6.53% (December 31, 2024 – 6.53%) and the weighted average terminal capitalization rate as at March 31, 2025 was 6.01% (December 31, 2024 – 6.01%).

Management's reassessment of the valuation of certain investment properties based on the Trust's continued ability to lease and generate NOI in the foreseeable future, has resulted in a net fair value adjustment loss on investment properties of $80.1 million (excluding investment properties recorded in equity accounted investments) for the three months ended March 31, 2025, which was primarily attributed to changes in market conditions for certain future development properties, partially offset by fair value gain due to leasing activities.

Acquisitions and Earnouts
The following table summarizes the Acquisitions and Earnouts completed during the three months ended March 31, 2025:

					Satisfied through		
	Date of Acquisition	**Type**	**Area**	**Purchase Proceeds**	**Cash**	**Issuance of LP Units**	**Other Adjustments**
Acquisitions							
Toronto, Ontario	March 2025	Property under development	27,000 sq. ft.	$11,724	$11,824	$—	$(100)
Earnouts	January 2025	Land parcel	78,000 sq. ft.	4,500	2,573	1,716	211

Dispositions of Investment Properties
The following table summarizes the dispositions completed during the three months ended March 31, 2025:

(in thousands of dollars) Location	**Date of Disposition**	**Type**	**Area**	**Ownership Interest**	**Disposition Proceeds**
Mascouche, Quebec	February 2025	Land parcel	1.3 acres	100 %	$2,700

(1) In April 2024, the Trust contributed its interest in a parcel of land located in Laval, Quebec to the joint venture with the intention to develop and operate self-storage facilities.

Maintenance Capital Requirements

Differentiating those costs incurred to achieve the Trust's longer-term goals to produce increased cash flows and Unit distributions, from those costs incurred to maintain the level and quality of the Trust's existing cash flows is key in the Trust's consideration of capital expenditures. Acquisitions of investment properties and the development of new and existing investment properties are the two main areas of capital expenditures that are associated with increasing or enhancing the productive capacity of the Trust (value enhancing capital expenditures). In addition, there are capital expenditures incurred on existing investment properties to maintain the productive capacity of the Trust ("sustaining capital expenditures").

The sustaining capital expenditures are those of a capital nature that are not considered to increase or enhance the productive capacity of the Trust, but rather maintain the productive capacity of the Trust. Leasing and related costs, which include tenant improvements, leasing commissions and related costs, vary with the timing of new leases, renewals, vacancies, tenant mix and market conditions. Leasing and related costs are generally lower for renewals of existing tenants when compared to new leases. Leasing and related costs also include internal expenses for leasing activities, primarily salaries, which are eligible to be added back to FFO based on the definition of FFO in the REALPAC White Paper. The sustaining capital expenditures and leasing costs are based on actual costs incurred during the period and are adjusted for AFFO. FFO and AFFO are non-GAAP measures (see "Presentation of Certain Terms Including Non-GAAP Measures", "Non-GAAP Measures" and "Other Measures of Performance" in this MD&A).

The following table and discussion present an analysis of capital expenditures of a maintenance nature (actual sustaining recoverable and non-recoverable capital expenditures and leasing costs). Earnouts, acquisitions and developments are discussed elsewhere in this MD&A. Given that a significant proportion of the Trust's portfolio is relatively new, management does not believe that sustaining capital expenditures will have an impact on the Trust's ability to pay distributions at their current level.

	Three Months Ended March 31		
(in thousands of dollars)	**2025**	2024	Variance
Leasing commissions	**$591**	$346	$245
Tenant improvements	**(169)**	(395)	226
Sustaining capital expenditures (recoverable and non-recoverable)	**257**	2,475	(2,218)
AFFO adjustment for sustaining capital expenditures, leasing commissions, and tenant improvements	**$679**	$2,426	$(1,747)
Value enhancing capital expenditures	**2,482**	2,602	(120)
Total capital expenditures, leasing commissions, and tenant improvements	**$3,161**	$5,028	$(1,867)
Adjusted salaries and related costs attributed to leasing	**$2,383**	$2,407	$(24)

For the three months ended March 31, 2025, the total capital expenditures, leasing commissions, and tenant improvements were $3.2 million as compared to $5.0 million for the same period in 2024, representing a decrease of $1.9 million. This decrease was primarily due to timing and lower costs associated with tenant improvements, landlord's work, roof replacements and building improvements compared to prior year period. These capital expenditures were incurred to sustain rental revenue from income properties and may vary widely from period to period and from year to year.

Equity Accounted Investments

The following table summarizes key components relating to the Trust's equity accounted investments:

	Three Months Ended March 31, 2025			Year Ended December 31, 2024		
	Investment in Associates	**Investment in Joint Ventures**	**Total**	Investment in Associates	Investment in Joint Ventures	Total
Investment – beginning of period	**$436,437**	**$313,182**	**$749,619**	$466,089	$290,830	$756,919
Operating Activities:						
Earnings	**738**	**844**	**1,582**	5,352	15,237	20,589
Distributions – VMC Residences condo unit closings	**—**	**—**	**—**	(37,886)	—	(37,886)
Distributions – operating activities	**(470)**	**(252)**	**(722)**	(4,204)	(3,180)	(7,384)
Financing Activities:						
Fair value adjustment on loan	**700**	**—**	**700**	2,833	—	2,833
Investing Activities:						
Cash contribution	**648**	**2,587**	**3,235**	7,471	39,309	46,780
Property contribution	**—**	**—**	**—**	—	4,500	4,500
Development distributions	**(915)**	**—**	**(915)**	(3,218)	(33,514)	(36,732)
Investment – end of period	**$437,138**	**$316,361**	**$753,499**	$436,437	$313,182	$749,619

The following table summarizes the asset profile of the Trust's equity accounted investments (at 100%), grouped by their business focus:

As at March 31, 2025 (in thousands of dollars)	**Income Properties**	**Properties Under Development**	**Residential Development Inventory**	**Other Assets**	**Total Assets**
Rental					
Residential	**$539,283**	**$126,458**	**$—**	**$11,825**	**$677,566**
Self-storage facilities	**367,374**	**139,313**	**—**	**14,824**	**521,511**
Retail	**152,827**	**—**	**—**	**2,903**	**155,730**
Office	**192,409**	**—**	**—**	**17,227**	**209,636**
Mixed-use	**146,016**	**653,690**	**—**	**117,994** (1)	**917,700**
Condo and townhome residential development inventory	**—**	**—**	**158,655**	**52,753**	**211,408**
	$1,397,909	**$919,461**	**$158,655**	**$217,526**	**$2,693,551**

(1) Consists of loans receivable of $112.7 million in connection with the purchase of 700 Applewood (see also Note 8, "Debt", in the Trust's unaudited interim condensed consolidated financial statements), and cash and cash equivalents of $2.6 million.

As at December 31, 2024 (in thousands of dollars)	Income Properties	Properties Under Development	Residential Development Inventory	Other Assets	Total Assets
Rental					
Residential	$539,801	$126,194	$—	$8,675	$674,670
Self-storage facilities	366,165	127,921	—	12,309	$506,395
Retail	154,097	—	—	2,621	$156,718
Office	192,561	—	—	19,864	$212,425
Mixed-use	145,527	651,688	—	116,389 (1)	$913,604
Condo and townhome residential development inventory	—	—	153,130	54,346 (2)	207,476
	$1,398,151	$905,803	$153,130	$214,204	$2,671,288

(1) Consists of loans receivable of $112.1 million in connection with the purchase of 700 Applewood (see also Note 8, "Debt", in the Trust's unaudited interim condensed consolidated financial statements), and cash and cash equivalents of $1.1 million.
(2) Consists of cash and cash equivalents of $51.1 million.

Summary of development credit facilities

Investment in associates

As at March 31, 2025, Penguin-Calloway Vaughan Partnership ("PCVP") had credit facilities in the amount of $550.0 million (December 31, 2024 – $550.0 million), bearing annual interest rate based on the Adjusted Canadian Overnight Repo Rate Average ("Adjusted CORRA") rate plus 1.45% with maturity date of June 2027. As at March 31, 2025, deducting amount drawn on such development credit facilities of $462.1 million (December 31, 2024 – $458.1 million) and outstanding letters of credit of $28.9 million (December 31, 2024 – $29.1 million), the remaining unused development credit facilities were $59.0 million (December 31, 2024 – $62.8 million), of which the Trust's share was $29.5 million (December 31, 2024 – $31.4 million).

The development financing relating to PCVP comprises pre-development, construction and letters of credit facilities. With respect to the development credit facilities relating to PCVP, the obligations are joint and several to each of the PCVP limited partners; however, by virtue of an indemnity agreement between the PCVP limited partners, the obligations are effectively several. From time to time, the original facility amounts are reduced through repayments and through amended agreements with the financial institutions from which the facilities were obtained.

Investment in joint ventures

As at March 31, 2025, the Trust's joint ventures had credit facilities in the amount of $163.5 million (December 31, 2024 – $163.5 million), bearing annual interest rates based on the Adjusted CORRA rate plus 1.35% to 2.70%, with maturity dates between April 2025 and May 2026. In April 2025, the Trust refinanced one of the development credit facilities with a mortgage bearing an interest rate of 3.25% and extended the maturity date to June 2030. As at March 31, 2025, deducting amount drawn on such credit facilities of $141.6 million (December 31, 2024 – $130.0 million), and no outstanding letters of credit (December 31, 2024 – $nil), the remaining unused development credit facilities were $21.9 million (December 31, 2024 – $33.5 million), of which the Trust's share was $11.0 million (December 31, 2024 – 16.8 million).

Development financing includes credit facilities relating to Laval C Apartments, comprising pre-development and construction facilities, and a construction facility relating to additional self-storage facilities. From time to time, the facilities amounts may be reduced through repayments and through amended agreements with the financial institutions from which the facilities were obtained.

Amounts Receivable and Other, Prepaid Expenses, Deposits and Deferred Financing Costs

The timely collection of amounts receivable is a critical component associated with the Trust's cash and treasury management functions. The following table presents the components of amounts receivable and other, deferred financing costs, and prepaid expenses and deposits:

(in thousands of dollars)	March 31, 2025	December 31, 2024	Variance
Amounts receivable and other			
Tenant receivables	**$21,239**	$26,751	$(5,512)
Unbilled other tenant receivables	**22,635**	8,164	14,471
Receivables from related party – excluding equity accounted investments	**17,684**	15,441	2,243
Receivables from related party – equity accounted investments	**12,728**	10,034	2,694
Other non-tenant receivables	**2,954**	3,069	(115)
Other[1]	**20,784**	19,210	1,574
	$98,024	$82,669	$15,355
Allowance for ECL	**(7,003)**	(6,234)	(769)
Amounts receivable and other, net of allowance for ECL	**$91,021**	$76,435	$14,586
Prepaid expenses, deposits and deferred financing costs[2]	**18,934**	12,696	6,238
	$109,955	$89,131	$20,824

(1) The amount includes a related party amount of $12.1 million (December 31, 2024 – $11.7 million).
(2) Includes prepaid realty tax of $9.0 million (December 31, 2024 – $1.1 million).

As at March 31, 2025, total amounts receivable and other, net of allowance for ECL, prepaid expenses, deposits and deferred financing costs increased by $20.8 million as compared to December 31, 2024. This increase was primarily attributed to the following:

- $14.5 million increase in unbilled other tenant receivables, primarily due to the timing of CAM and tax recovery billing from the prior year; and
- $6.2 million increase in prepaid expenses, deposits and deferred financing costs, mainly due to prepaid realty tax.

Tenant receivables

The Trust and its tenants are well positioned for continued strength in demand for retail space and, as the Trust identifies tenants for its vacant space, it continues to maintain an efficient rent collections and payment solutions for its existing tenants.

The table below represents a summary of total tenant receivables and ECL balances as at March 31, 2025 and December 31, 2024:

(in thousands of dollars)	March 31, 2025	December 31, 2024
Tenant receivables	**$21,239**	$26,751
Unbilled other tenant receivables	**22,635**	8,164
Total tenant receivables	**$43,874**	$34,915
Allowance for ECL	**(7,003)**	(6,234)
Total tenant receivables net of allowance for ECL	**$36,871**	$28,681

Mortgages, Loans and Notes Receivable

The following table summarizes mortgages, loans and notes receivable:

(in thousands of dollars)	March 31, 2025	December 31, 2024	Variance
Mortgages, loans and notes receivable			
Loans receivable	**$235,005**	$222,226	$12,779
Mortgages receivable (Mezzanine Financing)	**2**	2	—
Notes receivable	**2,924**	2,924	—
	$237,931	$225,152	$12,779

Loans Receivable

The following table summarizes loans receivable:

(in thousands of dollars)

Issued to	March 31, 2025	December 31, 2024
Penguin	**$76,686**	$76,115
Equity accounted investments	**148,319**	136,034
Unrelated parties	**10,000**	10,077
	$235,005	$222,226

See also Note 5(a) in the Trust's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2025 for more details about loans receivable, including committed facilities, maturity dates and interest rates.

The following table illustrates the activity in loans receivable:

	Three Months Ended March 31	
(in thousands of dollars)	**2025**	2024
Balance – beginning of period	**$222,226**	$189,837
Loans issued	**—**	7,939
Principal advances	**10,257**	2,438
Interest accrued	**2,205**	2,177
Fair value adjustments(1)	**787**	791
Repayments	**(470)**	(2,261)
Balance – end of period	**$235,005**	$200,921

(1) $0.8 million recorded during the three months ended March 31, 2025 (three months ended March 31, 2024 – $0.8 million) in connection with the loan issued as part of the 700 Applewood purchase.

Mortgages Receivable (Mezzanine Financing)

The following table presents the details of the mortgages receivable provided to Penguin:

(in thousands of dollars)

Property	Committed	Maturity Date including Extension Period	Annualized Variable Interest Rate at Year End	Potential Area Upon Exercising Purchase Option (sq. ft.)	Amount Outstanding
Pitt Meadows, BC(2)(3)	$49,884	August 2028	6.90 %	25,003	$1
Toronto (StudioCentre), ON(1)(2)(3)	22,778	August 2028	6.90 %	227,831	1
Salmon Arm, BC(1)(2)	13,398	August 2028	6.90 %	—	—
Aurora (South), ON(2)(3)	15,152	August 2028	6.90 %	57,741	—
Vaughan (7 & 427), ON(2)(3)	15,781	August 2028	6.90 %	76,000	—
	$116,993		**6.90 %**	**386,575**	**$2**

(1) The Trust owns a 50% interest in these properties, with the other 50% interest owned by Penguin. These loans are secured against Penguin's interest in the property.
(2) The weighted average interest rate on this mortgage is subject to an upper limit of 6.90%.
(3) The Trust has a purchase option from the borrower in these properties upon a certain level of development and leasing being achieved. As at March 31, 2025, it is management's expectation that the Trust will exercise these purchase options. The purchase option for Aurora (South), ON, Pitt Meadows, BC, and Vaughan (7 & 427), ON are each 50%. The purchase option for Toronto (StudioCentre), ON is 25%.

The mortgages receivable security includes a first or second charge on properties, and assignments of rents and leases. In addition, the outstanding balance is guaranteed by Penguin. The loans are subject to individual loan guarantee agreements that provide additional guarantees for all interest and principal advanced on outstanding amounts. The amounts that are guaranteed decrease on achievement of certain specified value-enhancing events. Management considers all mortgages receivable to be fully collectible.

The following table illustrates the activity in mortgages receivable:

	Three Months Ended March 31	
(in thousands of dollars)	**2025**	2024
Balance – beginning of period	**$2**	$17,548
Interest accrued	**—**	303
Balance – end of period	**$2**	$17,851

Notes Receivable

Notes receivable of $2.9 million (December 31, 2024 – $2.9 million) have been granted to Penguin (see also, "Related Party Transactions"). These secured demand notes bear interest at 9.00% per annum (December 31, 2024 – 9.00%).

Section VIII — Financing and Capital Resources

Capital Resources and Liquidity

The following table presents the Trust's capital resources available:

(in thousands of dollars)	March 31, 2025	December 31, 2024	Variance
Cash and cash equivalents	**$28,631**	$37,694	$(9,063)
Remaining operating facilities[1]	**827,295**	795,270	32,025
	$855,926	$832,964	$22,962
Operating facility – accordion feature	**250,000**	250,000	—
	$1,105,926	$1,082,964	$22,962

(1) Excludes the Trust's development facilities which have been arranged to fund project-specific development and related costs.

On the assumption that cash flow levels permit the Trust to obtain financing on reasonable terms, the Trust anticipates meeting all current and future obligations. Management expects to finance future acquisitions, committed Earnouts, developments, Mezzanine Financing commitments and maturing debt from: i) existing cash balances; ii) funds received from the closings of mixed-use development initiatives, including condo and townhome sales; iii) a mix of mortgage debt secured by investment properties, operating facilities and issuances of equity and unsecured debentures; iv) repayments of mortgages receivable; and v) the sale of non-core assets. The Trust's ability to meet these future obligations may be impacted by the liquidity risk associated with receiving repayments of its mortgages, loans, and notes receivable, amounts receivable and other, deposits, and cash equivalents on time and in full, and, infrequently, the realization of fair value on the disposition of the Trust's non-core assets. Cash flow generated from operating activities is the primary source of liquidity to pay Unit distributions and sustain capital expenditures and leasing costs. See also the "Distributions and AFFO Highlights" subsection in this MD&A.

As at March 31, 2025, the Trust's capital resources available increased by $23.0 million as compared to December 31, 2024. The increase was mainly attributable to the repayment of outstanding floating rate debt on its operating lines.

The Trust manages its cash flow from operating activities by maintaining a conservative debt level. As at March 31, 2025, the Debt to Gross Book Value was 52.3% (December 31, 2024 – 52.2%).

Other than contractual maturity dates, the timing of payment of these obligations is management's best estimate based on assumptions with respect to the timing of leasing, construction completion, occupancy and Earnout dates at March 31, 2025.

In February 2025, the Trust issued $300.0 million principal amount of Series AB senior unsecured debentures by way of a private placement (the "Series AB Debentures"). The Series AB Debentures bear interest at a rate of 4.737% per annum, with a maturity date of August 5, 2031. The Trust used the net proceeds from the issuances to fully repay the $160.0 million aggregate principal of Series N senior unsecured debentures upon their maturity and repayment of existing debt.

The following table presents the estimated amount and timing of certain of the Trust's future obligations, including development obligations as at March 31, 2025:

(in thousands of dollars)	Total	2025	2026	2027	2028	2029	Thereafter
Secured debt	**$650,753**	$305,627	$122,758	$9,099	$24,862	$17,458	$170,949
Unsecured debt	**4,367,938**	351,500	703,219	1,200,563	600,000	562,656	950,000
Revolving operating facilities	**11,041**	11,041	—	—	—	—	—
Interest obligations[1]	**573,930**	122,836	120,065	105,429	82,279	66,244	77,077
Accounts payable	**264,763**	264,763	—	—	—	—	—
Other payable	**36,832**	1,621	19,810	2,063	2,071	191	11,076
	$5,905,257	**$1,057,388**	**$965,852**	**$1,317,154**	**$709,212**	**$646,549**	**$1,209,102**
Mortgage receivable advances (repayments)	**(2)**	—	—	—	(2)	—	—
Development obligations (commitments)	**43,188**	43,188	—	—	—	—	—
Total	**$5,948,443**	**$1,100,576**	**$965,852**	**$1,317,154**	**$709,210**	**$646,549**	**$1,209,102**

(1) Interest obligations represent expected interest payments on secured debt, unsecured debt, and revolving operating facilities under the assumption that the balances are repaid at maturity, and do not represent a separate contractual obligation.

The following table presents the estimated amount and timing of certain of the equity accounted investments' future obligations, including development obligations, as at March 31, 2025:

(in thousands of dollars)	Total	2025	2026	2027	2028	2029	Thereafter
Secured and unsecured debt	**$871,406**	$170,743	$8,006	$514,416	$5,584	$54,227	$118,430
Development obligations (commitments)(1)	**84,075**	36,619	30,685	16,028	701	42	—
Total	**$955,481**	**$207,362**	**$38,691**	**$530,444**	**$6,285**	**$54,269**	**$118,430**

(1) The Trust is in the process of refining its estimates of development obligations for the years subsequent to 2024. This total does not include expected costs associated with the Trust's mixed-use development initiatives except for current amounts outstanding for active projects currently underway.

The following table presents the estimated amount and timing of certain of the Trust's proportionate share of equity accounted investments' future obligations, including development obligations, as at March 31, 2025:

(in thousands of dollars)	Total	2025	2026	2027	2028	2029	Thereafter
Secured and unsecured debt	**$440,713**	$85,125	$3,606	$247,960	$2,973	$41,834	$59,215
Development obligations (commitments)(1)	**42,180**	16,512	16,615	8,675	358	20	—
Total Trust's share	**$482,893**	**$101,637**	**$20,221**	**$256,635**	**$3,331**	**$41,854**	**$59,215**

(1) The Trust is in the process of refining its estimates of development obligations for the years subsequent to 2024. This total does not include expected costs associated with the Trust's mixed-use development initiatives except for current amounts outstanding for active projects currently underway.

The following table presents the Trust's net working capital surplus (deficiency):

(in thousands of dollars)	March 31, 2025	December 31, 2024
Current assets	**$325,354**	$162,591
Less: Current liabilities	**(1,385,075)**	(1,521,967)
Working capital deficiency	**$(1,059,721)**	$(1,359,376)
Adjusted by:		
Current portion of debt	**(825,883)**	(986,915)
Current portion of other financial liabilities	**(292,684)**	(274,526)
Net working capital surplus (deficiency)	**$58,846**	$(97,935)

As at March 31, 2025, the Trust had a working capital deficiency of $1.1 billion (December 31, 2024 – $1.4 billion deficiency), primarily due to timing differences and interest accruals reported under cash flows from operating activities.

After adjusting for $825.9 million (December 31, 2024 – $986.9 million) of debt and $292.7 million (December 31, 2024 – $274.5 million) of other financial liabilities due within 12 months, the Trust reported a net working capital surplus of $58.8 million (December 31, 2024 – $97.9 million deficiency). These adjustments relate to mortgages, unsecured debentures, operating lines of credit, and liabilities such as Units classified as liabilities, vested deferred units, and earned EIP units expected to vest.

Management plans to address these maturities through a combination of cash on hand, new secured or unsecured financing, equity issuance, or, in limited cases, asset dispositions. A significant portion of the other financial liabilities is not expected to require settlement in cash within the next 12 months.

As at March 31, 2025, the Trust has unencumbered assets (a non-GAAP financial measure) with an approximate fair value totalling $9.6 billion (December 31, 2024 – $9.5 billion). It is anticipated that requirements for secured and unsecured debt, mortgage receivable advances and development obligations will be funded by additional term mortgages, net proceeds on the sale of certain assets, existing cash or operating lines, the issuances of unsecured debentures, and equity, as necessary.

Debt

The following table summarizes total debt including debt associated with equity accounted investments:

As at	March 31, 2025			December 31, 2024		
(in thousands of dollars)	**Balance**	**Weighted Average Term of Debt (in years)**	**Weighted Average Interest Rate of Debt**	Balance	Weighted Average Term of Debt (in years)	Weighted Average Interest Rate of Debt
Secured debt	**$649,811**	**3.1**	**4.22 %**	$716,495	2.4	3.97 %
Unsecured debt	**4,313,211**	**3.2**	**3.87 %**	4,172,712	3.0	3.84 %
Unsecured loan from equity accounted investments	**114,156**	**N/A**	**— %**	114,023	N/A	— %
Revolving operating facilities	**11,041**	**0.7**	**4.27 %**	43,049	1.0	4.75 %
Total debt before equity accounted investments	**$5,088,219**	**N/A**	**3.83 %**	$5,046,279	N/A	3.78 %
Less: Unsecured loan from equity accounted investments(1)	**(58,458)**	**N/A**	**— %**	(58,642)	N/A	— %
Subtotal	**$5,029,761**	**3.2**	**3.87 %**	$4,987,637	3.0	3.82 %
Share of secured debt (equity accounted investments)	**209,750**	**6.2**	**4.49 %**	210,551	6.5	4.58 %
Share of unsecured debt (equity accounted investments)	**230,963**	**2.2**	**4.76 %**	228,957	2.4	5.53 %
Share of debt classified as equity accounted investments	**$440,713**	**4.1**	**4.63 %**	$439,508	4.4	5.07 %
Total debt including equity accounted investments	**$5,470,474**	**3.3**	**3.93 %**	$5,427,145	3.1	3.92 %

(1) This represents the Trust's share of a loan from equity accounted investments.

Approximately 10% of the Trust's debt is at variable rates, with a significant portion of that being linked to development projects.

The following table summarizes the activities in debt, including debt recorded in equity accounted investments, for the three months ended March 31, 2025:

(in thousands of dollars)	Secured Debt	Unsecured Debt	Revolving Operating Facilities	Equity Accounted Investments	Loan from Equity Accounted Investments	Total
Balance – January 1, 2025	$716,495	$4,172,712	$43,049	$439,508	$55,381	**$5,427,145**
Borrowings	6,500	300,667	59,000	2,000	—	**368,167**
Scheduled amortization	(8,042)	—	—	(853)	—	**(8,895)**
Repayments	(65,225)	(160,000)	(91,049)	—	(470)	**(316,744)**
Amortization of acquisition fair value adjustments	—	—	—	—	787	**787**
Financing costs incurred, net of additions	83	(558)	—	58	—	**(417)**
Currency translation	—	390	41	—	—	**431**
Balance – March 31, 2025	**$649,811**	**$4,313,211**	**$11,041**	**$440,713**	**$55,698**	**$5,470,474**

Secured Debt
The Trust believes it will have continued access to secured debt due to its strong tenant base and high occupancy levels at mortgage loan levels ranging from 60% to 70% of loan-to-value.

The following table summarizes future principal payments as a percentage of total secured debt:

(in thousands of dollars)	Instalment Payments	Lump Sum Payments at Maturity	Total	% of Total	Weighted Average Interest Rate of Maturing Debt
2025	$16,369	$289,258	$305,627	47.0 %	3.71 %
2026	13,927	108,831 (1)	122,758	18.9 %	4.07 %
2027	9,099	—	9,099	1.4 %	— %
2028	9,109	15,753	24,862	3.8 %	5.39 %
2029	9,215	8,243	17,458	2.7 %	5.09 %
Thereafter	19,259	151,690	170,949	26.2 %	4.80 %
Total	**$76,978**	**$573,775**	**$650,753**	**100.0 %**	**4.13 %**
Acquisition date fair value adjustment			158		
Unamortized financing costs			(1,100)		
			$649,811		**4.22 %**

(1) Includes construction loans in the amount of $12.0 million, which bear interest at Adjusted CORRA rate plus 145 basis points.

Unsecured Debt
The following table summarizes the components of unsecured debt:

(in thousands of dollars)	March 31, 2025	December 31, 2024
Unsecured debentures (a)	**$3,142,462**	$3,003,193
Credit facilities (b)	**1,074,754**	1,073,524
	$4,217,216	$4,076,717
TRS debt	**95,995**	95,995
Other unsecured debt from equity accounted investments (c)	**114,156**	114,023
	$4,427,367	$4,286,735

a) *Unsecured debentures*

As at March 31, 2025, unsecured debentures totalled $3,142.5 million (December 31, 2024 – $3,003.2 million). The unsecured debentures mature at various dates between 2025 and 2031, with interest rates ranging from 1.74% to 5.35%, and a weighted average interest rate of 3.68% as at March 31, 2025 (December 31, 2024 – 3.57%).

The following table summarizes the components of unsecured debentures:

Series	Maturity Date	Annual Interest Rate	Interest Payment Dates	March 31, 2025	December 31, 2024
Series N[2]	February 06, 2025	3.56 %	February 6 and August 6	**$—**	$160,000
Series X	December 16, 2025	1.74 %	June 16 and December 16	**350,000**	350,000
Series P	August 28, 2026	3.44 %	February 28 and August 28	**250,000**	250,000
Series V	June 11, 2027	3.19 %	June 11 and December 11	**300,000**	300,000
Series S	December 21, 2027	3.83 %	June 21 and December 21	**250,000**	250,000
Series Z	May 29, 2028	5.35 %	May 29 and November 29	**300,000**	300,000
Series Y	December 18, 2028	2.31 %	June 18 and December 18	**300,000**	300,000
Series U	December 20, 2029	3.53 %	June 20 and December 20	**450,000**	450,000
Series AA	August 1, 2030	5.16 %	February 1 and August 1	**350,000**	350,000
Series W	December 11, 2030	3.65 %	June 11 and December 11	**300,000**	300,000
Series AB	August 5, 2031	4.74 %	February 5 and August 5	**300,000**	—
		3.68 %[1]		**$3,150,000**	$3,010,000
	Unamortized financing costs			**(7,538)**	(6,807)
				$3,142,462	$3,003,193

(1) Represents the weighted average annual interest rate and excludes deferred financing costs.
(2) The Series N debentures were repaid in full upon their maturity.

Credit rating of unsecured debentures

Dominion Bond Rating Services ("DBRS") provides credit ratings of debt securities for commercial issuers that indicate the risk associated with a borrower's capabilities to fulfil its obligations. An investment-grade rating must exceed "BB", with the highest rating being "AAA". In December 2024, DBRS kept the Trust's credit rating at BBB and maintained a stable trend.

b) *Credit facilities*

The following table summarizes the activity for unsecured credit facilities:

(in thousands of dollars) (Issued in)	Maturity Date	Annual Interest Rate	Facility Amount	March 31, 2025	December 31, 2024
Non-revolving:					
May 2019[1]	June 24, 2026	3.15 %	170,000	**$170,000**	$170,000
March 2019[1]	July 31, 2026	3.52 %	150,000	**150,000**	150,000
August 2018[1]	August 31, 2026	2.98 %	80,000	**80,000**	80,000
January 2022[1]	January 19, 2027	4.48 %	300,000	**300,000**	300,000
December 2022[1]	December 1, 2027	4.37 %	100,000	**100,000**	100,000
December 2022[1]	December 1, 2027	4.88 %	100,000	**100,000**	100,000
December 2022[2]	December 20, 2027	SOFR + 1.70%	150,000	**150,000**	150,000
Revolving:					
March 2024	March 8, 2026	Adjusted CORRA + 1.45%	40,000	**27,067**	26,400
				$1,077,067	$1,076,400
Less:					
Unamortized financing costs, debt modification adjustments, and others				**(2,313)**	(2,876)
				$1,074,754	$1,073,524

(1) The Trust entered into interest rate swap agreements to convert the variable interest rate into a weighted average fixed interest rate of 3.96% per annum. The weighted average term to maturity of the interest rate swaps is 1.76 years. Hedge accounting has not been applied to the interest rate swap agreements. See additional details in the table below.
(2) The Trust entered into cross currency swaps to exchange the U.S. dollar borrowings into Canadian dollar borrowings.

The following table summarizes the fair value gain (loss) as at March 31, 2025 and December 31, 2024, relating to the mark to market adjustments associated with the interest rate swap agreements:

Facility Amount	Maturity Date	Fixed Interest Rate	Variable Interest Rate	March 31, 2025	December 31, 2024
$11,403	November 3, 2025	3.47 %	Adjusted CORRA + 1.50%	**$59**	$118
170,000	June 24, 2026	3.15 %	Adjusted CORRA + 1.20%	**4,639**	7,310
150,000	July 31, 2026	3.52 %	Adjusted CORRA + 1.20%	**1,556**	3,303
80,000	August 31, 2026	2.98 %	Adjusted CORRA + 1.20%	**1,217**	1,989
300,000	January 19, 2027	4.48 %	Adjusted CORRA + 1.45%	**(2,163)**	(50)
100,000	December 1, 2027	4.37 %	Adjusted CORRA + 1.20%	**(2,858)**	(1,609)
100,000	December 1, 2027	4.88 %	Adjusted CORRA + 1.45%	**(2,077)**	(1,261)
				$373	$9,800

c) ***Other unsecured debt from equity accounted investments***

Other unsecured debt net of fair value adjustments totalling $114.2 million (December 31, 2024 – $114.0 million) pertains to loans received from equity accounted investments in connection with contribution agreements relating to joint ventures. The loans are non-interest-bearing with repayment terms based on the distributions that are to be paid pursuant to the limited partnership agreements. The balances of the loans are expected to be paid at the end of their respective terms.

Revolving Operating Facilities

The following table summarizes components of the Trust's revolving operating facilities:

	Annual Interest Rate					Drawn Amount	
	Benchmark Rate	Spread	Facility Amount	Undrawn Facilities	Outstanding Letters of Credit	March 31, 2025	December 31, 2024
Revolving facility maturing June 2029	Adjusted CORRA	1.45 %	$750,000	$738,336	$11,664	**$—**	$—
	Prime Rate	0.45 %					
Revolving facility maturing December 2025(1)(2)	SOFR	1.55 %	100,000	88,959	—	**11,041**	43,049
				$827,295	$11,664	**$11,041**	$43,049

(1) The Trust has drawn in US$7.7 million which was translated to $11.0 million as at March 31, 2025 (December 31, 2024 – drawn in $29.9 million, which was translated to $43.0 million).
(2) The Trust entered into cross currency swaps to exchange the U.S. dollar borrowings into Canadian dollar borrowings.

In addition to the letters of credit outstanding on the Trust's revolving operating facilities (see above), as at March 31, 2025, the Trust also had $35.8 million of letters of credit outstanding with other financial institutions (December 31, 2024 – $37.8 million).

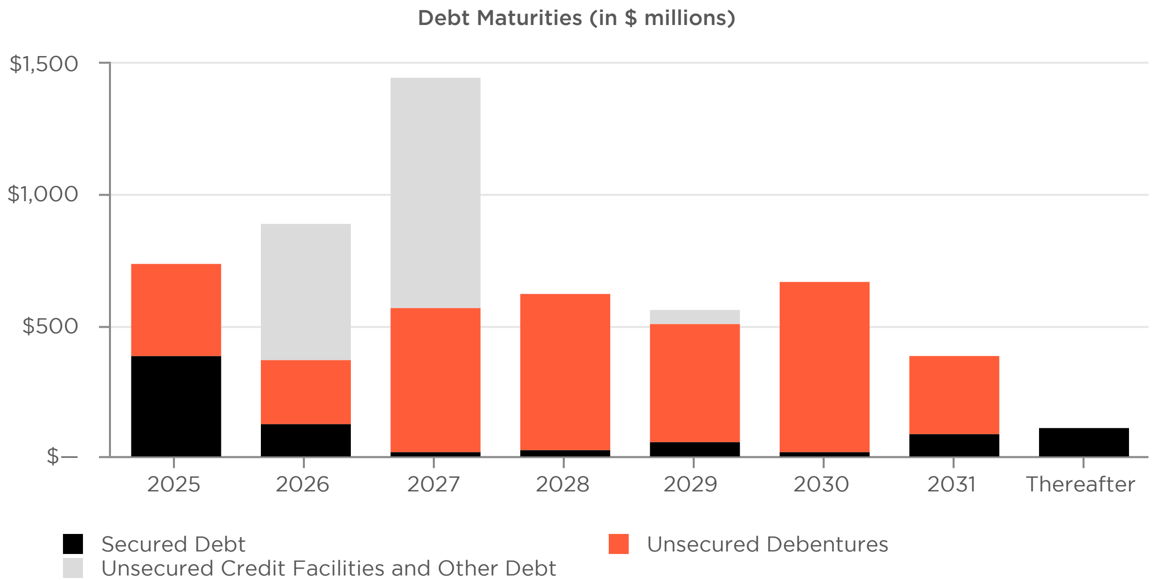
Unencumbered Assets

As at March 31, 2025, the Trust had $9.6 billion of unencumbered assets (a non-GAAP financial measure) (December 31, 2024 – $9.5 billion), which reflects the Trust's share of the value of investment properties. Expressed as a percentage, the Trust earned approximately 77.5% of its NOI from unencumbered assets (December 31, 2024 – 74.6%).

In connection with this pool of unencumbered assets, management estimates the total Annualized NOI for 2025 to be $444.8 million (December 31, 2024 – $427.2 million). Annualized NOI is computed by annualizing the current quarter NOI for the Trust's income properties that are not encumbered by secured debt, and is a forward-looking non-GAAP measure. See "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.

Debt Maturities

The following graph illustrates the debt maturities(1)(2)(3) as at March 31, 2025:



(1) Includes the Trust's proportionate share of debt in equity accounted investments.
(2) Excludes revolving operating facility of $11.0 million, which matures in December 2025.
(3) For facilities where the initial maturity date can be extended at the sole option of the Trust, the final maturity date is assumed.

Financial Covenants

The Trust's revolving operating facilities and unsecured debt contain numerous terms and covenants that limit the discretion of management with respect to certain business matters. These covenants could in certain circumstances place restrictions on, among other things, the ability of the Trust to create liens or other encumbrances, to pay distributions on its Units or make certain other payments, investments, loans and guarantees and to sell or otherwise dispose of assets and merge or consolidate with another entity.

In addition, the Trust's revolving operating facilities and unsecured debt contain a number of financial covenants that require the Trust to meet certain financial ratios and financial condition tests. A failure to comply with the financial covenants in the revolving operating facilities and unsecured debt could result in a default, which, if not cured or waived, could result in a reduction, suspension or termination of distributions by the Trust and permit acceleration of the relevant indebtedness.

The following table presents ratios which the Trust monitors. These ratios are either requirements stipulated by the Declaration of Trust or significant financial covenants pursuant to the terms of revolving operating facilities and other credit facilities or indentures, or indicators monitored by the Trust to manage an acceptable level of leverage. These ratios are not considered measures in accordance with IFRS; nor is there an equivalent IFRS measure and may not be comparable to similarly titled measures presented by other publicly traded entities. See "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.

As at and for the three months ended March 31, 2025, the Trust was in compliance with all financial covenants.

Ratio	Calculation	Threshold	**March 31, 2025**	December 31, 2024
Interest coverage ratio(1)	*Adjusted EBITDA / Adjusted interest expense including capitalized interest(6)*	≥ 1.65X	**2.5X**	2.5X
Fixed charge coverage ratio(3)	*Adjusted EBITDA / Debt service expense(7)*	≥ 1.5X	**2.2X**	2.1X
Debt to aggregate assets(3)(4)(5)	*Net debt / Aggregate assets(8)*	≤ 65%	**44.1 %**	43.7 %
Debt to aggregate assets (excluding TRS debt and receivable)(2)(5)	*Net debt (excluding TRS debt)/ Aggregate assets (excluding TRS receivable)(8)*	≤ 65%	**43.6 %**	43.2 %
Debt to Gross Book Value(1)(4)(5)	*Net debt / Gross book value(9)*	≤ 60%	**52.3 %**	52.2 %
Adjusted Debt to Adjusted EBITDA(2)(5)	*Adjusted debt / Adjusted EBITDA(10)*	N/A	**9.6X**	9.6X
Secured debt to aggregate assets(3)(5)	*Secured debt including EAI / Aggregate assets(11)*	≤ 40%	**7.0 %**	7.5 %
Unsecured to secured debt ratio(2)(5)	*Unsecured debt including EAI / Secured debt including EAI(12)*	N/A	**84%/16%**	83%/17%
Unencumbered assets to unsecured debt(3)(5)	*Unencumbered assets / Unsecured debt including EAI(13)*	≥ 1.3X	**2.1X**	2.1X
Unitholders' equity (in thousands)(1)(3)		≥ $2,000,000	**$6,250,888**	$6,337,581
Units classified as liabilities (in thousands)		N/A	**$198,169**	$191,665
Total Unitholders' equity including Units classified as liabilities (in thousands)		N/A	**$6,449,057**	$6,529,246

(1) This ratio is required by the Trust's indentures.
(2) This ratio is disclosed for informational purposes only.
(3) This ratio is a significant financial covenant pursuant to the terms of the Trust's revolving operating facilities and other credit facilities.
(4) This ratio is stipulated by the Declaration of Trust.
(5) As at March 31, 2025, cash-on-hand of $25.6 million (December 31, 2024 – $34.9 million) was excluded for the purposes of calculating the ratios.
(6) This ratio is calculated as: Adjusted EBITDA/Adjusted interest expense including capitalized interest. The calculation of Adjusted EBITDA and Adjusted interest expense including capitalized interest are referenced in the "Non-GAAP Measures" section in this MD&A.
(7) This ratio is calculated as: Adjusted EBITDA/Debt service expense. The calculation of Adjusted EBITDA is referenced in the "Non-GAAP Measures" section in this MD&A. Debt service expense is calculated as total interest expense as per the proportionate income statement, less distributions on vested deferred units and Units classified as liabilities and interest income from mortgages and loans receivable, plus capitalized interest and mortgage principal amortization payments.
(8) This ratio is calculated as: Net debt/Aggregate assets. Net debt is calculated as total debt including equity accounted investments as referenced in "Debt," less excess cash-on-hand. Aggregate assets is calculated as total assets as per the proportionate balance sheet, less excess cash-on-hand.
When calculating this ratio excluding TRS receivable and debt, Net debt as calculated above, further minus debt borrowed concurrent with entering the TRS agreement as referenced in "Debt". Aggregate assets as calculated above further minus TRS receivable.
(9) This ratio is calculated as: Net debt/Gross book value. Net debt is calculated as total debt including equity accounted investments as referenced in "Debt", less excess cash-on-hand. Gross book value is calculated as total assets as per the proportionate balance sheet, less excess cash-on-hand and fair value adjustment net of accumulated amortization.
(10) This ratio is calculated as: Adjusted Debt/Adjusted EBITDA. Adjusted debt is calculated as total debt including equity accounted investments as referenced in "Debt", less excess cash-on-hand and less loans receivable. The calculation of Adjusted EBITDA is referenced in the "Non-GAAP Measures" section in this MD&A.
(11) This ratio is calculated as: Secured debt including EAI/Aggregate assets. Secured debt is calculated as the Trust's secured debt plus secured debt on equity accounted investments as referenced in "Debt". Aggregate assets is calculated as total assets as per the proportionate balance sheet, less excess cash-on-hand.
(12) This ratio is calculated as: Unsecured debt including EAI/Secured debt including EAI. Unsecured debt is calculated as the Trust's unsecured debt plus unsecured debt on equity accounted investments as referenced in "Debt". Secured debt is calculated as the Trust's secured debt plus secured debt on equity accounted investments as referenced in "Debt".
(13) This ratio is calculated as: Unencumbered assets/Unsecured debt including EAI. Unencumbered assets is calculated as referenced in "Debt." Unsecured debt is calculated as the Trust's unsecured debt plus unsecured debt on equity accounted investments as referenced in "Debt". The calculation of Unencumbered Assets is referenced in the "Non-GAAP Measures" section in this MD&A.

Unitholders' Equity

The Unitholders' equity of the Trust is calculated based on the equity attributable to the holders of Trust Units and LP Units ("Exchangeable Securities") that are exchangeable into Trust Units on a one-for-one basis. The Exchangeable Securities consist of certain Class B Units of the Trust's subsidiary limited partnerships. Certain of the Trust's subsidiary limited partnerships also have Units classified as liabilities that are exchangeable on a one-for-one basis for the Trust's Units. The following table is a summary of the number of Units outstanding:

Type	Class	March 31, 2025	December 31, 2024	Variance
Trust Units	N/A	**144,687,634**	144,687,634	—
Smart Limited Partnership	Class B	**16,424,430**	16,424,430	—
Smart Limited Partnership II	Class B	**756,525**	756,525	—
Smart Limited Partnership III	Class B	**4,196,022**	4,129,420	66,602
Smart Limited Partnership IV	Class B	**3,112,565**	3,112,565	—
Smart Oshawa South Limited Partnership	Class B	**710,416**	710,416	—
Smart Oshawa Taunton Limited Partnership	Class B	**374,223**	374,223	—
Smart Boxgrove Limited Partnership	Class B	**170,000**	170,000	—
Total Units classified as equity		**170,431,815**	170,365,213	66,602
Smart Limited Partnership	Class D	**311,022**	311,022	—
Smart Limited Partnership	Class F	**8,708**	8,708	—
Smart Oshawa South Limited Partnership	Class D	**260,417**	260,417	—
ONR Limited Partnership	Class B	**1,186,431**	1,186,431	—
ONR Limited Partnership I	Class B	**272,183**	272,183	—
SmartVMC West Limited Partnership	Class D	**5,797,101**	5,797,101	—
Total Units classified as liabilities		**7,835,862**	7,835,862	—
Total Units		**178,267,677**	178,201,075	66,602

As of May 7, 2025, the Trust has 170,431,815 Units outstanding which are classified as equity, and 7,835,862 Units outstanding which are classified as liabilities.

The following table is a summary of the activities having an impact on Unitholders' equity:

(in thousands of dollars)	Three Months Ended March 31, 2025	Year Ended December 31, 2024
Unitholders' Equity – beginning of period	**$6,337,581**	$6,359,304
Issuance of LP Units classified as equity	**1,716**	1,691
Net loss and comprehensive loss	**(9,581)**	292,070
Distributions	**(78,828)**	(315,484)
Unitholders' Equity – end of period	**$6,250,888**	$6,337,581
LP Units classified as liabilities – beginning of period	**191,665**	196,571
Change in carrying value	**6,504**	(3,549)
Conversion of LP exchangeable units	**—**	(1,357)
LP Units classified as liabilities – end of period	**$198,169**	$191,665
Unitholders' Equity and LP Units classified as liabilities – end of period	**$6,449,057**	$6,529,246

Distributions
The Board of Trustees is responsible for approving distributions. See also details in the "Determination of Distributions" subsection in this MD&A.

For the three months ended March 31, 2025, the Trust paid $82.5 million in cash distributions (for the three months ended March 31, 2024 – $82.4 million in cash distributions). The following table summarizes declared distributions:

	Three Months Ended March 31	
(in thousands of dollars)	**2025**	2024
Distributions declared on:		
Trust Units	**$66,919**	$66,891
LP Units	**11,909**	11,870
Distributions on Units classified as equity	**$78,828**	$78,761
Distributions on LP Units classified as liabilities – excluding SmartVMC West	**941**	970
Distributions on LP Units classified as liabilities – SmartVMC West	**2,681**	2,681
Distributions on LP Units classified as liabilities	**$3,622**	$3,651
Total distributions declared	**$82,450**	$82,412

Net Asset Value

The following table summarizes NAV and NAV per diluted unit as at March 31, 2025 and December 31, 2024:

(in thousands of dollars, except per Unit information)	**March 31, 2025**	December 31, 2024
Total equity	**$6,250,888**	$6,337,581
LP Units classified as liabilities	**198,169**	191,665
NAV(1)	**$6,449,057**	$6,529,246
Units outstanding - diluted(2)	**181,595,454**	181,205,536
NAV per Unit - diluted(1)	**$35.51**	$36.03

(1) Represents a non-GAAP measure. The Trust's method of calculating non-GAAP measures may differ from other reporting issuers' methods and, accordingly, may not be comparable. For definitions and basis of presentation of the Trust's non-GAAP measures, refer to "Presentation of Certain Terms Including Non-GAAP Measures" and "Non-GAAP Measures" in this MD&A.
(2) Total diluted Units outstanding includes total Units outstanding, vested portion of the deferred units issued pursuant to the deferred unit plan and vested EIPs granted pursuant to the equity incentive plan.

The decrease in NAV per diluted unit from $36.03 to $35.51 was primarily attributable to the decrease in fair value of investment properties due to changes in market conditions for certain future development properties.

Section IX — Related Party Transactions

Transactions with related parties are conducted in the normal course of operations.

Transactions and Agreements with Penguin
a) Penguin's Ownership Interest and Voting Right
Pursuant to the Declaration of Trust, provided certain ownership thresholds are met, the Trust is required to issue such number of additional Special Voting Units to Penguin that will entitle Penguin to cast 25.0% of the aggregate votes eligible to be cast at a meeting of the Unitholders and Special Voting Unitholders ("Voting Top-Up Right"). As at March 31, 2025, there were 8,755,838 additional Special Voting Units outstanding (December 31, 2024 – 9,191,230). These Special Voting Units are not entitled to any interest or share in the distributions or net assets of the Trust, nor are they convertible into any Trust securities. There is no value assigned to the Special Voting Units. A five-year extension of the Voting Top-Up Right was approved by Unitholders at the Trust's annual general and special meeting held on December 9, 2020. For further discussion, see the Trust's management information circular dated November 6, 2020, filed on SEDAR+.

As at March 31, 2025, Penguin owned 21.3% of the aggregate issued and outstanding Trust Units in addition to the Special Voting Units previously noted above. Penguin's ownership of Trust Units would increase to 25.0% if Penguin exercised all remaining options to purchase Units pursuant to existing development and exchange agreements (Earnouts). In addition, the Trust has entered into property management, leasing, development and exchange, and co-ownership agreements with Penguin. Pursuant to its rights under the Declaration of Trust, as at March 31, 2025, Penguin has appointed two of the eight trustees on the Board of Trustees.

b) Agreements with Penguin entered into on November 6, 2020
The Trust entered into various agreements with Penguin in November 2020 coincident with the extension of the term of the Voting Top-Up Right. For further discussion, see below and the Trust's management information circular dated November 6, 2020, filed on SEDAR+.

Supplement to Development Services Agreement between the Trust and its Affiliates and Penguin ("Development and Services Agreement")
The following represent the key elements of the Development and Services Agreement with Penguin which is effective from July 1, 2020 until December 31, 2025:

i) Penguin shall be reimbursed for 50% of disposition fees otherwise payable pursuant to the Development and Services Agreement related to Penguin's interest in properties sold by the Trust,
ii) for future SmartVMC commercial phases and certain properties currently owned by Penguin (for which the Trust has historically assisted with development and planning requirements), all development fees are payable to Penguin and all other fees (management, leasing, etc.) are payable to the Trust,
iii) when Penguin utilizes employees of the Trust to assist with its development projects, Penguin will pay for these services provided by employees of the Trust based on annual estimates of time billings related to these projects, charged at estimated total cost, including compensation,
iv) the Trust will continue to manage and develop all other Penguin properties.

Support services are provided for a fee based on an allocation of the Trust's relevant costs of the support services to Penguin. Such relevant costs include: office administration, human resources, information technology, insurance, legal and marketing.

Penguin Services Agreement
The amended and restated services agreement entered into on November 5, 2020 (the "Penguin Services Agreement"), and effective from February 2018 reflects the additional services provided by Penguin since that time. Under the agreement, Penguin provides specified services to the Trust in connection with the development of its projects. In return for those services, Penguin is entitled to receive: i) a fixed quarterly fee of $1.0 million (subject to inflation-related increments after 2018) and ii) an annual variable fee between $1.5 million and $3.5 million (also inflation-adjusted after 2018) that is based on the achievement of the Trust-level targets for "New Development Initiatives" and "New Projects" that the Trust uses to measure the performance of its executive officers and other annual targets (other than such Trust-level targets) of a similar nature that the Trust uses to measure the performance of its executive officers as determined by the Board of Trustees from time to time.

Omnibus Agreement between the Trust and Penguin
Effective December 9, 2020, pursuant to an Omnibus Agreement between the Trust and Penguin (the "Omnibus Agreement"), Penguin has the option to extend all Earnouts by two years from the previous expiry date, and the Trust has been given a right of first offer in connection with the sale of the economic and financial benefits and rights of any such development parcel during any extended period. In addition, this agreement provides for the payment of certain outstanding amounts between the parties.

Mezzanine Loan Amending Agreements between the Trust and its Affiliates and Penguin ("Mezzanine Loan Agreements")
Effective November 5, 2020, all loan maturity dates have been extended to August 31, 2028, with a new rate structure for the extension period of each mortgage receivable (see also Note 5, "Mortgages, loans and notes receivable" in the Trust's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2025). The Trust's purchase option periods have been extended and because these properties may now be subject to mixed-use development projects, the agreements provide that the parties establish a new framework for the purchase options for the Trust related to mixed-use development.

Non-Competition Agreement
A non-competition agreement with Penguin entered into in 2020 replaced and superseded the previous non-competition agreement extending the term by five years and broadening restricted competing initiatives to include various forms of mixed-use development.

Executive Employment Agreement
This agreement confirms Mr. Goldhar's position as Executive Chairman of the Trust for the period from February 14, 2018, to December 31, 2025, for which Mr. Goldhar receives a salary, bonus, customary benefits, and is eligible to participate in the Trust's DUP and the EIP (see below).

Equity Incentive Plan
In January 2021, the Trust granted 900,000 performance units to Mitchell Goldhar pursuant to the EIP adopted by Unitholders effective December 9, 2020, which are subject to the achievement of Unit price thresholds (ranging from $26.00 to $34.00). The performance period for this award granted under the EIP is from January 1, 2021 to December 31, 2027. The vesting period for these performance units will commence on the date that the applicable performance measure is achieved, and will end on the earlier of the third anniversary of the date that the applicable performance measure is achieved and the end of the performance period. Distributions on these performance units will accumulate from January 1, 2021. Provided the various performance measures are achieved, the performance units will be exchanged for Trust Units or paid out in cash (see also Note 18, "Related party transactions", in the Trust's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2025). Under the award granted to Mitchell Goldhar, the $26.00 Unit price threshold was achieved on April 5, 2021, and the $28.00 Unit price threshold was achieved on May 18, 2021, and under the awards granted to Mitchell Goldhar and other eligible associates in 2021, the $30.00 Unit price threshold was achieved on September 22, 2021, and the $32.00 Unit price threshold was achieved on April 5, 2022. The performance units for $26.00 and $28.00 Unit price thresholds have been vested on April 5, 2024, May 18, 2024, September 22, 2024, the remaining tranche vested on April 5, 2025.

The following table summarizes the change in the carrying value of the EIP award granted to Mitchell Goldhar:

	Three Months Ended March 31	
(in thousands of dollars)	**2025**	2024
Balance – beginning of period	**$22,609**	$17,917
Amortization costs capitalized to properties under development(1)	**572**	1,378
Reinvested distributions on vested EIPs	**275**	—
Fair value adjustment to financial instruments	**815**	(357)
Balance – end of period	**$24,271**	$18,938

(1) These amounts were capitalized to properties under development in connection with Mitchell Goldhar's role in leading and completing development activities.

c) Summary of transactions and balances with Penguin

The following table summarizes related party transactions and balances with Penguin and other related parties, including amounts relating to the Trust's share in equity accounted investments:

	Three Months Ended March 31	
(in thousands of dollars)	**2025**	2024
Related party transactions with Penguin		
Acquisitions and Earnouts:		
Earnouts	**$4,500**	$—
Revenues:		
Service and other revenues:		
Management fee and other services revenue pursuant to the Development Services Agreement	**2,312**	1,912
Support services	**282**	348
	$2,594	$2,260
Interest income from mortgages and loans receivable	**481**	708
Rents and operating cost recoveries included in rentals from income properties	**696**	619
	$3,771	$3,587
Expenses and other payments:		
Fees paid pursuant to the Penguin Services Agreement – capitalized to properties under development	**1,526**	1,706
EIP – capitalized to properties under development	**572**	1,378
Development fees and interest expense – capitalized to investment properties	**274**	74
Opportunity fees pursuant to the development management agreements – capitalized to properties under development[1]	**15**	15
Marketing and other costs – included in general and administrative expense and property operating costs	**15**	12
	$2,402	$3,185

(1) These amounts include prepaid land costs that will offset the purchase price of future Earnouts.

(in thousands of dollars)	**March 31, 2025**	December 31, 2024
Related party balances with Penguin disclosed elsewhere in the financial statements		
Receivables:		
Amounts receivable and other[1] [2]	**$29,833**	$27,110
Loans receivable	**76,686**	76,115
Mortgages receivable	**2**	2
Notes receivable	**2,924**	2,924
Total receivables	**$109,445**	$106,151
Payables and other accruals:		
Accounts payable and accrued liabilities	**1,866**	4,252
Future land development obligations	**17,747**	17,631
Total payables and other accruals	**$19,613**	$21,883

(1) Excludes amounts receivable presented below as part of balances with equity accounted investments. This amount includes amounts receivable of $17.7 million and other of $12.1 million (December 31, 2024 – amounts receivable of $15.4 million and other of $11.7 million).
(2) The non-current portion of amounts receivable represents a related party receivable from Penguin of $14.5 million (December 31, 2024 – $13.0 million). The amount is related to services provided to Penguin by the Trust in accordance with the Development Service Agreement.

Transactions and Agreements with the Trust's equity accounted investments

a) Supplemental Development Fee Agreements

In accordance with the Supplemental Development Fee Agreements, the Trust invoiced PCVP and certain joint ventures a net amount related to associated development fees. See Note 4, "Equity accounted investments", in the Trust's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2025.

b) Loans receivable issued

A loan receivable was provided to PCVP pursuant to a loan agreement. "PCVP" is a partnership in which each of SmartCentres and a Penguin group company owns a 50% interest. Loans receivable were issued to certain joint ventures partnered with SmartStop pursuant to a master credit loan agreement. See Note 5(a) in the Trust's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2025.

c) Other unsecured debt

Other unsecured debt pertains to loans received from equity accounted investments in connection with either the 700 Applewood purchase or contribution agreements relating to joint ventures. See Note 8(b)(iv) in the Trust's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2025.

d) Summary of transactions and balances with the Trust's equity accounted investments

The following table summarizes related party transactions and balances with the Trust's equity accounted investments:

	Three Months Ended March 31	
(in thousands of dollars)	**2025**	2024
Related party transactions with the Trust's equity accounted investments		
Revenues:		
Supplemental Development Fee	**$899**	$1,738
Interest income from mortgages and loans receivable	**2,026**	1,955
Expenses and other payments:		
Rent and operating costs (included in general and administrative expense and property operating costs)	**796**	715

The following table summarizes the related party balances with the Trust's equity accounted investments:

(in thousands of dollars)	**March 31, 2025**	December 31, 2024
Related party balances disclosed elsewhere in the financial statements		
Amounts receivable[(1)]	**$12,728**	$10,034
Loans receivable[(2)]	**148,319**	136,034
Other unsecured debt[(3)]	**114,156**	114,023

(1) Amounts receivable includes Penguin's portion, which represents $6.2 million (December 31, 2024 – $4.8 million) relating to Penguin's 50% investment in the PCVP and Residences (One) LP.
(2) Loans receivable includes Penguin's portion, which represents $27.8 million (December 31, 2024 – $27.4 million) relating to Penguin's 50% investment in PCVP.
(3) Other unsecured debt does not consist of Penguin's portion as at March 31, 2025 (December 31, 2024 – nil).

Other related party transactions

The following table summarizes other related party transactions:

	Three Months Ended March 31	
	2025	2024
Legal fees incurred from a law firm in which a partner is a Trustee[(1)]:		
Capitalized to investment properties	**$—**	$124
Included in general and administrative expense	**—**	211
	$—	$335

(1) Effective January 1, 2025, the Trustee is no longer a partner of the law firm.

Section X — Accounting Policies, Risk Management and Compliance

Material Accounting Estimates and Policies

In preparing the Trust's unaudited interim condensed consolidated financial statements and accompanying notes, it is necessary for management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenue and expenses during the period. The significant items requiring estimates are discussed in the Trust's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2025, and the Notes contained therein.

The Trust's MD&A for the year ended December 31, 2024 also contains a discussion of the significant accounting policies most affected by estimates and judgments used in the preparation of the audited consolidated financial statements for the year ended December 31, 2024. Management determined that as at March 31, 2025, there is no change to the assessment of significant accounting policies most affected by estimates and judgments described in the Trust's MD&A for the year ended December 31, 2024.

Risks and Uncertainties

The ability of the Trust to meet its performance targets is dependent on its success in mitigating the various forms of risks that it has identified. For a comprehensive list of risks and uncertainties pertinent to the Trust, please see the risk factors disclosed in the Trust's Annual Information Form for the year ended December 31, 2024 under the headings "Risk Factors" and the Trust's MD&A for the year ended December 31, 2024 under the heading "Risks and Uncertainties".

Income Taxes and the REIT Exception

In accordance with the Declaration of Trust, distributions to Unitholders are declared at the discretion of the Board of Trustees. The Trust endeavours to distribute to Unitholders, in cash or in Units, in each taxation year its taxable income to such an extent that the Trust will not be liable to income tax under Part I of the *Income Tax Act* (Canada) (the "Tax Act"). For specified investment flow-through trusts (each a "SIFT"), the Tax Act imposes a special taxation regime (the "SIFT Rules"). 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 trusts resident in Canada and in partnerships with specified connections in Canada. Under the 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), 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 Trust qualifies for the REIT Exception as at March 31, 2025.

Disclosure Controls and Procedures and Internal Controls Over Financial Reporting

The Trust's Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting, as defined in Canadian Securities Administrators' National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings.

No changes were made to the Trust's internal controls over financial reporting during the three months ended March 31, 2025 that have materially affected, or are reasonably likely to materially affect, internal controls over financial reporting.

Inherent Limitations

Notwithstanding the foregoing, because of its inherent limitations a control system can provide only reasonable assurance that the objectives of the control system are met and may not prevent or detect misstatements. Management's estimates may be incorrect, or assumptions about future events may be incorrect, resulting in varying results. In addition, management has attempted to minimize the likelihood of fraud. However, any control system can be circumvented through collusion, unauthorized override of controls and processes, and other illegal acts.

Section XI — Glossary of Terms

Term	Definition
Adjusted CORRA	Adjusted CORRA refers to the rate per annum comprising the Canadian Overnight Repo Rate Average ("CORRA") plus the applicable CORRA Adjustment. CORRA is administered and published by the Bank of Canada or its successor.
Anchors or Anchor tenants	Anchors or Anchor tenants are defined as tenants within a retail or office property with gross leasable area greater than 30,000 square feet.
CAM	Defined as common area maintenance expenses.
ECL	Refers to expected credit losses.
Exchangeable Securities	Exchangeable Securities are securities issued by the limited partnership subsidiaries of the Trust that are convertible or exchangeable directly for Units without the payment of additional consideration, including Class B Smart Limited Partnership Units ("Class B Smart LP Units") and Units classified as liabilities. Such Exchangeable Securities are economically equivalent to Units as they are entitled to distributions equal to those on the Units and are exchangeable for Units on a one-for-one basis. The issue of a Class B Smart LP Unit and Units classified as liabilities is accompanied by a Special Voting Unit that entitles the holder to vote at meetings of Unitholders.
Net Asset Value ("NAV")	NAV represents the total assets less total liabilities of the Trust.
Penguin	Penguin refers to entities controlled by Mitchell Goldhar, a Trustee, Executive Chairman, Chief Executive Officer and significant Unitholder of the Trust.
Shadow Anchor	A Shadow Anchor is a store or business that satisfies the criteria for an Anchor tenant, but may be located at an adjoining property or on a portion.
Total Return Swap ("TRS")	A contractual agreement to exchange payments based on a specified notional amount and the underlying financial assets for a specific period. The Trust has a total return swap agreement with a Canadian financial institution to exchange returns based on a notional amount of up to 6.5 million Trust Units with a notional value of approximately $156.0 million for a 48-month period, which, subject to certain conditions, may be unwound prior to its maturity, either in whole or in part.
Voting Top-Up Right	Mitchell Goldhar (either directly or indirectly through Penguin) is entitled to have a minimum of 25.0% of the votes eligible to be cast at any meeting of Unitholders provided certain ownership thresholds are met. Pursuant to the Voting Top-Up Right, the Trust may issue additional Special Voting Units of the Trust to Mitchell Goldhar and/or Penguin to increase his voting rights to 25.0% in advance of a meeting of Unitholders. The total number of Special Voting Units is adjusted for each meeting of the Unitholders based on changes in Mitchell Goldhar's, and Penguin's, ownership interest. At the Trust's annual meeting of Unitholders in December 2020, Unitholders approved an extension of the Voting Top-Up Right to December 31, 2025.