

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") provides an explanation of the financial position, operating results, performance and outlook of Mainstreet Equity Corp. ("Mainstreet" or the "Corporation") as at and for the fiscal years ended September 30, 2017 and 2016. This discussion should not be considered all-inclusive, as it excludes changes that may occur in general economic and political conditions. Additionally, other events may occur that could affect the Corporation in the future. This MD&A should be read in conjunction with the Corporation's audited consolidated financial statements for the fiscal years ended September 30, 2017 and 2016. These audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A has been reviewed and approved by the Audit Committee and Board of Directors of the Corporation and is effective as of December 12, 2017. All amounts are expressed in Canadian dollars. Additional information regarding the Corporation including the Corporation's annual information form is available under the Corporation's profile at SEDAR (www.sedar.com). Unless indicated otherwise, reference herein to 2017 and 2016 refers to the years ended September 30, 2017 and 2016, respectively.

BUSINESS OVERVIEW

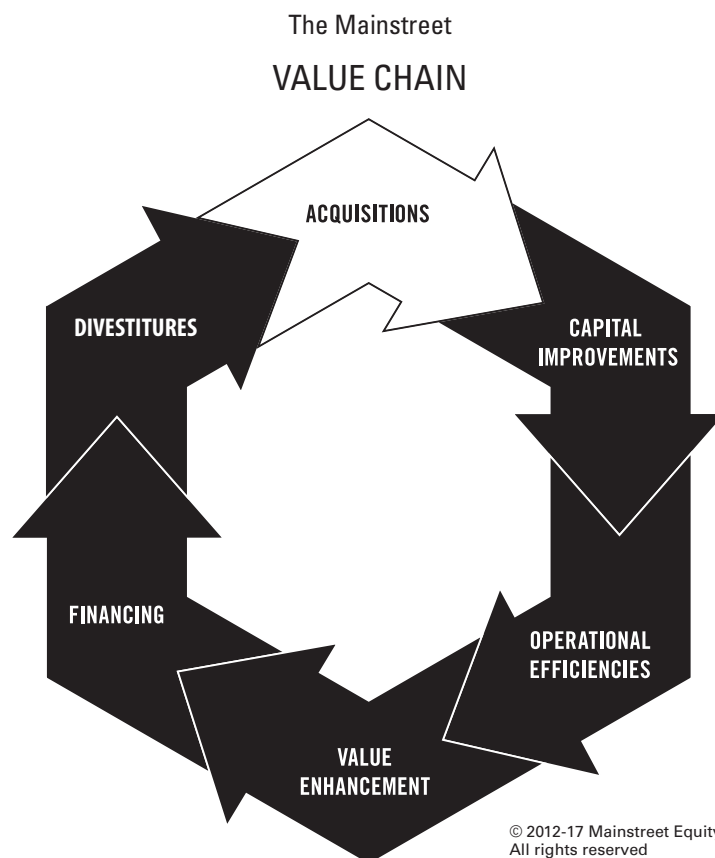
Based in Calgary, Alberta, Mainstreet is a Canadian real estate corporation focused on the acquisition, redevelopment, repositioning and management of mid-market rental apartment buildings in four major Canadian markets: Vancouver/Lower Mainland, Southern Alberta (including the City of Calgary and Lethbridge and the Town of Cochrane), Edmonton (including the City of Fort Saskatchewan) and Saskatoon.

Mainstreet is listed on the Toronto Stock Exchange ("TSX") and its common shares are traded under the symbol "MEQ".

BUSINESS STRATEGY

Mainstreet's goal is to become Canada's leading provider of affordable mid-sized, mid-market rental accommodations – typically properties with fewer than 100 units. In pursuit of this goal, the Corporation adheres to its six-step "Value Chain" business model:

- **Acquisitions:** Identify and purchase underperforming rental units at prices well below replacement costs.
- **Capital improvements:** Increase the asset value of Mainstreet's portfolio by renovating acquired properties.
- **Operational efficiencies:** Minimize operating costs through professional management, efficient technology and energy-saving equipment.
- **Value enhancement:** Reposition renovated properties in the market as Mainstreet branded products for higher rents, and build and sustain customer loyalty through high levels of service.
- **Financing:** Maintain a sound capital structure with access to low-cost, long-term Canada Mortgage and Housing Corporation ("CMHC") insured mortgage loans.
- **Divestitures:** Occasionally sell mature real estate properties to redirect capital into newer, higher potential properties.



INTERNATIONAL FINANCIAL REPORTING STANDARDS

The consolidated financial statements of the Corporation prepared in conjunction with this MD&A have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB").

Investment Properties

Investment properties are properties held to earn rental income and are initially measured at cost. Cost includes the initial purchase price and any direct attributable expenditure related to the acquisition and improvement of the properties. All costs associated with upgrading the quality and extending the economic life of the investment properties are capitalized as an additional cost of investment properties.

After initial recognition, the Corporation adopts the fair value model to account for the carrying value of investment properties in accordance with International Accounting Standard ("IAS") 40, Investment Property ("IAS 40").

Method Used in Determining the Fair Value of Investment Properties

The fair value of investment properties held by the Corporation as of September 30, 2017, was determined by independent qualified real estate appraisers who are members of the Appraisal Institute of Canada and have appropriate qualifications and experience in the valuation of the Corporation's investment properties in relevant locations. The direct capitalization method was used to convert an estimate of a single year's income (net operating income) expectancy into an indication of value in one direct step by dividing the income (net operating income) estimated by an appropriate capitalization rate.

The fair values are most sensitive to changes in net operating income and capitalization rates. Mainstreet's total portfolio is valued at \$1,632 million at September 30, 2017 (\$1,460 million at September 30, 2016). The following is the breakdown of market value by city and average capitalization rates used in determining the fair value of investment properties at September 30, 2017 and September 30, 2016, respectively.

As at September 30, 2017	Number of properties	Number of units	Market value (\$million)	Average value per unit (\$000)	Average capitalization rate
Surrey, British Columbia	10	1,775	\$ 336	\$ 189	4.05%
Abbotsford, British Columbia	15	975	147	151	4.70%
Calgary and Southern Alberta, Alberta (Note 1)	38	1,925	406	211	4.81%
Edmonton, Alberta (Note 2)	125	4,172	549	132	5.74%
Saskatoon, Saskatchewan	49	1,633	194	119	6.64%
Total investment properties	237	10,480	\$ 1,632	\$ 156	5.17%

Note (1) - Includes the City of Lethbridge and the Town of Cochrane

Note (2) - Includes the City of Fort Saskatchewan

As at September 30, 2016	Number of properties	Number of units	Market value (\$million)	Average value per unit (\$000)	Average capitalization rate
Surrey, British Columbia	10	1,775	\$ 272	\$ 153	4.56%
Abbotsford, British Columbia	15	975	128	131	5.13%
Calgary and Southern Alberta, Alberta (Note 1)	34	1,813	390	215	4.86%
Edmonton, Alberta (Note 2)	120	3,883	503	130	5.92%
Saskatoon, Saskatchewan	46	1,432	167	117	6.77%
Total investment properties	225	9,878	\$ 1,460	\$ 148	5.41%

Note (1) - Includes the City of Lethbridge and the Town of Cochrane

Note (2) - Includes the City of Fort Saskatchewan

The fair market value of the Mainstreet portfolio in Vancouver/Lower Mainland has increased substantially by \$82 million, or 21%, to an average price of \$176,000 per unit, compared with \$145,000 per unit in 2016. The increase was due to a sustained boom in the real estate market where selling prices have been increasing month after month. In agreement with Mainstreet management, the appraisers have adopted a very conservative approach in their valuation procedures. They did this by comparing sales on actual transactions over an extended period before adjusting fair market values in their appraisal report, in order to determine whether increased sales prices were a permanent trend.

Management is aware of the challenge Mainstreet is facing in estimating the fair market value of its investment portfolio under the current, ever-changing market conditions, but is committed to continue monitoring the market, reviewing all completed transactions and communicating with the appraisers on a frequent basis in order to determine the values which will reflect the true and fair market value of its investment properties for the quarterly and annual financial reports.

Acquisitions & Growth

(000s of dollars)

For the financial year ended September 30,	2017	2016
	Calgary, Edmonton, and Saskatoon	Abbotsford, Calgary, Edmonton, and Saskatoon
Number of rental units (Note 1) (Note 2)	601	583
Total costs	\$ 65,374	\$ 56,612
Average price per apartment unit (Note 1)	\$ 109	\$ 97

Note (1) - Includes 1 commercial unit in Calgary, Alberta for 2016

Note (2) - Includes 1 corporate unit in Calgary, Alberta for 2017

Employing a strict set of criteria, Mainstreet identifies and acquires underperforming rental properties in Western Canada that offer the potential to enhance the Corporation's asset value and its long-term revenues through increased rental rates. In 2017, Mainstreet acquired 112 residential units in Calgary, Alberta, 288 residential units in Edmonton, Alberta and 201 residential unit in Saskatoon, Saskatchewan for a total consideration of \$65.4 million – an average purchase price of \$109,000 per residential unit. Since Mainstreet's previous financial year-end (September 30, 2016), the Corporation has grown its portfolio of properties by 6%.

Subsequent to the year end date, the Corporation acquired additional 706 residential units and grown its portfolio further by 7%.

As of September 30, 2017, Mainstreet's portfolio included 10,480 units, including townhouses, garden-style apartments and concrete mid-rise and high-rise apartments; 91% of these residential units were rented, while 7% were being renovated and the remainder left vacant because of current unfavourable rental market conditions, primarily in the provinces of Alberta and Saskatchewan.

Since 1997, the Corporation's portfolio has increased from 10 to 237 buildings, while the fair value of the investment properties within this portfolio has grown from approximately \$17 million to \$1,632 million as of September 30, 2017.

The following table demonstrates the growth of the Corporation by region since the end of the previous financial year ended September 30, 2016.

	Number of units as at Oct. 1, 2016	Acquisitions/ disposition 12 months ended Sep. 30, 2017	Number of units as at Sep. 30, 2017	% growth
Surrey, British Columbia	1,775	–	1,775	–
Abbotsford, British Columbia	975	–	975	–
Calgary and Southern Alberta, Alberta (Note 1)	1,813	112	1,925	6%
Edmonton, Alberta (Note 2) (Note 3)	3,883	289	4,172	7%
Saskatoon, Saskatchewan	1,432	201	1,633	14%
Investment properties	9,878	602	10,480	6%

Note (1) - Includes the City of Lethbridge and the Town of Cochrane

Note (2) - Includes the City of Fort Saskatchewan

Note (3) - Including 1 unit converted from extra space in an existing property

CAPITAL IMPROVEMENTS

Mainstreet's "Value Chain" business philosophy focuses on creating value in capital assets by renovating newly-acquired properties and enhancing operating efficiencies. Every property and rental unit is upgraded to meet Mainstreet's branded standard, which creates an attractive product while reducing operating costs and enhancing long-term asset value. Capital investment also includes expenses incurred on turnover units.

In 2017, the Corporation spent \$23.9 million (2016 – \$20.4 million), of which \$20.3 million (2016 – \$18.0 million) was for upgrading stabilized properties and improving other holdings – specifically for exterior upgrades such as new roofs, windows, siding and insulation. These expenditures also covered mechanical interior upgrades such as new boilers, flooring and paint, to address the balance of non-renovated units and to maintain the condition of properties in the current portfolio, Mainstreet plans to spend an estimated \$20 million on renovations in fiscal year 2018. These improvements are expected to be financed

through existing cash balances, funds from operations and ongoing refinancing of existing properties. Mainstreet expects to complete most of the renovations of its existing properties within the next 12 to 24 months. Revenue and income are expected to increase over time as more units are renovated and reintroduced to the market at anticipated higher rental rates.

Uncertainties affecting future revenue and income include the rate of turnover of existing tenants, availability of renovation workers and building materials, and increases in labour and material costs, all of which could have a material impact on the timing and cost of completing these renovations.

REVIEW OF FINANCIAL & OPERATING RESULTS

Summary of Financial Results

(000s of dollars except per share amounts)

For the year ended September 30,	2017	2016	2015	% Change 2016	% Change 2015
Gross revenue	\$ 105,241	\$ 100,494	\$ 100,553	5%	0%
Profit and comprehensive income from operations	90,935	17,171	64,708	430%	(73%)
Fair value (gain) loss	(82,889)	3,035	(54,742)	(2,831%)	(106%)
Depreciation	414	366	392	13%	(7%)
Income tax – current and deferred	17,392	5,646	21,447	208%	(74%)
Funds from operations before current income tax	25,852	26,218	31,805	(1%)	(18%)
Current income tax	–	–	(1,763)	–	–
Funds from operations (Note 1)	25,852	26,218	30,042	(1%)	(13%)
Interest income	(581)	(206)	(161)	182%	28%
Current income tax	–	–	1,763	–	–
General and administrative expenses	10,265	9,599	8,715	7%	10%
Mortgage interest	28,402	26,033	25,020	9%	4%
Financing cost	2,828	2,379	1,943	19%	22%
Insurance settlement	(2,400)	–	–	–	–
Net operating income (Note 2)	\$ 64,366	\$ 64,023	\$ 67,322	1%	(5%)
Operating margin from operations	62%	64%	67%		
Profit per share					
Basic	\$ 10.25	\$ 1.79	\$ 6.23	473%	(71%)
Fully diluted	\$ 9.51	\$ 1.67	\$ 5.84	469%	(71%)
Funds from operations before current income tax per share					
Basic	\$ 2.91	\$ 2.74	\$ 3.06	6%	(10%)
Fully diluted	\$ 2.70	\$ 2.56	\$ 2.87	5%	(11%)
Funds from operations per share					
Basic	\$ 2.91	\$ 2.74	\$ 2.89	6%	(5%)
Fully diluted	\$ 2.70	\$ 2.56	\$ 2.71	5%	(6%)
Weighted average number of shares					
Basic	8,870,871	9,568,897	10,383,151		
Fully diluted	9,565,110	10,258,220	11,086,870		
Total assets	\$ 1,668,528	\$ 1,476,765	\$ 1,401,332		
Total long term liabilities	\$ 966,670	\$ 789,986	\$ 676,055		

Note (1) – Funds from operations (“FFO”) is calculated as profit before fair value gain (loss), depreciation of property, plant and equipment and deferred income taxes. FFO is a widely accepted supplemental measure of a Canadian real estate company's performance but is not a recognized measure under IFRS. The IFRS measurement most directly comparable to FFO is profit (for which reconciliation is provided above). FFO should not be construed as an alternative to profit or cash flow from operating activities, determined in accordance with IFRS, as an indicator of Mainstreet's performance. Readers are cautioned that FFO may differ from similar calculations used by other comparable entities.

Note (2) – Net operating income (“NOI”) is rental revenue minus property operating expenses. While Mainstreet uses NOI to measure its operational performance, it is not a recognized measure under IFRS. The IFRS measure most directly comparable to NOI is profit. NOI should not be construed as an alternative to profit determined in accordance with IFRS. Readers are cautioned that NOI may differ from similar calculations used by other comparable entities. A reconciliation of profit to net operating income from continuing operations for the period is provided above.

REVENUE

In 2017, revenue was primarily comprised of rental and ancillary rental income totalling \$104.7 million (2016 – \$100.3 million) and interest income. Overall, the revenue increased by 4% as compared to 2016, which is discussed and analyzed in the session entitled “Rental Operations” below.

PROFIT

For the year ended September 30, 2017, Mainstreet reported a profit from operations of \$90.9 million (\$10.25 per basic share), as compared to a profit of \$17.2 million (\$1.79 per basic share) in 2016.

Profit from operations is further analyzed as follows:

(000s of dollars)

For the year ended September 30,	2017	2016	% Change
Funds from operations before current income tax	\$ 25,852	\$ 26,218	(1 %)
Fair value gain (loss)	82,889	(3,035)	(2831 %)
Depreciation	(414)	(366)	13%
	108,327	22,817	
Income tax – current and deferred	17,392	5,646	208%
Profit and comprehensive income from operations	\$ 90,935	\$ 17,171	430%

In 2017, a fair value gain of \$82.9 million was incurred as compared to a fair value loss of \$3.0 million in 2016. It is mainly due to changes that are analyzed as follows:

(000s of dollars)

Fair value gain (loss) from appraisals	2017	2016
Surrey	\$ 63,550	\$ 27,800
Abbotsford	18,875	7,497
Calgary	55	(1,709)
Edmonton	18,571	(16,646)
Saskatoon	5,730	379
	106,781	17,321
Capital expenditure	(23,892)	(20,356)
Fair value (loss) gain	\$ 82,889	\$ (3,035)

The reduction in funds from continuing operations in 2017 and 2016 is further discussed and analyzed in the following section entitled: “Funds From Operations”.

FUNDS FROM OPERATIONS

Management believes that FFO rather than profit, as defined in the preceding footnote, is a more meaningful performance measurement for a real estate company's operating performance as FFO excludes these non-operating income and expenses namely fair value gain (loss), depreciation and deferred income taxes. Mainstreet generates FFO from three sources: rental revenue and ancillary rental income from investment properties, sale of properties acquired for resale purposes and the periodic sale of investment properties. Mainstreet generally reinvests the proceeds from the latter into investment properties with greater potential for long-term returns.

In 2017, Mainstreet's FFO from operations before current income tax slightly decreased by 1% to \$25.9 million as compared to \$26.2 million in 2016. In 2017, Mainstreet incurred one-time pay-out penalties of \$2.1 million (2016 – \$745,000). Additionally, Mainstreet received an insurance settlement of \$2.4 million (2016 – Nil) for a property destroyed by fire in Edmonton, Alberta. Excluding these one-time items, FFO decreased by 5% to \$25.6 million in 2017 as compared to \$27.0 million in 2016.

(000s of dollars)

Year ended September 30,		2017		2016	% Change
Funds from operations	\$	25,852	\$	26,218	(1%)
Insurance settlement		(2,400)		–	100%
Pay-out penalties		2,130		745	186%
Funds from operations before insurance settlement and pay-out penalties	\$	25,582	\$	26,963	(5%)

The decrease in FFO in 2017 was mainly attributable to the increased G & A expenses of \$666,000 and increased mortgage interest of \$2.4 million from 2016, which will be discussed and analyzed below.

GENERAL & ADMINISTRATIVE (G&A) EXPENSES

G&A expenses mainly include corporate costs such as office overheads, legal and professional fees and salary expenses. In 2017, G&A expenses increased by \$666,000 (7%) to \$10.3 million as compared to \$9.6 million in 2016, mainly resulting from increase of advertising and salary expenses. The Corporation continues to build up its management team in anticipation of continued growth.

MORTGAGE INTEREST

Mortgage interest expenses increased by 9% to \$28.4 million in 2017 compared to \$26.0 million in 2016. The rise was mainly attributable to an increase in mortgage loans from refinancing of pre-maturity mortgages and financing of clear title assets as well as pay-out penalties of \$2.1 million (2016 – \$745,000) incurred during the year. Excluding these pay-out penalties, mortgage interest expenses increased by 4% to \$26.3 million in 2017 as compared to \$25.3 million in 2016.

Mainstreet refinanced \$60 million pre-maturity loans at an average interest rate of 5.19% into 10-year, CMHC-insured mortgages at an average interest rate of 2.43%, resulting in approximately \$1.6 million in annualized interest savings, or \$16 million over 10 years. As a result of refinancing, Mainstreet raised additional funds of \$62 million including an early payout penalty of \$2.1 million. The Corporation also financed 12 clear title assets for \$65 million 10-year, CMHC-insured mortgages at an average interest rate of 2.55%. The total funds raised through the financing activities amounted to \$127 million for the year to support further growth.

Management believes that the decrease in FFO in 2017 resulting from the pay-out penalty is justified by a long-term gain in future savings in interest expense and reduction in the overall interest risk exposure of the Corporation.

RENTAL OPERATIONS

(000s of dollars)

For the year ended Sep. 30,	Total Portfolio			Same Asset			Acquisition		
	2017	2016	% Change	2017	2016	% Change	2017	2016	% Change
Rental revenue and ancillary rental income	\$ 104,660	\$ 100,288	4%	\$ 98,598	\$ 99,282	(1%)	\$ 6,062	\$ 1,006	503%
Operating expenses	40,294	36,265	11%	37,164	35,788	4%	3,130	477	556%
Net operating income	\$ 64,366	\$ 64,023	1%	\$ 61,434	\$ 63,494	(3%)	\$ 2,932	\$ 529	454%
Operating margin	62%	64%		62%	64%		48%	53%	
Average vacancy rate	10.5%	8.9%	18%	8.4%	8.7%	(7%)	33.8%	6.9%	390%
Weighted average number of units	10,142	9,427	8%	9,301	9,301	0%	841	126	567%
Average rental rate per unit per month	\$ 860	\$ 887	(3%)	\$ 883	\$ 890	(1%)	\$ 601	\$ 665	(10%)
Average operating expense per unit per month	\$ 331	\$ 321	3%	\$ 333	\$ 321	4%	\$ 310	\$ 315	(2%)

Despite the increase in the vacancy rate to 10.5% in 2017 from 8.9% in 2016 and a drop in the average monthly rental rate to \$860 per unit in 2017 from \$887 per unit in 2016, the overall rental revenue and ancillary rental income increased by 4% to \$104.7 million in 2017 as compared to \$100.3 million in 2016. This was due to the continued growth of the Corporation's portfolio. The average number of unit increased by 8% over the year.

For same asset properties, which refer to properties owned by the Corporation for the entire twelve-month period ended September 30, 2017 and 2016, the rental revenue slightly dropped by 1% to \$98.6 million in 2017 from \$99.3 million in 2016. The average rental rate per unit per month decreased by 1% to \$883 in 2017 from \$890 per unit in 2016. The vacancy rate decreased to 8.4% in 2017 from 9.0% in 2016.

Persistently low petroleum and natural gas commodity prices have negatively impacted the Alberta and Saskatchewan markets, which comprise 74% of the Corporation's portfolio. The economic downturn has caused a reduction in net inter-province immigration, lower GDP growth and higher unemployment rates, which directly affected occupancy rates and rental rates in 2017.

Mainstreet's operating expenses have also increased substantially. The overall and same asset properties average operating cost per month per unit has increased by 11% and 4% compared to 2016, respectively.

The increase in operating expenses was due to increased utility expenses of \$1.9 million and property tax expenses of \$585,000, which were expenses the Corporation can not control, and an increase in advertising, repair and maintenance expenses.

During the continuing economic downturn, Mainstreet has increased spending on advertising as well as on leasing and maintenance expenses for vacant suites. In addition, Mainstreet has increased spending related to the upkeep of its properties in an attempt to remain competitive in the rental market.

As a result, the net operating income increased by 1% to \$64.4 million in 2017 from \$64.0 million in 2016 while the net operating margin dropped to 62% in 2017 from 64% in 2016.

For the same asset properties, the net operating income decreased by 3% to \$61.4 million in 2017 from \$63.5 million in 2016 and the net operating margin dropped to 62% in 2017 from 64% in 2016.

RENTAL OPERATIONS BY PROVINCE

Mainstreet manages and tracks the performance of rental properties in each of its geographic markets.

BRITISH COLUMBIA

Mainstreet achieved 1% growth in its British Columbia portfolio in 2017; the average number of rental units grew to 2,750, compared with 2,735 in 2016. The average vacancy rate also improved to 0.9% in 2017 from 1.8% in 2016 mainly due to an improved occupancy rate in both the Surrey and Abbotsford markets and stabilization of certain properties.

An above-average vacancy rate can also be attributed to the overall economic performance in British Columbia, which is among the strongest in the country, according to information published by Statistics Canada. As a result, rental revenue per unit significantly increased by 7% to \$905 per month in 2017 from \$848 per month in 2016.

The operating expense per unit increased by 2% to \$289 per month compared to \$284 per month in 2016, due mainly to increased property taxes and utility expenses. As a result, the net operating income increased by 10% and the net operating margin increased to 68% as compared to 66% in 2016.

(000s of dollars except per unit data)

For the year ended September 30,	2017		2016		% Change
Rental revenue and ancillary rental income	\$	29,855	\$	27,836	7%
Operating expenses		9,534		9,331	2%
Net operating income	\$	20,321	\$	18,505	10%
Weighted average number of units		2,750		2,735	1%
Average rent per unit per month	\$	905	\$	848	7%
Operating cost per unit per month	\$	289	\$	284	2%
Average vacancy rate		0.9%		1.8%	
Operating margin		68%		66%	

ALBERTA

Mainstreet achieved a growth of 7% in its Alberta portfolio in 2017; the weighted average number of rental units has grown to 5,923 units, compared to 5,547 units in 2016. The average vacancy rate increased to 13.5% in 2017 from 10.9% in 2016. The increase of vacancy rate was mainly due to continued weaker economic conditions in the province. Rental revenue per unit decreased by 7% to \$870 per month in 2017 from \$935 per month in 2016 as a result of the increased vacancy rate and rental incentives during the period.

The operating expense per unit increased by 4% to \$358 per month in 2017 from \$344 per month in 2016. The increase in operating expense was mainly due to increased utility, property taxes, leasing, repairs and maintenance expenses in the fiscal year. As a result, the net operating income decreased by 7% and the net operating margin decreased to 59% as compared to 63% in 2016.

(000s of dollars except per unit data)

For the year ended September 30,	2017	2016	% Change
Rental revenue and ancillary rental income	\$ 61,804	\$ 62,223	(1%)
Operating expenses	25,411	22,905	11%
Net operating income	\$ 36,393	\$ 39,318	(7%)
Weighted average number of units	5,923	5,547	7%
Average rent per unit per month	\$ 870	\$ 935	(7%)
Operating cost per unit per month	\$ 358	\$ 344	4%
Average vacancy rate	13.5%	10.9%	
Operating margin	59%	63%	

SASKATCHEWAN

Mainstreet achieved significant growth of 28% in the Saskatchewan portfolio in 2017; the average number of rental units grew to 1,469 units, compared with 1,145 units in 2016. The average vacancy rate decreased to 16.2% in 2017, down from 16.4% in 2016.

Rental revenue per unit decreased slightly by 1% to \$738 per month in 2017, down from \$744 per month in 2016 as a result of increased rental incentives offered by the Corporation during the year.

The operating expense per unit increased by 3% to \$303 per month in 2017 from \$293 per month in 2016 due mainly to increased property taxes, leasing, repairs and maintenance expenses in the fiscal year. As a result, the net operating income significantly increased by 23% while the net operating margin decreased to 59% from 61% in 2016.

(000s of dollars except per unit data)

For the year ended September 30,	2017	2016	% Change
Rental revenue and ancillary rental income	\$ 13,001	\$ 10,229	27%
Operating expenses	5,349	4,029	33%
Net operating income	\$ 7,652	\$ 6,200	23%
Weighted average number of units	1,469	1,145	28%
Average rent per unit per month	\$ 738	\$ 744	(1%)
Operating cost per unit per month	\$ 303	\$ 293	3%
Average vacancy rate	16.2%	16.4%	
Operating margin	59%	61%	

POTENTIAL GROWTH IN RENTAL REVENUE UNDER OPTIMUM OPERATIONS

Management defines "optimum operations" to be when all rental units reach their respective market rates and the average vacancy rate is at 5%.

The Corporation is not currently operating under optimum operations, mainly due to weakening market conditions in the Provinces of Alberta and Saskatchewan and the stabilization and renovation of newly acquired properties and turnover suites.

The following table indicates the potential increase in rental revenue should the Corporation operate under the optimum operating conditions as defined in the preceding paragraph, as of the year-end dated September 30, 2017.

City	Stabilized Properties					Unstabilized Properties				
	Total number of units	Number of stabilized units	Current rent rate per unit per month	Current vacancy rate	Current market rent rate per unit per month	Number of unstabilized units	Current rent rate per unit per month	Current vacancy rate	Current market rent rate per unit per month	Potential increase in rental revenue under the optimum operations (\$000)
Abbotsford, BC	975	937	\$ 836	0.43%	\$ 883	38	\$ 760	0.00%	\$ 920	599
Surrey, BC	1,775	1,775	939	0.51%	1,013	—	—	—	—	—
Calgary, AB	1,925	1,813	1,027	7.89%	1,215	112	934	12.50%	1,031	4,749
Edmonton, AB	4,172	3,707	935	12.41%	1,034	465	966	52.90%	1,008	10,070
Saskatoon, SK	1,633	1,073	849	17.15%	988	560	700	11.96%	1,079	5,775
	10,480	9,305	\$ 934	8.60%	\$ 1,045	1,175	\$ 830	27.83%	\$ 1,041	21,194

SUMMARY OF QUARTERLY RESULTS

(000s of dollars except per share amounts)

	Sep. 30, 2017	Jun. 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sep. 30, 2016	Jun. 30, 2016	Mar. 31, 2016	Dec. 31, 2015
Rental revenue	\$ 25,977	\$ 25,952	\$ 25,579	\$ 25,499	\$ 24,761	\$ 24,225	\$ 24,828	\$ 25,055
Ancillary rental income	412	428	469	344	341	291	450	337
Interest income	141	152	174	114	32	40	100	34
Total revenue from operations	\$ 26,530	\$ 26,532	\$ 26,222	\$ 25,957	\$ 25,134	\$ 24,556	\$ 25,378	\$ 25,426
Fair value gain (loss)	\$ 116,464	\$ (17,282)	\$ (8,545)	\$ (7,748)	\$ 54,723	\$ (5,273)	\$ (36,432)	\$ (16,053)
Profit (loss) from operations	\$ 107,069	\$ (10,216)	\$ (2,219)	\$ (3,698)	\$ 53,012	\$ (259)	\$ (27,098)	\$ (8,484)
Net profit (loss) per share								
Basic	\$ 12.10	\$ (1.15)	\$ (0.25)	\$ (0.42)	\$ 5.97	\$ (0.03)	\$ (2.67)	\$ (0.83)
Diluted	\$ 11.21	\$ (1.15)	\$ (0.25)	\$ (0.42)	\$ 5.54	\$ (0.03)	\$ (2.67)	\$ (0.83)
Average vacancy rate	10.9%	10.6%	10.7%	9.7%	10.3%	9.2%	8.3%	7.8%
Net operating income	\$ 17,242	\$ 16,620	\$ 14,814	\$ 15,690	\$ 15,868	\$ 15,546	\$ 15,975	\$ 16,634
Same assets rent and ancillary rental income	\$ 24,541	\$ 24,736	\$ 24,596	\$ 24,725	\$ 24,292	\$ 24,409	\$ 25,189	\$ 25,392
Same assets net operating income	\$ 16,338	\$ 15,872	\$ 14,141	\$ 15,083	\$ 15,440	\$ 15,491	\$ 15,929	\$ 16,634
Stabilized FFO	\$ 7,434	\$ 6,427	\$ 4,604	\$ 3,916	\$ 5,236	\$ 5,775	\$ 5,973	\$ 6,807
Funds from operations	\$ 7,607	\$ 6,743	\$ 7,208	\$ 4,294	\$ 5,614	\$ 6,207	\$ 6,746	\$ 7,651
Funds from operations per share								
Basic	\$ 0.86	\$ 0.76	\$ 0.81	\$ 0.48	\$ 0.63	\$ 0.68	\$ 0.67	\$ 0.75
Diluted	\$ 0.80	\$ 0.70	\$ 0.75	\$ 0.45	\$ 0.59	\$ 0.63	\$ 0.62	\$ 0.71

- Highlights of the Corporation's financial results for the fourth quarter ended September 30, 2017. Rental and ancillary rental income remained constant at \$26.5 million, compared to Q3 2017 and a 6% increase from \$25.1 million in Q4 2016.
- In Q4 2017, the average vacancy rate for the quarter was 10.9%, compared to 10.6% in Q3 2017 and 10.3% in Q4 2016.
- Fair value gain for the quarter was \$116.5 million, mainly due to substantial fair value increase in Vancouver/Lower Mainland, compared to a loss of \$17.3 million in Q3 2017 and a gain of \$54.7 million in Q4 2016.
- Funds from operations for the quarter were \$7.6 million, the increase was mainly due to, a 13% increase from \$6.7 million in Q3 2017 and a 36% increase from \$5.6 million in Q4 2016. The increase was mainly due to improved net operating income in Q4 2017.
- Net operating income was \$17.2 million, a 4% increase from \$16.6 million in Q3 2017 and an 8% increase from \$15.9 million in Q4 2016.

- Same assets rental and ancillary rental income was \$24.5 million, a 1% decrease from \$24.7 million in Q3 2017 and a 1% increase from \$24.3 million in Q4 2016.
- Same assets net operating income was \$16.3 million, a 3% increase from \$15.9 million in Q3 2017 and a 6% increase from \$15.4 million in Q4 2016.
- Funds from operations related to stabilized properties were \$7.4 million, a 16% increase from \$6.4 million in Q3 2017 and a 42% increase from \$5.2 million in Q4 2016.

STABILIZED PROPERTIES

The Corporation focuses on the acquisition of underperforming properties, renovating them and repositioning the renovated properties in the market at current market rents. Underperforming properties have typically been poorly managed, with substantial deferred maintenance and rents that are often well below current market rental rates.

The Corporation refers to such underperforming properties acquired as “unstabilized properties”; and to the process of renovating and repositioning those acquired unstabilized properties as the “stabilization process”. After completion of the stabilization process, such properties are referred to as “stabilized properties”. The period of time required for the completion of renovations and repositioning of renovated properties at current market rents depends on the condition of the properties acquired, the amount of renovation work required to bring the property up to Mainstreet’s standards and the applicability of rent control legislation to those properties, according to the provinces in which they are acquired.

Based upon the Corporation’s past experience, the average period required for the stabilization process is approximately two years in provinces without statutory rent controls, such as the Provinces of Alberta and Saskatchewan. In British Columbia, due to applicable statutory rent controls, the allowable annual rent increase for existing tenants is determined by the Tenancy Board of the Province of British Columbia (thereby potentially decreasing tenant turnover rate and delaying of rent increases to current market levels). For this reason, past experience shows the average stabilization process in BC is approximately three years.

As of September 30, 2017, 216 properties (9,305 units) out of 237 properties (10,480 units) were stabilized. The following table summarizes the change of the Corporation’s stabilized and unstabilized units since the beginning of fiscal year 2017.

	Oct. 1, 2016	%	Acquisition/ addition	Number of units stabilized	Sep. 30, 2017	%
Stabilized Units	8,714	88%	1	590	9,305	89%
Unstabilized Units	1,164	12%	601	(590)	1,175	11%
Total Units	9,878	100%	602	–	10,480	100%

The following table summarizes the progress of the Corporation’s stabilization progress since the beginning of fiscal year 2017.

	Oct. 1, 2016	No. of units stabilized during the year	No. of unstabilized units acquired/ disposed during the year	Sep. 30, 2017
Numbers of unstabilized units held for renovation	1,164	(590)	601	1,175
Numbers of unstabilized units held for redevelopment	–	–	–	–
Total number of unstabilized units	1,164	(590)	601	1,175
Number of months				
Average time spent on stabilization	13	28	5	10
Estimated remaining time for stabilization	17	–	23	14

During the year ended September 30, 2017, the Corporation acquired 201 unstabilized units in Saskatoon, Saskatchewan, 288 unstabilized units in Edmonton, Alberta and 112 unstabilized units in Calgary, Alberta that required substantial renovation and with rents considered well below the market for stabilized units. The Corporation has stabilized 590 units with renovation work substantially completed, resulting in rent increases to or near current market levels.

FUNDS FROM OPERATIONS OF STABILIZED PROPERTIES

For 2017, FFO from operations of Mainstreet’s stabilized property portfolio amounted to \$22.4 million (\$2.52 per basic share and \$2.34 per fully diluted share).

(000s of dollars except per share amounts)

Year ended September 30, 2017	Stabilized properties	Unstabilized properties	Total
Rental and ancillary rental income	\$ 98,248	\$ 6,412	\$ 104,660
Property operating expenses	37,147	3,147	40,294
Net operating income	\$ 61,101	\$ 3,265	\$ 64,366
Operating margin	62%	51%	62%
Vacancy rate	8.4%	32.0%	10.5%
Interest income	\$ 531	\$ 50	\$ 581
Insurance settlement	—	2,400	2,400
General and administrative expenses	9,323	942	10,265
Mortgage interest	27,296	1,106	28,402
Financing cost	2,632	196	2,828
Funds from operations	\$ 22,381	\$ 3,471	\$ 25,852
Funds from operations per share			
Basic	\$ 2.52	\$ 0.39	\$ 2.91
Diluted	\$ 2.34	\$ 0.36	\$ 2.70
Weighted average number of shares			
Basic	8,870,871		
Diluted	9,565,110		

In 2017, FFO of the stabilized property portfolio decreased by 12% to \$22.4 million as compared to \$25.3 million in 2016, while the number of stabilized units increased by 7% to 9,305 units as of September 30, 2017 compared to 8,714 units as of September 30, 2016.

(000s of dollars except per share amounts)

For the year ended September 30,	2017	2016	% Change
Stabilized FFO	\$ 22,381	\$ 25,320	(12%)
Number of stabilized units	9,305	8,714	7%

LIQUIDITY & CAPITAL RESOURCES

Working Capital Requirement

Mainstreet requires sufficient working capital to cover day-to-day operating and mortgage expenses as well as income tax payments. In 2017, after payments of all required expenses, the Corporation generated funds from operations of \$25.9 million.

Management expects funds generated from operations will continue to grow when more units are renovated and re-introduced to the market at higher rental rates and Management believes that these funds should be sufficient to meet the Corporation's working capital requirements on a year-to-year basis going forward.

Other Capital Requirements

Mainstreet also needs sufficient capital to finance continued growth and capital improvement. In 2017, the Corporation spent approximately \$90.2 million on acquisitions and capital improvement. Management expects the following capital resources to be sufficient to meet the capital requirements on a year-to-year basis.

Financing

Debt financing after property stabilization and maturity of initial loans is a cornerstone of Mainstreet's business strategy. Management believes this unlocks the value added through stabilization and liberates capital for future growth. Management also believes this mitigates the risk of anticipated interest rate hikes and minimizes the costs of borrowing. Mainstreet continually refinances as much floating and maturing debt as possible into long-term, primarily CMHC-insured mortgages at lower interest rates.

Mainstreet refinanced \$60 million pre-maturity loans at an average interest rate of 5.19% into 10-year, CMHC-insured mortgages at an average interest rate of 2.43%, resulting in approximately \$1.6 million in annualized interest savings, or \$16 million over 10 years. Mainstreet raised additional funds of \$62 million including an early pay-out penalty of \$2.1 million.

The Corporation also financed 12 clear title assets for \$65 million 10-year, CMHC-insured mortgages at an average interest rate of 2.55%. The total funds raised through the financing activities amounted to \$127 million for the year. The next mortgage loan will not be due until Q1 2019.

Subsequent to the year ended September 30, 2017, the Corporation has financed 3 clear-title properties for \$24 million at an interest rate of 3.05%.

As of September 30, 2017, the Corporation owned the following 29 clear-title properties and 2 development lots having an aggregate fair value of approximately \$153 million:

Clear Title Asset List as of September 30, 2017

(000s of dollars except per share amounts)

Property address	Number of units	Cost of acquisition	Fair value
103 Village Acres NW, Edmonton, AB	186	\$ 17,800	\$ 19,750
11720,11730 – 127 St / 12702,12706,12707,12710,12714 – 117 Avenue / 12711,12715 – 118 Avenue, Edmonton, AB	178	14,472	17,332
3147, 151 Avenue, Edmonton, AB	99	10,000	10,700
525,529,601 – 605 Avenue X S / 2309, 17 Street W, Saskatoon, SK	69	4,945	8,400
1122, 8 Avenue SW, Calgary, AB	50	1,975	12,100
2121, 17 Street SW, Calgary, AB	45	5,650	7,500
10625 & 10635, 115 Street, Edmonton, AB	43	4,693	5,120
33361 Old Yale Road, Abbotsford, BC	38	3,940	6,350
10615, 111 Street NW, Edmonton, AB	33	3,366	3,620
2010, 22 Street W, Saskatoon, SK	31	2,025	2,650
1817, 22nd Street W, Saskatoon, SK	30	2,100	3,000
1335 & 1339, 10th Avenue SE, Calgary, AB	29	3,000	6,100
807 Royal Avenue SW, Calgary, AB	28	4,336	4,750
14224 McQueen Road, Edmonton, AB	27	950	4,300
11343, 124 Street, Edmonton, AB	25	624	2,910
127, 13 Avenue SW, Calgary, AB	24	3,960	5,050
3105, 7 Street East, Saskatoon, SK	24	2,476	2,800
2024, 22 Street West, Saskatoon, SK	24	2,190	2,650
10610, 115 Street, Edmonton, AB	23	1,150	2,600
10625, 113 Street NW, Edmonton, AB	22	1,980	2,650
10741, 108 Street NW, Edmonton, AB	22	1,980	2,520
11930, 104 Street, Edmonton, AB	18	790	2,260
11828, 105 Street, Edmonton, AB	17	697	2,050
13608, 109A Avenue, Edmonton, AB	17	574	2,100
322, 6 Avenue North, Saskatoon, SK	16	1,644	2,250
1805, 17 Street SW, Calgary, AB	15	2,075	2,300
10435, 156 Street NW, Edmonton, AB	12	1,200	1,270
336 to 338, 18 Avenue SW, Calgary, AB	7	–	3,300
322, 18 Avenue SW, Calgary, AB	1	1,275	2,550
Multi-family development lot, 10125, 114 Street, Edmonton, AB	–	1,103	1,110
Multi-family development lot, 33283 Bourquin Crescent E, Abbotsford, BC	–	306	525
Total as of September 30, 2017	1,153	\$ 103,276	\$ 152,567

If required, Mainstreet believes it could raise additional capital funds through mortgage financing at competitive rates under which these clear title properties would be pledged as collateral.

The Corporation's policy for capital risk management is to keep a debt-to-fair value of investment properties ratio of below 70%. The current ratio is approximately 51%, which Management believes leaves considerable room to raise additional funds from refinancing if the need arises.

Potential Liquidity

Management estimates a potential liquidity of approximately \$175 million available in the fiscal year 2018 which comprise a cash on hand of \$25 million, estimated funds to be raised through financing activities of \$125 million and available line of credit of approximately \$25 million.

Pursuing our organic growth model: Using our strong potential liquidity position of approximately \$175 million, Mainstreet's business strategy will allow us to continue to boost NOI and FFO while avoiding equity dilution.

Banking Facility

Effective January 2014, the Corporation was granted a new banking facility to a maximum of \$85 million with a syndicate of chartered financial institutions. The facility is secured by a floating charge against the Corporation's assets and carries an interest rate of prime plus 1.75%. The facility requires monthly interest payments and is renewable every three years subject to the mutual agreement of the lenders and the Corporation. The Corporation has obtained an extension of the maturity date to December 6, 2019. As of September 30, 2017, the Corporation has drawn \$Nil (September 30, 2016 – \$40.1 million) against this credit facility. The facility contains financial covenants to maintain an overall funded debt to gross book value ratio of not more than 65% and debt service ratio of not less than 1.2. As of September 30, 2017, the Corporation's overall funded debt to gross book value ratio and debt service coverage ratio are 51% and 1.30, respectively, which were calculated as follows:

Overall funded debt to gross book value ratio as of September 30, 2017

(000s of dollars)

Total funded debt

Mortgages payable	\$ 839,981
Gross book value of assets	
Investment properties	\$ 1,632,235
Property, plant and equipment	5,235
	\$ 1,637,470
Overall funded debt to gross book value ratio	51%

Debt service coverage ratio

(000s of dollars)

Earning before interest, tax, depreciation and amortization, and non-recurring earnings and gain for 2017

Net profit	\$ 90,935
Add (deduct):	
Mortgage interest	28,402
Income tax	17,392
Depreciation	414
Amortization of deferred financing cost	2,828
Insurance settlement	(2,400)
Fair value (gain)	(82,889)
	\$ 54,682
Principal and interest payments	\$ 42,021
Debt service coverage ratio	1.30

CONTRACTUAL OBLIGATIONS

As of September 30, 2017, the Corporation had the following contractual obligations, which are anticipated to be met using the existing revolving credit facility, funds from operations and proceeds from the refinancing of maturing and floating mortgage loans.

PAYMENTS DUE BY PERIOD

Estimated principal payments required to retire the mortgage obligations as of September 30, 2017 are as follows:

Year ended September 30,	Amount
2018	\$ 16,788
2019	44,471
2020	60,016
2021	93,909
2022	59,544
Subsequent	584,435
	859,163
Deferred financing costs	(19,182)
	\$ 839,981

LONG-TERM DEBT

(000s of dollars)

	Amount	% of Debt	Average interest rate (%)
Fixed rate debt			
CMHC insured	\$ 817,790	95%	3.04%
Non-CMHC insured	41,373	5%	3.64%
Total fixed rate debt	859,163	100%	3.07%
Deferred financing cost	(19,182)		
	\$ 839,981		

Mainstreet's long-term debt consists of low-rate, fixed-term mortgage financing. All individual mortgages are secured with their respective real estate assets. Based largely on the fair value of properties, Management believes this financing reflects the strength of its property portfolio. The maturity dates for this debt are staggered to mitigate overall interest rate risk.

As of September 30, 2017, total mortgages payable was \$840 million compared to \$714 million on September 30, 2016 – an increase of 18% due to financing during the year ended September 30, 2017.

As of September 30, 2017, Management believes the Corporation's financial position to be stable, with overall mortgage levels reported at 51% of fair value of investment properties. About 95% of the Corporation's mortgage portfolio was CMHC-insured, providing Mainstreet with interest rates lower than those available through conventional financing.

To maintain cost-effectiveness and flexibility of capital, Mainstreet continually monitors short-term and long-term interest rates. When doing so is expected to provide a benefit, the Corporation intends to convert short-term floating-rate debt to long-term, CMHC-insured fixed-rate debt.

MORTGAGE MATURITY SCHEDULE

(000s of dollars)

Maturing during the following financial year end	Balance maturing	% of debt maturing	Weighted average rate on expiry (%)
2018	\$ –	–	–
2019	28,855	3%	5.06%
2020	47,120	5%	3.67%
2021	85,439	10%	3.94%
2022	51,574	6%	3.47%
Subsequent	646,175	75%	2.79%
	\$ 859,163	100%	3.07%

The average maturing term of mortgage loans is 7.0 years as of September 30, 2017, the same as the year prior. There are no mortgage loans maturing in fiscal year 2018.

INTERNAL CONTROLS

Disclosure controls and procedures ("DC & P") are designed to provide reasonable assurances that all material information is gathered and reported to senior management of the Corporation, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), on a timely basis and that all information required to be disclosed in Mainstreet's annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

The preparation of this information is supported by an internal control and procedure framework designed by management to provide reasonable assurances regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The control and procedure framework related to the Corporation's Internal Control over Financial Reporting ("ICFR") and DC & P were designed in accordance with Risk Management and Governance – Guidance on Control, published by the Canadian Institute of Chartered Accountants and the requirements of National Instrument 52-109 of the Canadian Securities Administrators entitled, "Certification of Disclosure in Issuer's Annual and Interim Filings".

In 2017, the CEO and the CFO evaluated, or caused to be evaluated under their supervision, the effectiveness of the Corporation's DC & P and ICFR as of September 30, 2017. This evaluation confirmed that the Corporation's DC & P and ICFR were effective as of September 30, 2017.

No changes were made to the Corporation's DC & P during the fiscal year ended September 30, 2017.

As of September 30, 2017, Mainstreet confirmed the design of ICFR to provide reasonable assurances regarding the reliability of the financial reporting and the preparation of financial statements and information for external purposes in accordance with IFRS, and that the ICFR operated effectively throughout the reported period. The Corporation may, from time to time, make changes aimed at enhancing their effectiveness and ensuring that these systems evolve with the Corporation's business. There were no changes in the Corporation's ICFR during the fiscal year ended September 30, 2017, that have materially affected, or are reasonably likely to materially affect, the Corporation's ICFR.

Financial Instruments & Risk Management

Fair value of financial assets and liabilities

The Corporation's financial assets and liabilities comprise restricted cash, cash and cash equivalents, trade and other receivables, mortgages receivable, bank indebtedness, mortgages payable, trade and other payables, and refundable security deposits. Fair values of financial assets and liabilities, summarized information related to risk management positions, and discussion of risks associated with financial assets and liabilities are presented as follows.

The fair values of restricted cash, cash and cash equivalents, trade and other receivables, bank indebtedness, trade and other payables, and refundable security deposits approximate their carrying amounts due to the short-term maturity of those instruments.

The fair values of mortgages receivable and payable are determined using the current market interest rates as discount rates, the net present value of principal balances and future cash flows over the terms of the mortgages. In identifying the appropriate level of fair value, the Corporation performs a detailed analysis of financial assets and liabilities. The inputs used to measure fair value determine different levels of the fair value hierarchy categorized as follows:

- Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;
- Level 2: Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability; and
- Level 3: Values based on valuation techniques for which any significant input is not based on observable market data.

The fair values of financial assets and liabilities were as follows:

(000s of dollars)

		September 30, 2017		September 30, 2016	
		Carrying amount	Fair value	Carrying amount	Fair value
Financial assets					
Restricted cash	Level 1	\$ 2,730	\$ 2,730	\$ 2,858	\$ 2,858
Cash and cash equivalents	Level 1	24,767	24,767	1,095	1,095
Trade and other receivables	Level 2	1,004	1,004	1,614	1,614
Mortgage receivable	Level 2	–	–	2,500	2,498
Financial liabilities					
Bank indebtedness	Level 1	–	–	40,148	40,148
Mortgages payable	Level 2	839,981	844,147	714,481	769,086
Trade and other payables	Level 2	6,912	6,912	6,898	6,898
Refundable security deposits	Level 1	\$ 4,108	\$ 4,108	\$ 4,100	\$ 4,100

* Refundable security deposits for Alberta and Saskatchewan are considered as restricted cash as they are held in trust bank accounts and subject to the contingent rights of third parties.

See also the Notes to the Corporation's audited consolidated financial statements for the fiscal years ended September 30, 2017 and 2016 for additional information regarding financial assets and the risks associated therewith.

The Corporation's non-financial assets comprise investment properties. The fair values of non-financial assets were as follows:

(000s of dollars)

		September 30, 2017		September 30, 2016	
		Carrying amount	Fair value	Carrying amount	Fair value
Non-financial assets					
Investment properties	Level 3	\$ 1,632,235	\$ 1,632,235	\$ 1,460,080	\$ 1,460,080

Risk Associated with Financial Assets & Liabilities

The Corporation is exposed to risks arising from its financial assets and liabilities. These include market risk related to interest rates, credit risk and liquidity risk. For detailed explanations of these risks, refer to the section entitled "Risk Associated with Financial Assets and Liabilities" on page 52 and Note 20 to the Corporation's audited consolidated financial statements for the fiscal years ended September 30, 2017 and 2016.

SHARE CAPITAL

Authorized:

Unlimited number of common voting shares with no par value.

Unlimited number of preferred shares with no par value.

Issued, outstanding and fully paid:

(000s of dollars except per share amounts)

	Year ended September 30, 2017		Year ended September 30, 2016	
	Number of common shares	Amount	Number of common shares	Amount
Issued and outstanding – beginning of the year	8,883,333	\$ 24,315	10,271,251	\$ 28,114
Shares purchased for cancellation	(53,569)	(147)	(1,387,918)	(3,799)
Exercise of stock option	6,200	57	–	–
Issued and outstanding – end of the year	8,835,964	\$ 24,225	8,883,333	\$ 24,315

All common shares share an equal right to dividends.

On March 31, 2017, a director of the Corporation exercised 6,200 stock options to purchase 6,200 common shares at the exercised price of \$5.51 per common share.

On May 30, 2017, the Corporation obtained approval from the Toronto Stock Exchange ("TSX") to repurchase up to 479,437 common shares of the Corporation under a Normal Course Issuer Bid ("NCIB") commencing June 1, 2017. The current NCIB expires on May 31, 2018. The Corporation's previous NCIB expired on May 30, 2017. In 2017, the Corporation purchased and cancelled 53,569 (2016 – 187,918) common shares under the NCIB at an average price of \$36.83 per common share (2016 – \$32.76).

On April 22, 2016, Mainstreet purchased for cancellation 1.2 million of its common shares at a purchase price of \$36 per common share for an aggregate purchase price of \$43.2 million (not including fees and expenses), pursuant to a substantial issuer bid in accordance with applicable securities laws.

Given the discount between its current trading share price and net asset value ("NAV"), Management believes that the re-purchase of its common shares is returning capital to shareholders in a tax-efficient manner that is accretive to NAV. Mainstreet will continue to assess on an ongoing basis as to whether increased purchases of its common shares is warranted.

STOCK OPTION

A summary of the Corporation's stock option plan as of September 30, 2017, and September 30, 2016 and changes during the periods are presented below:

Stock option	September 30, 2017		September 30, 2016	
	Number of shares	Weighted average exercise price	Number of shares	Weighted average exercise price
Outstanding and exercisable, beginning of the year	828,200	\$ 5.51	828,200	\$ 5.51
Exercised	(6,200)	5.51	–	–
Outstanding and exercisable, end of the year	822,000	\$ 5.51	828,200	\$ 5.51
Weighted average contractual life – years	1.44		2.44	
The range of exercise prices	\$ 5.51		\$ 5.51	

Under the stock option plan adopted by the shareholders on April 24, 2007 and renewed on March 26, 2010, March 21, 2013 and March 18, 2016, the Corporation was entitled to grant options to its directors, officers, employees and consultants of the Corporation, subsidiaries and affiliated companies for up to 20% of the issued and outstanding common shares until but not after March 26, 2017. The exercise prices of the options were to equal the market-trading price of the Corporation's common share on the date of grant. The stock options were fully vested at the time of issue. The fair value of the stock options is determined at the date of grant using the Black-Scholes Model. The assumptions used in determining the fair value of the stock options included estimated risk free interest rate; expected life of the stock options; expected volatility rate and expected dividend rate. The fair value is recognized as stock compensation expense over the vesting period of the options with a corresponding increase to contributed surplus. Any consideration received by the Corporation on exercise of stock options is credited to share capital as well as the amounts previously credited to contributed surplus for services rendered that were charged to compensation cost.

In 2017, a director of the Corporation exercised 6,200 stock options (2016 – Nil).

The stock option plan will remain in place until all stock options granted thereunder are exercised or expired, provided that no further stock options may be granted under the stock option plan after March 26, 2017.

Shareholder Rights Plan

Effective February 21, 2013, the Board of Directors of the Corporation approved the adoption of a shareholder rights plan agreement (the "Rights Plan") dated February 21, 2013 between the Corporation and Computershare Trust Company of Canada. The Rights Plan was ratified and approved by shareholders of the Corporation on March 21, 2013 and subsequently amended and renewed by the shareholders of the Corporation on March 18, 2016. The Right Plan was amended to extend the time for a take-over bid to be taken up from 60 days to 120 days.

Until recently securities legislation in Canada required a take over bid to be open for at least 35 days, resulting in the Board of Directors of the Corporation being concerned that this was too short a period of time for companies that are subject to unsolicited take over bids to be able to respond to ensure that shareholders are offered full and fair value for their shares. The Rights Plan is designed to give the Corporation's shareholders sufficient time to properly assess a take over bid without undue pressure and to give the Board of Directors time to consider alternatives designed to allow the Corporation's shareholders to receive full and fair for their common shares.

The Rights Plan is not intended to prevent a take over bid or deter offers for the common shares of the Corporation. It is designed to encourage any bidder to provide shareholders with equal treatment and full and fair value for their common shares.

Immediately upon the Rights Plan coming into effect, one right ("Right") was issued and attached to each common share of the Corporation outstanding and will continue to attach to each common share subsequently issued.

The Rights will separate from the common shares of the Corporation and will be exercisable on the close of business on the 10th trading day after the earlier of the date on which a person has acquired 20% or more of, or a person commences or announces a take over bid for, the Corporation's outstanding common shares, other than an acquisition pursuant to a Permitted Bid or a Competing Permitted Bid as such terms are defined under the Rights Plan.

The acquisition by a person of 20% or more of the common shares of the Corporation is referred to as a "Flip In Event". When a Flip In Event occurs, each Right (except for Rights beneficially owned by an Acquiring Person or certain transferees of an Acquiring Person, which Right will be void pursuant to the Rights Plan) becomes a right to purchase from the Corporation, upon exercise thereof, in accordance with the terms of the Rights Plan, that number of common shares having an aggregate market price on the date of consummation or occurrence of such Flip In Event equal to twice the Exercise Price for an amount in cash equal to the Exercise Price. The Exercise Price for the Rights provided in the Rights Plan is \$100. As an example, if at the time of the Flip-in Event the Common Shares have a market price of \$25, the holder of each Right would be entitled to receive \$200 (twice the Exercise Price) in market value of the Common Shares (8 Common Shares) for \$100, i.e.: at a 50% discount.

Certain exemptions exist under the Rights Plans for Portfolio Managers and Grandfathered Persons as such terms are defined in the Rights Plan.

A complete copy of the Rights Plan as amended and renewed, including the specific provisions thereof, is available under the Corporation's profile filed on SEDAR.

Key accounting estimates and assumptions

The following are the key accounting estimates and assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

- i) Significant estimates used in determining the fair value of investment properties include capitalization rates, market rent, vacancy rate and operating expenses. A change to any one of these inputs could significantly alter the fair value of an investment property;
- ii) Significant estimates used in determining the fair value of financial instruments include the discount rate used to discount the future cash flows for similar loans with similar credit ratings and the same maturities;
- iii) Significant estimates used in determining the fair value of share-based compensation include the estimated risk free interest rate, expected life of the stock option, expected volatility rate of and expected dividend rates;
- iv) Allocation of purchase cost in the acquisition of property, plant and equipment into different components, estimation of their useful life and impairment on property, plant and equipment; and
- v) The amount of temporary differences between the book carrying value of the assets and liabilities versus the tax basis values and the future income tax rate at which these differences will be realized.

Actual results could differ from estimates.

Transactions with Related Parties

- a) The President and Chief Executive Officer receives commissions at commercial rates in his capacity as a licensed broker for the property transactions conducted by the Corporation in its normal course of business. Commissions are determined on an exchange value basis. Except in limited circumstances, these commissions are generally incurred or paid by the other selling party or parties to the transaction. The commissions received during the year ended September 30, 2017 amounted to \$282,000 (2016 – \$173,000) and formed part of the President and Chief Executive Officer's total remuneration for the year.
- b) The Corporation paid legal and professional fees and reimbursements for the year ended September 30, 2017 amounting to \$240,000 (2016 – \$197,500), respectively, to a law firm of which a director and officer of the Corporation is a partner. At September 30, 2017, the amounts payable to the law firm was \$Nil (2016 – \$600).

Key management personnel

Key management personnel of the Corporation during the year ended September 30, 2017, were:

Navjeet (Bob) Dhillon, President and Chief Executive Officer

Johnny C.S. Lam, Chief Operating Officer

Trina Cui, Chief Financial Officer

Sheena Keslick, Vice President Operations

The remuneration of the Corporation's key management personnel was as follows:

Year ended September 30,	2017	2016
Short-term benefits	\$ 3,044	\$ 2,706

The remuneration of the Corporation's key management personnel excludes the commissions of \$282,000 (2016 \$173,000) received by the President and Chief Executive Officer during the year ended September 30, 2017.

In addition, there are 772,000 option-based awards outstanding at the end of the financial year ended September 30, 2017 to the key management personnel of the Corporation.

New Accounting Policies and Changes to Accounting Policies

The new IFRS policies, which are effective for annual periods beginning on or after January 1, 2018, are discussed below:

Certain new IFRSs which are related to accounting periods beginning on January 1, 2018 or later are not expected to have a significant effect on the consolidated financial statements. The following accounting policies have not yet been adopted by Mainstreet.

IFRS 9 – Financial Instruments – Effective for periods beginning on or after January 1, 2018

The IASB has undertaken a three-phase project to replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39") with IFRS 9 Financial Instruments ("IFRS 9"). In November 2009, the IASB issued the first phase of IFRS 9, which details the classification and measurement requirements for financial assets. Requirements for financial liabilities were added to the standard in October 2010. The new standard replaces the current multiple classification and measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized cost and fair value. In November 2013, the IASB issued the third phase of IFRS 9 which details the new general hedge accounting model. Hedge accounting remains optional and the new model is intended to allow reporters to better reflect risk management activities in the financial statements and provide more opportunities to apply hedge accounting. IFRS 9 is still available for early adoption. The full impact of the standard on the Company's financial statements will not be known until the project is complete.

IFRS 15 – Revenue from Contracts with Customers – Effective for periods beginning on or after January 1, 2018

The IASB issued IFRS 15, which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The model requires an entity to recognize revenue as the goods or services are transferred to the customer in an amount that reflects the expected consideration. IFRS 15 is effective for annual periods beginning on or after January 1, 2018. The Corporation is currently evaluating the impact of the new interpretation on its financial statements.

IFRS 16 – Leases – Effective for periods beginning on or after January 1, 2019

The new standard on leases supersedes IAS 17, Leases and related interpretations. IFRS 16 eliminates the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, there is a single, on-balance sheet accounting model that is similar to current finance lease accounting. From a lessee perspective, IFRS 16 eliminates the classification of leases as either operating leases or finance leases as is required by IAS 17. From a lessor perspective, the accounting remains similar to current practice of classifying leases as finance and operating leases. The Corporation is currently evaluating the impact of the new interpretation on its financial statements.

Off Balance Sheet Arrangements

No off balance sheet arrangement was made by the Corporation for 2017.

Subsequent Events

Subsequent to the year ended September 30, 2017, the Corporation has financed 3 clear-title properties for \$24 million at an interest rate of 3.05%.

Subsequent to the year end date, the Corporation acquired additional 706 residential units in Saskatoon and Regina, Saskatchewan and Edmonton, Alberta for total consideration of \$78 million.

Risk Assessment and Management

Management defines risk as the evaluation of the probability that an event that could negatively affect the financial condition or results of the Corporation may happen in the future. The following section describes specific and general risks that could affect the Corporation. As it is difficult to predict whether any risk will occur or what its related consequences might be,

the actual effect of any risk on the business of the Corporation could be materially different than anticipated. The following discussion of risk does not include all possible risks as there may be other risks of which the Corporation is currently unaware.

Vacancy Risk

The Corporation is subject to tenant vacancy risk when, in some markets and under certain economic conditions, housing/condominiums are affordable, financing is readily available and interest rates are low, making it easier for renters to become home buyers. This increases vacancy rates and decreases rental revenue cash flow.

Vacancy rates can also be affected negatively by increased supply of multi-family units in the Corporation's core markets. Numerous other residential developers and apartment owners compete for potential tenants. Although it is Mainstreet's strategy to own multi-family residential properties in premier locations in each market in which it operates, some of the apartments or its competitors may be newer, better located or offer lower rents. In addition, an increase in alternative housing could have a material adverse effect on the Corporation's ability to lease units and in the rents charged and could adversely affect the Corporation's revenues and ability to meet its obligations.

Accordingly, the Corporation's performance will always be affected by the supply and demand for multi-family rental real estate in Western Canada. The potential for reduced rental revenue exists in the event that Mainstreet is not able to maintain its properties at a high level of occupancy, or in the event of a downturn in the economy, which could result in lower rents or higher vacancy rates. Mainstreet has minimized these risks by:

- Attempting to increase customer satisfaction;
- Diversifying its portfolio across Western Canada, thus lowering its exposure to regional economic swings;
- Acquiring properties only in desirable locations, where vacancy rates for properties are higher than city-wide averages but can be reduced by repositioning the properties through better management and selective upgrades;
- Holding a balanced portfolio which includes a variety of multi-family building types including high-rise, townhouse, garden and walk-ups, each with its own market niche;
- Maintaining a wide variety of suites, including bachelor suites, one, two and three bedroom units;
- Building a broad and varied customer base, thereby avoiding economic dependence on larger-scale tenants;
- Focusing on affordable multi-family housing, which is considered a stable commodity;
- Advertising and offering competitive market pricing to attract new tenants;
- Developing a specific rental program characterized by rental adjustments that are the result of enhanced services and superior product; and
- Developing regional management teams with significant experience in the local marketplace, and combining this experience with its existing operations and management expertise.

Economic Uncertainty

Any worldwide or regional economic slowdown, stock market uncertainty and international political credit crisis or uncertainty could adversely impact the business and the future profitability of the Corporation. In addition, worldwide falling petroleum and natural gas commodity prices and speculation that lower commodity prices will continue over an extended period of time have resulted in a significant economic slowdown in Western Canada, particularly in the Prairie provinces. During any period of economic uncertainty tenants may experience financial difficulty and may default in payment of rent or possibly look for less expensive accommodations thereby having a corresponding longer-term impact on rental and vacancy rates. In addition, Mainstreet's ability to obtain financing or renegotiate line of credit financing may be negatively affected.

This slowing of Western Canada's economic growth rate has filtered through to weaker employment prospects in the Prairie Provinces, a tempering of housing and rental demand and a decline in net migration with a corresponding impact on the Corporation's rental and occupancy levels. Still unknown is the impact of various recently enacted or pending government initiatives, including the effect on employment resulting from the minimum wage increase in Alberta by \$1.00 commencing in October, 2016 and increasing to \$15.00 an hour by 2018; or increases to operating costs resulting from the recently enacted carbon tax in Alberta, similar pending federal tax legislation and the implementation of new climate change plans at both the provincial and federal government levels.

Interest Risk

Mainstreet is exposed to interest rate risk to the extent of any upward revision in prime lending rates. No mortgages is subject to renewal in the next 12 months. Increases in the interest rate have the potential to adversely affect the profitability of the Corporation. The Corporation attempts to mitigate this risk by staggering the maturity dates of its mortgages. The majority of Mainstreet's mortgages are insured by CMHC under the National Housing Association ("NHA") mortgage

program. This added level of insurance offered to lenders allows the Corporation to receive the best possible financing and interest rates, significantly reducing the possibility of a lender calling a loan prematurely.

Utilities and Tax Risk

Mainstreet's business is exposed to fluctuating utility and energy costs such as electricity and natural gas (heating) prices as well as exposure to significant increases in property taxes. Utility expenses, mainly consisting of natural gas and electricity service charges, have been subject to considerable price fluctuations over the past several years. In recent years, water and sewer costs have increased significantly, as other forms of direct and indirect "taxes" imposed by various municipalities. In addition, the recently implemented carbon tax by the Government of Alberta has increased the costs of natural gas by an additional \$1.12 per gigajoule ("GJ") effective January 1, 2017, increasing to \$1.65 per GJ in 2018. Any significant increase in these costs that cannot be passed on to the tenant / customer may have a significant impact on the operations of the Corporation.

Management continues to monitor all these costs very closely. In order to mitigate these risks, the Corporation has implemented the following steps:

- Where possible, electrical sub-metering devices have been installed, passing on the responsibility for electrical charges to the end tenant / customer;
- In other cases, rents have been, or will be adjusted upward to cover increased costs; and
- Where possible, the Corporation enters into long term supply contracts at a fixed price.

For example, Mainstreet has entered into a rate protected natural gas contract with a maturity date of November 30, 2019 that caps future natural gas costs at \$3.50 per GJ in Alberta, but permits the Corporation to purchase natural gas at lower market rates.

In addition, over the past few years, municipal property taxes have increased as a result of re-valuations of municipal properties and their inherent tax rates. These re-valuations may result in significant increases in some property assessments due to enhancements, which often are not represented on the Corporation's balance sheet as such representations are contrary to existing IFRS reporting standards. To address these risks, the Corporation has a team of property reviewers who, with the assistance of outside consultants, constantly review property tax assessments and, if warranted, appeal them. While it is not unusual for the Corporation to receive property tax refunds and / or adjustments, due to uncertainty of the timing and the amount of the refunds or adjustments, these amounts are only reported when they are actually received.

Risks of Real Estate Property Ownership

Real estate investments and projects are, generally, subject to numerous risks depending on the nature and location of the property that can affect attractiveness and sale ability of real estate assets to potential purchasers or other investors, or the owner's use of such real estate assets, all of which are beyond the control of the Corporation. Such risks include:

- The highly competitive nature of the real estate industry;
- changes in general economic conditions (such as the availability and cost of the property or widespread fluctuations in adjacent property values);
- Changes in general or local conditions (such as the supply of competing real estate assets or the possibility of competitive overbuilding or the inability to obtain full occupancy or other usage of any real estate assets);
- Governmental regulation, rules or policies (such as increased taxation on the sale of or profits from real estate property, environmental legislation or municipal approvals for usage, development or subdivision); and
- Changes in costs or operating expenses anticipated for real estate assets.

Each segment in the real estate industry is capital intensive and is typically sensitive to interest rates. Any proceeds generated by the sale of real estate assets depend upon general economic conditions and, accordingly, the ability to repay its financing may be affected by changes in those conditions. The Corporation will be required to make certain significant expenditures in respect of its business including, but not limited to, the payment of property taxes, mortgage payments, property management costs, insurance costs and related charges which must be made regardless of whether real estate assets are producing sufficient income to service such expenses. If the Corporation is unable or unwilling to meet the payment obligations on such loans, losses could be sustained as a result of the exercise by the lenders of their rights of foreclosure or sale. As a result, the Corporation's ability to make interest payments or distributions of cash could be adversely affected.

In addition, real estate property investments are relatively illiquid. This illiquidity will tend to limit the ability of the Corporation to vary its property portfolio promptly in response to changes in economic or investment conditions. If the Corporation were required to quickly liquidate its assets, there is risk that the Corporation would realize sale proceeds of less than the stated value of the properties of the Corporation. The Corporation's property portfolio is concentrated in British Columbia,

Alberta and Saskatchewan. As a result, economic and real estate conditions in Western Canada will significantly affect the Corporation's revenues and the value of its properties.

Renovation Risks

The Corporation is subject to the financial risk of having unoccupied units during extended periods of renovations. During renovations, these properties are unavailable for occupancy and do not generate income. Certain significant expenditures, including property taxes, maintenance costs, interest payments, insurance costs and related charges must be made throughout the period of ownership of real estate property regardless of whether the property is producing revenue. Delays in the renovation of a building or individual apartment units as a result of labour shortages and similar risks could delay the renting of such building or units resulting in an increased period of time where the building is not producing revenue or produces less revenue than a fully tenanted building. As the Corporation intends to source labour from other countries and renovation supplies directly from manufacturers in China and elsewhere, the Corporation will be subject to related immigration expenses, possible changes in laws related to the use of migrant or immigrant labour, shipping risks and currency fluctuations, all of which may result in unexpected or higher costs or possible delays. The Corporation intends to address these risks by acquiring financing to fund renovations, staggering renovations and by carrying out a detailed capital expenditures budget to monitor its cash position on a monthly basis. However, recent and possible new changes in federal immigration laws related to migrant or immigrant labour may have a negative impact regarding mitigating an increase in labour costs and expenses.

Credit Risk

Credit risk is the risk that the counterparty to a financial asset will default, resulting in a financial loss for the Corporation. The Corporation is exposed to credit risk as some tenants may experience financial difficulty and may default in payment of rent. However, the Corporation attempts to minimize possible risks by conducting in-depth credit assessments of all tenants and collecting security deposits from tenants. The Corporation's tenants are numerous, which also reduces the concentration of credit risk. As tenants' rent is due at the beginning of the month, all amounts in accounts receivable are considered overdue by the Corporation. As of September 30, 2017, rents due from current tenants amounted to \$355,000 (September 30, 2016 – \$336,000). The possibility of not receiving payment of rent due from current tenants was covered by security deposits of \$4.1 million (September 30, 2016 – \$4.1 million) and provisions for bad debts of \$130,000 (September 30, 2016 – \$130,000).

In relation to cash, cash equivalents and restricted cash, the Corporation believes that its exposure to credit risk is low. The Corporation places its cash, cash equivalents and restricted cash only with reputable Canadian financial institutions.

Liquidity Risk

Liquidity risk is the risk that the Corporation will encounter difficulties in meeting its financial liability obligations. The Corporation manages its liquidity risk by monitoring forecast cash flows on a regular basis to meet expected operating expenses, by maintaining adequate banking facilities and by matching the maturity profiles of assets and liabilities.

Financing Risk

Mainstreet anticipates that it will make substantial capital expenditures for the acquisition of properties in the future. There can be no assurance that debt or equity financing or cash generated by operations will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to Mainstreet. Moreover, future activities may require Mainstreet to alter its capitalization significantly. The inability of Mainstreet to access sufficient capital for its operations could have a material adverse effect on Mainstreet's financial condition, the result of its operations or its overall prospects.

Reliance on Key Employees

Mainstreet's success depends in large measure on certain key executive personnel. The loss of the services of such key personnel could have a material adverse effect on the Corporation. Mainstreet does not have key person insurance in effect for management. The contributions of these individuals to the immediate operations are likely to be of central importance. In addition, competition for qualified personnel in the industry is intense, and there can be no assurance that the Corporation will be able to continue to attract and retain all personnel necessary for the development and operation of its business. Investors must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the management of Mainstreet.

Income Tax Risk

Mainstreet intends to file all required income tax returns and believes that it will be in full compliance with the provisions of the Income Tax Act (Canada) and all applicable provincial tax legislation. However, such returns are subject to reassessment by the applicable taxation authority. In the event of a successful reassessment of Mainstreet, whether by re-characterization and development expenditures or otherwise, such reassessment may have an impact on current and future taxes payable.

Market Risks

The economic performance and value of the Corporation's investments in real estate assets will be subject to all of the risks associated with investing in real estate, including, but not limited to:

- Changes in the national, regional, provincial and local economic climates;
- Local conditions, including an oversupply of properties or a reduction in demand for properties;
- The attractiveness of all or parts of real estate assets to renters or purchasers;
- Competition from other available real estate assets and
- Changes in laws and governmental regulations, including those governing usage, zoning, the environment and taxes.

The Corporation's performance will be affected by the supply and demand for property in its geographic area(s) of ownership. Key drivers of demand include employment levels, population growth, demographic rents and consumer confidence. The potential for reduced rental revenue exists in the event that demand diminishes or supply becomes overabundant thereby driving down prices for real estate assets.

Acquisitions Risks

Mainstreet's growth depends in large part on identifying suitable acquisition opportunities, pursuing such opportunities and consummating acquisitions. It is not possible to manage all risks associated with such acquisitions in the terms and conditions contained in commercial agreements pertaining to such acquisitions. The real estate assets may be subject to unknown, unexpected or undisclosed liabilities that may materially and adversely affect the Corporation's operations, financial condition and results. The representations and warranties, if any, given by arm's length third parties to the Corporation may not adequately protect against these liabilities and any recourse against third parties may be limited by the financial capacity of such third parties. Moreover, real estate assets acquired by the Corporation may not meet expectations of operational or financial performance due to unexpected costs associated with developing an acquired property, as well as the general investment risks inherent in any real estate investment.

Environmental, Health and Safety Matters

Under various environmental, health and safety laws, ordinances and regulations, the current or previous owner or operator of properties acquired or refinanced by the Corporation, may be liable for the costs of removal or remediation of hazardous or toxic substances on, under or in such properties. These costs could be substantial. Such laws could impose liability whether or not the Corporation knew of, or was responsible for, the presence of such hazardous or toxic substances when it acquired a property.

The presence of hazardous or toxic substances, or the failure to remove or remediate such substances, if any, or restrictions imposed by environmental, health and safety laws on the manner in which such properties may be operated or developed could adversely affect the Corporation's ability to sell such properties and could potentially also result in claims against the Corporation.

Environmental, health and safety laws provide for sanctions for non compliance and may be enforced by governmental agencies or, in certain circumstances, by private parties. Certain environmental, health and safety laws and common law principles could be used to impose liability for release of and exposure to hazardous substances into the air. Third parties may seek recovery from real property owners or operators for personal injury or property damage associated with exposure to released hazardous substances. The cost of defending against claims of liability, of complying with environmental, health and safety regulatory requirements, of remediating any contaminated property or of paying personal injury claims could be substantial.

The Corporation may be subject to liability for undetected pollution or other environmental hazards against which it cannot insure, or against which it may elect not to insure where premium costs are disproportionate to the Corporation's perception of relative risk. Such factors may have an adverse impact on the Corporation.

Mainstreet has policies and procedures to review and monitor environmental exposure, including the completion of environmental audits in connection with the Corporation's due diligence procedures when looking at potential acquisitions when the Corporation deems it advisable.

Cyber Security Risk

Cyber security has become an increasingly issue for corporations and businesses. Cyber-attack is an intentional attack which can include gaining unauthorized access to information systems to disrupt business operations, corrupt data or steal confidential information. Such an attack could compromise Mainstreet, its employees and tenants' confidential information, and third parties with whom Mainstreet interacts and may result in negative consequences, including remediation costs, loss of revenue, data corruption, additional regulatory scrutiny, litigation and reputational damages. As a result, Mainstreet

has implemented processes, procedures and controls to help mitigate these cyber-security risks, but these measures do not guarantee that cyber-attack can be totally avoided due to ever increasing sophistication of all forms of cyber-attacks.

Workforce Availability

Mainstreet's ability to provide services to its existing tenants is somewhat dependent on the availability of well-trained employees and contractors to service such tenants as well as complete required maintenance and capital upgrades on its buildings. The Corporation must also balance requirements to maintain adequate staffing levels while balancing the overall cost to the Corporation.

Within Mainstreet, its most experienced employees are employed full-time; this full-time force is supplemented by, seasonal and full-time immigrant labour, additional part-time employees, and specific contract services needed by the Corporation. Mainstreet constantly reviews existing overall market factors to ensure that its compensation program is in line with existing levels of responsibility and, if warranted, adjusts the program accordingly. Mainstreet also encourages employees' feedback in these areas to ensure existing programs are meeting their personal needs.

Uninsured Losses

The Corporation carries comprehensive general liability, fire, flood, earthquake, tornado, natural disaster, extended coverage, rental loss and vacancy insurance with policy specifications, limits and deductibles customarily carried for similar properties. However, there are certain types of risks, generally of a catastrophic nature, such as wars, terrorist attacks or environmental contamination, which are either uninsurable or not insurable on an economically viable basis. Should an uninsured or underinsured loss occur, the Corporation could lose its investment in, and anticipated profits and cash flows from, one or more of its properties, but would continue to be obligated to repay any recourse mortgage indebtedness on such properties.

From time to time the Corporation may be subject to lawsuits as a result of the nature of its business. The Corporation intends to maintain business and property insurance policies in amounts and with such coverage and deductibles as are deemed appropriate, based on the nature and risks of the businesses, historical experience and industry standards. However, there can be no assurance that claims in excess of the insurance coverage or claims not covered by the insurance coverage will not arise or that the liability coverage will continue to be available on acceptable terms. A successful claim against the Corporation that is not covered by, or in excess of, the Corporation's insurance could materially affect the Corporation's operating results and financial condition, which would have an adverse effect on the Corporation. Claims against the Corporation, regardless of their merit or eventual outcome, will require the Corporation's management to devote time to matters unrelated to the operation of the business. To the extent possible the Corporation intends to minimize these risks by creating a separate entity for each separate property to be acquired.

Substitutions for Residential Rental Units

Demand for residential rental properties is impacted by and inversely related to the relative cost of home ownership. The cost of home ownership depends upon, among other things, interest rates offered by financial institutions on mortgages and similar home financing transactions. Recently, interest rates offered by financial institutions for financing home ownership have been at very low levels. If the interest rates offered by financial institutions for home ownership financing remain low, demand for rental properties may be adversely affected. A reduction in the demand for rental properties may have a material adverse effect on the Corporation's ability to lease suites and on the rents charged. This, in turn, may have a material adverse effect on the Corporation's business, cash flows, financial condition and results from operations.

Litigation Risks

In the normal course of the Corporation's operations, whether directly or indirectly, it may become involved in, named as a party to or the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions relating to personal injuries, property damage, property taxes, land rights, the environment and contract disputes. The outcome with respect to outstanding, pending or future proceedings cannot be predicted with certainty and may be determined in a manner adverse to the Corporation and as a result, could have a material adverse effect on the Corporation's assets, liabilities, business, financial condition and results from operations. Even if the Corporation prevails in any such legal proceeding, the proceedings could be costly and time consuming and may divert the attention of management and key personnel from the Corporation's business operations, which could have a material adverse effect on the Corporation's business, cash flows, financial condition and results of operations and ability to make dividends to shareholders.

Increases in real estate taxes and income, service and transfer taxes, or introductions of new taxes such as Alberta's recently enacted carbon tax, cannot always be passed through to residents or users in the form of higher rents, and may adversely affect the Corporation's operating expenses and to pay amounts due on its debt. Similarly, changes or interpretations of existing laws increasing the potential liability for environmental conditions existing on properties or increasing the restrictions on discharges or other conditions, as well as changes in laws affecting development, construction and safety requirements, may result in significant unanticipated expenditures, which could have a material adverse effect on

the Corporation. In addition, future enactment of rent control or rent stabilization laws or other laws regulating multifamily housing may reduce rental revenues or increase operating costs.

Rent Control

The Corporation may be subject to legislation that exists or is enacted in certain jurisdictions, which restricts the right of landlords to increase rents charged to tenants. As a result, the inability to adjust rents to address higher operating costs or to improve margins on certain properties may have an adverse effect on the returns available from such properties.

Currently, the Corporation operates in Canada in the Provinces of Alberta, British Columbia and Saskatchewan. Neither Alberta nor Saskatchewan is subject to rent control legislation; however, under Alberta rent legislation, a landlord is only entitled to increase rents once every twelve months.

Under British Columbia's rent control legislation, a landlord is entitled to increase the rent for existing tenants once every twelve months by no more than the "guideline amount" established by regulations. The current guideline amount is 2% over annual inflation. When a unit is vacant, however, the landlord is entitled to lease the unit to a new tenant at any rental amount, after which annual increases are limited to the applicable guideline amount. The landlord may also be entitled to a greater increase in rent for a unit under certain circumstances, including, for example, where extra expenses have been incurred as a result of a renovation of that unit.

To manage this risk, prior to entering a market where rent controls are in place, extensive time is spent researching existing rules, and, where possible, the Corporation will ensure it utilizes employees who are experienced in working in these controlled environments. In addition, the Corporation adjusts forecast assumptions on new acquisitions to ensure they are reasonable given the rent control environment.

Operational Risks

Operational risk is the risk that a direct or indirect loss may result from an inadequate or failed infrastructure, from a human process or from external events. The impact of this loss may be financial loss, loss of reputation, or legal or regulatory proceedings. Mainstreet endeavours to minimize losses in this area by ensuring that effective infrastructure and controls exist. These controls are constantly reviewed and, if deemed necessary, improvements are implemented.

Public Market Risk

It is not possible to predict the price at which Mainstreet's common shares will trade and there can be no assurance that an active trading market for the common shares will be sustained. The common shares will not necessarily trade at values determined solely by reference to the value of the properties of the Corporation. Accordingly, the common shares may trade at a premium or a discount to the value implied by the value of the Corporation's properties. The market price for common shares may be affected by changes in general market conditions, fluctuations in the markets for equity securities and numerous other factors beyond the control of the Corporation.

Potential Conflicts of Interest

Mainstreet may be subject to various conflicts of interest because of the fact that directors and officers of the Corporation are engaged in other real estate-related business activities. The Corporation may become involved in transactions which conflict with the interests of the foregoing. Directors may from time to time deal with persons, firms, institutions or corporations with which the Corporation may be dealing, or which may be seeking investments similar to those desired by the Corporation. The interests of these persons could conflict with those of the Corporation. In addition, from time to time, these persons may compete with Mainstreet for available investment opportunities. Directors and officers of the Corporation are required to disclose material interests in material contracts and transactions and to refrain from voting thereon. See also "Related Party Transactions" above.

Appraisals of Properties

An appraisal is an estimate of market value and caution should be used in evaluating data with respect to appraisals. It is a measure of value based on information gathered in the investigation, appraisal techniques employed and quantitative and qualitative reasoning, leading to an opinion of value. The analysis, opinions and conclusions in an appraisal are typically developed based on and in conformity with, interpretations of the guidelines and recommendations set forth in the Canadian Uniform Standards of Professional Appraisal Practice. Appraisals are based on various assumptions of future expectations of property performance and while the appraiser's internal forecast of net income for the properties appraised are considered to be reasonable at that time, some of the assumptions may not materialize or may differ materially from actual experience in the future.

CHALLENGES

Economic uncertainty remains Mainstreet's biggest challenge in the Alberta and Saskatchewan markets. Oil and gas producers have begun to gradually increase their capital spending plans, with oil now trading above US\$50. Even so, oil markets remain below the levels needed to spur major new developments.

A combination of macroeconomic conditions and new acquisitions is creating vacancies, which is in turn causing higher operating costs. These costs include higher expenses for HR, marketing, advertising and maintenance. Because Mainstreet adds value by renovating its suites every time a tenant moves out, maintenance costs tend to rise alongside higher churn rates. Our overall vacancy rate in 2017 remained above average at 10.5%. However, management believes this is a finite trend as we continue to undergo the stabilization process through ongoing renovations. As of the year-end date, 1,175 units, or 11% of the portfolio, remained in the stabilization, reposition and construction process.

Management has also seen increased operating costs due to higher property taxes, as well as the introduction of a carbon tax in Alberta, which targets property owners. Heating costs have risen due to marginally higher natural gas prices.

Negative economic forces over the past two years have likewise caused significant short positions in respect of Mainstreet's stock. As of November 15, 2017, the short position in respect of Mainstreet totaled 558,215 common shares. However, that short position is smaller than the previous quarter ended June 30, 2017, when it totaled 711,600 common shares. Management believes these short positions are partly responsible for MEQ shares trading below NAV.

OUTLOOK

Economic activity remains well below pre-recession levels in the Prairie Provinces, but the region is still expected to lead economic growth in Canada as commodity prices rise, according to the Conference Board of Canada. The CBOC estimates Alberta's GDP growth will reach 6.7%, in 2017, the highest in recent memory. In 2018, it projects Alberta to grow 2.1%, while Saskatchewan is expected to grow 1.6%.

Several indicators suggest the outlook for the resource sector is improving. Oil prices in November were trading around the highest levels in years. Utilization rates of drilling rigs in Canada averaged 30% — the highest in 10 quarters, according to data from the Canadian Association of Drilling Contractors. Meanwhile, Nebraska approved the Keystone XL pipeline in November.

Even in a recession, year-to-year in-migration over the last three years has been positive. Total in-migration into Alberta was 105,322 in the three years ended Q2 2017, while Saskatchewan increased by 28,146 over the same period (Statistics Canada). In addition, we believe the federal government's strategy to boost immigration numbers into Canada will have a broadly positive effect on migration levels in Western provinces.

As in-migration levels stabilize, we believe the current oversupply in the rental market will continue to be gradually absorbed. This current oversupply is largely the result of a rapid build out of investor-owned condominiums during times of high economic growth, many of which were later converted into rental units that spilled over into the broader rental market. We are already seeing some encouraging signs of absorption: according to the CMHC, Calgary's vacancy rate in the primary rental market declined to 6.3% in October 2017, down from 7.0% a year earlier. This was the first decline in Calgary apartment vacancy rates in three years.

Stable in-migration comes alongside encouraging employment numbers in the Prairie Provinces. Alberta added 16,000 jobs in October 2017 compared to a year earlier, while Saskatchewan was flat over the same period.

Economic volatility has in turn created opportunities to accelerate acquisitions. While Mainstreet remains conservative in its approach, management expects to continue accelerating the strategy of acquiring value-added assets on an opportunistic basis through 2018.

With the Bank of Canada set to raise interest rates in 2018 and 2019, Mainstreet plans to continue refinancing its existing mortgages and clear-title assets into long-term, CMHC-insured debts at record-low levels. This frees up funds for future growth while also mitigating risks against further interest rate hikes.

Lastly, renters tend to favour mid-market prices during times of economic uncertainty as they defer major investments like new homes. With its price-point average rental rate between \$900 and \$1,000, Management believes Mainstreet is perfectly positioned to capture that mid-market demand. Tighter loan requirements introduced by the Office of the Superintendent of Financial Institutions are expected to make it more difficult for first-time home buyers to secure financing. The Bank of Canada estimates the new rules could disqualify as much as 10% of new buyers every year, according to its latest Financial System Review.

RUNWAY ON EXISTING PORTFOLIO

- 1) Closing the NOI gap: Over fiscal year 2017, 11% of the Mainstreet portfolio was going through stabilization process, which contributed to higher vacancy rates. This inherent challenge in our business model is further increased by recent acquisitions, which causes higher rates of unstabilized properties that affect its NOI and FFO. However, Management expects to close this gap over time after stabilization.
- 2) Pursuing Mainstreet's organic growth model: Using its strong potential liquidity position of approximately \$175 million, Mainstreet's business strategy will allow it to continue to boost NOI and FFO while avoiding equity dilution.
- 3) Buying back shares at discount: Management believes MEQ shares continue to trade well below its NAV. Management will therefore continue to buy back Mainstreet's own shares on an opportunistic basis under the normal course issuer bid.

ADDITIONAL INFORMATION

Additional information about Mainstreet is available on the Corporation's website at www.mainst.biz and on Sedar at www.sedar.com. The Corporation's Annual Information Form for the year ended September 30, 2017 has been filed on SEDAR.