



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

**FOR THE THREE AND NINE MONTHS ENDED  
SEPTEMBER 30, 2018 AND 2017**

**DATED: NOVEMBER 13, 2018**

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### PART I

#### BASIS OF PRESENTATION

Financial information included in this Management's Discussion and Analysis ("MD&A") includes material information up to November 13, 2018. The financial statements to which this MD&A relates were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

This MD&A has been reviewed and approved by management of Plaza Retail REIT (hereinafter referred to as "Plaza" or the "Trust") and the Audit Committee on behalf of the Board of Trustees.

In this MD&A, Plaza reports non-IFRS financial measures, including: funds from operations ("FFO"); adjusted funds from operations ("AFFO"); earnings before interest, taxes, depreciation and amortization ("EBITDA"); and same-asset net property operating income ("same-asset NOI"). Plaza also reports net property operating income ("NOI") as an additional IFRS measure. These measures are widely used in the Canadian real estate industry. Plaza believes these financial measures provide useful information to both management and investors in measuring the financial performance and financial condition of Plaza. These financial measures do not have any standardized definitions prescribed by IFRS and may not be comparable to similar titled measures reported by other entities. Refer to Part VII of this MD&A under the headings "Explanation of Non-IFRS Measures Used in this Document" and "Explanation of Additional IFRS Measures Used in this Document", for definitions of these financial measures.

#### FORWARD-LOOKING DISCLAIMER

This MD&A should be read in conjunction with the Trust's Condensed Interim Consolidated Financial Statements and the notes thereto for the nine months ended September 30, 2018 and 2017, along with the MD&A of the Trust for the year ended December 31, 2017, including the section on "Risks and Uncertainties". Historical results, including trends which might appear, should not be taken as indicative of future operations or results.

Certain information in this MD&A contains forward-looking statements, based on the Trust's estimates and assumptions, which are subject to numerous known and unknown risks and uncertainties, including those described under the heading "Risks and Uncertainties" in this MD&A. This may cause the actual results, performance and achievements of the Trust to differ materially from future results, performance or achievements expressed or implied by such forward-looking statements. Without limiting the foregoing, the words "believe", "expect", "continue", "anticipate", "could", "may", "intend", "will", "estimate", "planning" or "planned" and variations of such words and similar expressions identify forward-looking statements. Forward-looking statements (which involve significant risks and uncertainties and should not be read as guarantees of future performance or results) include, but are not limited to, statements related to distributions, development activities, leasing expectations, financing and the availability of financing sources. Factors that could cause actual results, performance or achievements to differ from those expressed or implied by forward-looking statements include, but are not limited to: economic, retail, capital market, debt market and competitive real estate conditions; Plaza's ability to lease or re-lease space at current or anticipated rents; changes in interest rates; changes in operating costs; the availability of development and redevelopment opportunities for growth; tenant insolvencies or bankruptcies; and government regulations. Management believes that the expectations reflected in forward-looking statements are based upon reasonable assumptions, however, management can give no assurance that actual results, performance or achievements will be consistent with these forward-looking statements.

These forward-looking statements are made as of November 13, 2018 and Plaza assumes no obligation to update or revise them to reflect new events or circumstances, except for forward-looking information disclosed in a prior MD&A which, in light of intervening events, requires further explanation to avoid being misleading.

#### OVERVIEW OF THE BUSINESS

Headquartered in Fredericton, New Brunswick, Plaza is an unincorporated "open-ended" real estate investment trust (a "REIT") established pursuant to its declaration of trust dated as of November 1, 2013 (the "Declaration of Trust"). Plaza is the successor to Plazacorp Retail Properties Ltd. ("Plazacorp"), which began operations in late 1999. Plaza trades on the Toronto Stock Exchange under the symbol "PLZ.UN".

Plaza is a developer, owner and manager of retail real estate primarily in Atlantic Canada, Quebec and Ontario. Plaza offers a unique business strategy that differs from many of its peers in the real estate industry.

## Plaza Retail REIT

- Plaza has a 16 year history of accretive growth and value creation since beginning to pay distributions in late 2002;
- Plaza's main business is driven by value-add opportunities to develop and redevelop, for its own account, unenclosed and enclosed retail real estate throughout Canada;
- Plaza has strong relationships with leading retailers;
- Plaza has a competitive advantage as a developer in Atlantic Canada;
- Plaza's entrepreneurial abilities allow it to adapt more easily to changing market conditions;
- Plaza is fully internalized and able to develop retail properties in-house;
- Plaza minimizes the amount of short-term debt that it obtains, therefore locking in returns for unitholders and minimizing financing risk;
- Insiders hold a significant position in Plaza; and
- Plaza is focused on cash flow per unit and per unit growth and conducts its business in order to maximize this and, accordingly, distributions for unitholders.

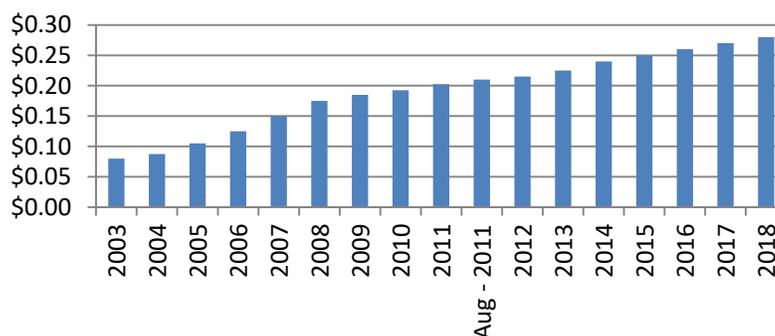
Plaza's growth is driven by value-add developments and redevelopments as well as organic growth from the existing portfolio as leases roll-over. Plaza's unique business strategy and focus on cash flow per unit has allowed it to increase its distribution every year since Plazacorp began paying dividends in November 2002. Plaza's distribution compounded annual growth rate is approximately 9%.

### Yearly Distribution/Dividend Growth

2003 <sup>(1)</sup>	8.00¢	n/a
2004	8.75¢	9.4%
2005	10.50¢	20.0%
2006	12.50¢	19.0%
2007	15.00¢	20.0%
2008	17.50¢	16.7%
2009	18.50¢	5.7%
2010	19.25¢	4.1%
2011	20.25¢	5.2%
2011-Aug	21.00¢	3.7%
2012	21.50¢	2.4%
2013	22.50¢	4.7%
2014	24.00¢	6.7%
2015	25.00¢	4.2%
2016	26.00¢	4.0%
2017	27.00¢	3.8%
2018	28.00¢	3.7%

<sup>(1)</sup> Plazacorp began paying dividends in November 2002. 2003 is the first full year of dividend payments.

### Distributions/Dividends per unit



### Summary of Properties

The Trust's portfolio at September 30, 2018 includes interests in 285 properties totaling approximately 8.0 million square feet (which are predominantly occupied by national tenants) and additional lands held for development. These include properties indirectly held by Plaza through its subsidiaries and through joint arrangements.

	Number of Properties September 30, 2018 <sup>(1)</sup>	Gross Leasable Area (sq. ft.) September 30, 2018 <sup>(1) (2)</sup>	Number of Properties September 30, 2017 <sup>(1)</sup>	Gross Leasable Area (sq. ft.) September 30, 2017 <sup>(1) (2)</sup>
Alberta	2	34,238	10	52,513
Newfoundland and Labrador	12	682,044	12	679,958
New Brunswick	50	1,846,891	51	1,828,919
Nova Scotia	35	1,153,282	36	1,184,332
Manitoba	6	30,424	6	30,424
Ontario	71	1,571,889	71	1,258,894
Prince Edward Island	11	595,427	11	595,850
Quebec	98	2,101,828	98	2,099,170
<b>Total</b>	<b>285</b>	<b>8,016,023</b>	<b>295</b>	<b>7,730,060</b>

<sup>(1)</sup> Includes properties under development and non-consolidated investments.

<sup>(2)</sup> At 100%, regardless of the Trust's ownership interest in the properties

## **BUSINESS ENVIRONMENT AND OUTLOOK**

Plaza's entrepreneurial culture and adaptability, combined with its strong fully internalized platform, has allowed, and will continue to allow, Plaza to grow and take advantage of opportunities in the market-place. Plaza has always had a focused strategy of growing the business through value-add developments and redevelopments and opportunistic acquisitions. Its properties are primarily leased to national retailers, with a focus on retailers in the consumer staples market segment – a segment that tends to withstand broader economic conditions or other retail trends, such as online sales. Plaza's execution of this strategy and its leasing efforts over the years have produced a portfolio that is dominated by national retailers, providing investors with a stable and growing cash flow. Barring unforeseen events, management believes it can continue to deliver growth in 2018.

While it continues to be tough for the enclosed mall business and for certain retailers, particularly those focused on fashion, strip centre retailers with a focus on consumer staple goods or value goods continue to perform well. These are the retailers that dominate Plaza's portfolio and ongoing developments and redevelopments.

Government of Canada bond rates have increased over the last year as a result of Bank of Canada rate increases. Notwithstanding this, it is still a relatively low interest rate environment, and long-term debt financing continues to be readily available from lenders at competitive fixed rates. Plaza will continue to underwrite its development and redevelopment projects to build in appropriate anticipated fixed rate debt financing.

## **DEVELOPMENT PIPELINE AND ACQUISITIONS/DISPOSITIONS**

### **Development Pipeline**

Plaza's development pipeline is robust and will continue to drive growth going forward. Plaza currently owns an interest in the following projects under development or redevelopment which, upon completion, are expected to be accretive to Plaza's earnings. The following properties are under construction, active development, or active planning and are anticipated to be completed at various points over the next three years as follows:

## Plaza Retail REIT

Properties under development/redevelopment	Square Footage <sup>(1)</sup>	Ownership	Occupied or Committed at September 30, 2018 <sup>(4)</sup>	Anticipated Completion Date
<b>In Planning/In Development:</b>				
<b>Strip Plaza:</b>				
Plaza de L'Ouest, Sherbrooke, QC – Phase III	30,000	50%	n/a	1-2 years
Fairville Boulevard, Saint John, NB – Phase III	10,000	100%	n/a	1-2 years
St. Jerome, St. Jerome (Montreal), QC -Phase III <sup>(2)</sup>	100,000	20%	n/a	1-2 years
100 Saint-Jude Nord, Granby, QC – Phase II <sup>(2)</sup>	100,000	10%	n/a	2-3 years
The Shoppes at Galway, St. John's, NL – Phase I <sup>(2)</sup>	195,000	50%	n/a	1-2 years
The Shoppes at Galway, St. John's, NL – Phase II <sup>(2)</sup>	142,000	50%	n/a	2-3 years
The Shoppes at Galway, St. John's, NL – Phase III <sup>(2)</sup>	100,000	50%	n/a	2-3 years
Rideau Plaza, Smiths Falls, ON	18,640	75%	n/a	1-2 years
Taunton Rd., Oshawa, ON	40,000	50%	n/a	Q3 2020
<b>Single Use:</b>				
9205 Bd. Lacordaire, St. Leonard, QC <sup>(3)</sup>	2,632	100%	100%	Q1 2019
144 Denison, Granby, QC <sup>(2)</sup>	10,000	25%	100%	Q4 2018
5150 Blvd Arthur-Sauve, Laval, QC <sup>(2)</sup>	10,000	25%	100%	Q3 2019
499 Dundas St., Cambridge, ON <sup>(3)</sup>	4,000	100%	n/a	Q4 2019
63 Lindsay St., Lindsay, ON <sup>(3)</sup>	4,000	100%	n/a	Q4 2019
464 Dundas St., Belleville, ON <sup>(3)</sup>	2,500	100%	n/a	Q4 2019
90 Main St., Picton, ON <sup>(3)</sup>	2,500	100%	n/a	Q4 2019
311 Main St., Dunnville, ON <sup>(3)</sup>	2,500	100%	n/a	Q4 2019
<b>Expansion:</b>				
Champlain St. Plaza, Dieppe (Moncton), NB – Phase II	17,600	100%	43%	1-2 years
Pleasant Street, Yarmouth, NS	2,000	100%	n/a	1-2 years
Silver Fox Plaza, New Minas, NS	5,000	100%	n/a	1-2 years
<b>In Construction:</b>				
<b>Enclosed Mall to Strip Plaza:</b>				
Timiskaming, New Liskeard, ON	75,565	50%	71%	Q4 2019
1000 Islands Plaza, Brockville, ON	165,000	50%	72%	Q4 2019
<b>Strip Plaza:</b>				
1324 Blvd Talbot, Saguenay (Chicoutimi), QC	84,000	50%	57%	Q3 2019
Lawrence Avenue Plaza, Scarborough (Toronto), ON <sup>(3)</sup>	7,393	100%	100%	Q4 2018
The Shoppes at Galway, St. John's, NL – Phase II.1 <sup>(2)</sup>	58,000	50%	57%	Q2 2019
<b>Single Use:</b>				
90 Blvd. Tache Ouest, Montmagny, QC	3,500	50%	100%	Q1 2019
6685 Century Avenue, Mississauga, ON	77,262	50%	100%	Q2 2019
1096 Wellington St., Ottawa, ON <sup>(3)</sup>	1,484	100%	100%	Q4 2018
<b>Expansion:</b>				
9025 Torbram Rd, Brampton, ON <sup>(3)</sup>	34,272	100%	100%	Q2 2019
<b>Total</b>	<b>1,304,848</b>			

(1) Approximate square footage upon completion or to be added on expansion.

(2) This is owned in a limited partnership that is part of the Trust's non-consolidated trusts and partnerships.

(3) This is an existing property being redeveloped.

(4) Occupied or committed based on redeveloped square footage.

## Plaza Retail REIT

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Plaza's goal is to achieve unlevered returns on developments/redevelopments of between 8%-10%.

There is excess density at existing properties which would represent approximately 92 thousand additional square feet of gross leasable area.

At September 30, 2018, there are two land assemblies under purchase agreement and subject to due diligence or other conditions. These land purchases, if executed, will represent an additional 27 thousand square feet of retail space at completion.

The total estimated costs for the developments and redevelopments (noted in the chart on the previous page) are between \$110 million and \$120 million, of which approximately \$55 million has already been spent (at Plaza's ownership percentage). The unspent amount has not been fully or specifically budgeted or committed at this time. For the projects in construction, remaining costs to complete are between \$18 million and \$19 million. For the projects in planning or in development that are expected to be completed by the end of 2018, remaining costs to complete are between \$250 thousand and \$350 thousand. The majority of unspent amounts for Plaza's development projects are funded by Plaza's existing development facilities or construction loans entered into.

### Acquisitions/Dispositions

During the period ended September 30, 2018, the Trust purchased the following (all including closing costs): land in Oshawa, ON for \$2.5 million and a 50% interest in land in Saguenay, QC for \$300 thousand, a 75% interest in a property in Smiths Falls, ON for redevelopment for \$1.8 million, a property in Brockville, ON for redevelopment for \$14.3 million and the remaining 50% interest in Northumberland Square in Miramichi, NB for \$5.0 million. As well, the Trust acquired a 100% interest in Shediac West Plaza, Shediac, NB and Northwest Centre, Moncton, NB through the purchase of the remaining 90% of the issued and outstanding units of Plazacorp - Shediac Limited Partnership and Northwest Plaza Commercial Trust that it did not already own (the "Transaction"). Net of assumption of debt, working capital and the existing ownership interest, the remaining units were purchased for total cash consideration of \$14.3 million. Both properties were previously co-owned with the Trust through two retail syndications. The previous syndications for these two properties, whose interests were bought out as a result of the Transaction, included certain related parties of the Trust – namely; Earl Brewer, Michael Zakuta, Edouard Babineau and Denis Losier. A special committee of independent trustees of the Trust was formed to review and approve the related party transactions. As well, concurrent with the Transaction, the Trust sold a 50% co-ownership interest in Shediac West Plaza and Northwest Centre to a Canadian pension fund for gross proceeds of \$20.5 million (\$8.7 million after assumption of 50% of the existing mortgages).

Subsequent to quarter end, the Trust purchased land in Moncton, NB for \$330 thousand.

During the period ended September 30, 2018, the Trust disposed of properties in Ottawa, ON and Perth, ON for net proceeds of \$1.6 million, a property in Halifax, NS for net proceeds of \$3.5 million, a property in Lachine, QC for net proceeds of \$641 thousand, a property in Montreal, QC for net proceeds of \$10.3 million, a property in Halifax, NS for \$1.3 million, a property in Pointe aux Trembles, QC for net proceeds of \$600 thousand and 8 properties in Alberta for \$11.8 million. The Trust sold a 50% co-ownership interest in its redevelopment property in Brockville, ON for gross proceeds of \$7.2 million (\$2.5 million after assumption of 50% of the existing mortgage). Also, purchasers waived conditions to buy property from the Trust in Paris, ON for \$400 thousand and London, ON for \$972 thousand. These transactions are not scheduled to close until January 2019 and April 2019, respectively.

SUMMARY OF SELECTED YEAR TO DATE INFORMATION

<b>(000s, except as otherwise noted)</b>	<b>9 Months Ended September 30, 2018 (unaudited)</b>	<b>9 Months Ended September 30, 2017 (unaudited)</b>	<b>9 Months Ended September 30, 2016 (unaudited)</b>	
Property rental revenue	\$ 77,949	\$ 77,208	\$ 74,974	
Total revenue	\$ 79,274	\$ 79,502	\$ 80,184	
NOI <sup>(1)</sup>	\$ 48,184	\$ 48,869	\$ 47,016	
Same-asset NOI <sup>(1)</sup>	\$ 44,457	\$ 44,645	N/A <sup>(3)</sup>	
FFO <sup>(1) (5)</sup>	\$ 26,082	\$ 27,161	\$ 23,812	
AFFO <sup>(1) (5)</sup>	\$ 22,838	\$ 25,207	\$ 21,382	
EBITDA <sup>(1)</sup>	\$ 45,234	\$ 45,396	\$ 43,692	
Profit and total comprehensive income	\$ 11,144	\$ 13,917	\$ 23,184	
Total assets	\$ 1,047,439	\$ 1,038,619	\$ 1,022,151	
Total non-current liabilities	\$ 479,792	\$ 495,834	\$ 505,409	
Total mortgages, mortgage bonds, notes payable, bank credit facilities	\$ 497,434	\$ 501,507	\$ 482,571	
Total debentures	\$ 62,987	\$ 49,663	\$ 63,372	
<b>Weighted average units outstanding <sup>(2)</sup></b>	<b>103,404</b>	<b>102,337</b>	<b>97,625</b>	
<b>Amounts on a Per Unit Basis</b>				
FFO <sup>(1)</sup>	\$ 0.252	\$ 0.265	\$ 0.244	
AFFO <sup>(1)</sup>	\$ 0.221	\$ 0.246	\$ 0.219	
Distributions	\$ 0.210	\$ 0.2025	\$ 0.195	
<b>Financial Ratios</b>				
Weighted average interest rate – fixed rate mortgages	4.41%	4.38%	4.46%	
Debt to gross assets (excluding converts)	48.2%	49.1%	47.4%	
Debt to gross assets (including converts)	53.2%	53.0%	52.9%	
Interest coverage ratio <sup>(1)</sup>	2.29x	2.38x	2.15x	
Debt coverage ratio <sup>(1)</sup>	1.63x	1.69x	1.56x	
Distributions as a % of FFO	83.3%	76.3%	80.4%	
Distributions as a % of AFFO	95.1%	82.3%	89.6%	
<b>Leasing Information</b>				
Square footage leased during the period (total portfolio)	938,858	975,479	1,146,202	
Committed occupancy <sup>(4)</sup>	95.9%	95.4%	96.2%	
Same-asset committed occupancy <sup>(4)</sup>	96.0%	95.8%	N/A <sup>(3)</sup>	
<b>Mix of Tenancy Based on Square Footage<sup>(4)</sup></b>				
National	89.6%	90.4%	90.8%	
Regional	4.1%	3.9%	3.9%	
Local	4.2%	4.0%	4.2%	
Non retail	2.1%	1.7%	1.1%	
<b>Other</b>				
Average term to maturity - mortgages	5.7 Years	6.3 Years	6.5 years	
Average term to maturity - leases <sup>(4)</sup>	5.8 Years	5.9 Years	6.3 years	
IFRS capitalization rate	7.03%	7.00%	7.03%	
<b>Property Type Breakdown</b>				
	<b>Number of Properties September 30, 2018</b>	<b>Square Footage (000s)</b>	<b>Number of Properties September 30, 2017</b>	<b>Square Footage (000s)</b>
Strip	109	5,574	105	5,310
Enclosed	4	993	5	971
Single Use – Quick Service Restaurant	101	272	123	423
Single Use – Retail	71	1,177	62	1,026
<b>Total</b>	<b>285</b>	<b>8,016</b>	<b>295</b>	<b>7,730</b>

<sup>(1)</sup> Refer to Part VII under the headings “Explanation of Non-IFRS Measures used in this Document” and “Explanation of Additional IFRS Measures used in this Document” for further explanations.

<sup>(2)</sup> Includes Class B exchangeable limited partnership (“LP”) units.

<sup>(3)</sup> Not applicable as the same-asset calculation relates to assets owned since January 1, 2017.

<sup>(4)</sup> Excludes properties under development and non-consolidated investments.

<sup>(5)</sup> Prior year comparatives have been restated for change to REALpac’s definition of FFO in 2017.

## **PART II**

### **STRATEGY**

Plaza's principal goal is to deliver a reliable and growing yield to unitholders from a diversified portfolio of retail properties. To achieve this goal the Trust's Board of Trustees has set development criteria of a minimum cash yield (unlevered yield) equal to 100 basis points above the mortgage constant for a 10 year mortgage at prevailing rates and assuming a 25 year amortization period.

The Trust strives to:

- maintain access to cost effective sources of debt and equity capital to finance acquisitions and new developments;
- acquire or develop properties at a cost that is consistent with the Trust's targeted returns on investment;
- maintain high occupancy rates on existing properties while sourcing tenants for properties under development and future acquisitions; and
- diligently manage its properties to ensure tenants are able to focus on their businesses.

The Trust invests in the following property types:

- new properties developed on behalf of existing clients or in response to demand;
- well located but significantly depreciated shopping malls and strip plazas to be redeveloped; and
- existing properties that will provide stable recurring cash flows with opportunity for growth.

Management intends to achieve Plaza's goals by:

- acquiring or developing high quality properties with the potential for increases in future cash flows;
- focusing on property leasing, operations and delivering superior services to tenants;
- managing properties to maintain high occupancies and staggering lease maturities appropriately;
- increasing rental rates when market conditions permit;
- achieving appropriate pre-leasing prior to commencing construction;
- managing debt to obtain both a low cost of debt and a staggered debt maturity profile;
- matching, as closely as practical, the weighted average term to maturity of mortgages to the weighted average lease term;
- retaining sufficient capital to fund capital expenditures required to maintain the properties well;
- raising capital where required in the most cost-effective manner;
- properly integrating new properties acquired;
- using internal expertise to ensure that value is surfaced from all of the properties; and
- periodically reviewing the portfolio to determine if opportunities exist to re-deploy equity from slow growth properties into higher growth investments.

**KEY PERFORMANCE DRIVERS AND INDICATORS**

There are numerous performance drivers, many beyond management’s control, that affect Plaza’s ability to achieve its above-stated goals. These key drivers can be divided into internal and external factors.

Management believes that the key internal performance drivers are:

- occupancy rates;
- rental rates;
- tenant service; and
- maintaining competitive operating costs.

Management believes that the key external performance drivers are:

- the availability of new properties for acquisition and development;
- the availability and cost of equity and debt capital; and
- a stable retail market.

The key performance indicators by which management measures Plaza’s performance are as follows:

- FFO;
- AFFO;
- debt service ratios;
- debt to gross assets;
- same-asset NOI;
- weighted average effective cost of debt; and
- occupancy levels.

The key performance indicators discussed throughout the MD&A are summarized in the table that follows. Management believes that its key performance indicators allow it to track progress towards the achievement of Plaza’s primary goal of providing a steady and increasing cash flow to unitholders. The following chart discusses the key performance indicators for the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017.

**Plaza Retail REIT**

<b>FFO<sup>(1)</sup></b>		<b>YTD Q3 2018</b>	<b>YTD Q3 2017</b>
	FFO	<b>\$26,082</b>	\$27,161
	FFO per unit	<b>\$0.252</b>	\$0.265
	Distributions as a % of FFO	<b>83.3%</b>	76.3%
	<ul style="list-style-type: none"> <li>➤ The decrease in FFO and FFO per unit was mainly due to (i) \$1.6 million in lease buyout revenues recorded in the prior year, and (ii) higher interest expense mainly related to the timing and amount of the issuance of the Series E convertible debentures versus the redemption of the Series D convertible debentures, as well as early mortgage discharge fees incurred in the current year. These were partly offset by net growth in NOI from developments/redevelopments/acquisitions and higher other income from leasing and development fees earned on co-owned properties.</li> <li>➤ Excluding the non-recurring one month overlap of interest on the convertible debentures, the impact of the 2017 lease buyouts and the early mortgage discharge fees, FFO per unit would have been 3.2% higher than the prior year.</li> </ul>		
<b>AFFO<sup>(1)</sup></b>		<b>YTD Q3 2018</b>	<b>YTD Q3 2017</b>
	AFFO	<b>\$22,838</b>	\$25,207
	AFFO per unit	<b>\$0.221</b>	\$0.246
	Distributions as a % of AFFO	<b>95.1%</b>	82.3%
	<ul style="list-style-type: none"> <li>➤ The principal factors influencing AFFO are consistent with those impacting FFO as well as an increase in leasing costs relating to new tenancies.</li> </ul>		
<b>Debt Service Ratios<sup>(1)</sup></b>		<b>YTD Q3 2018</b>	<b>YTD Q3 2017</b>
	Interest coverage ratio	<b>2.29x</b>	2.38x
	Debt coverage ratio	<b>1.63x</b>	1.69x
		<ul style="list-style-type: none"> <li>➤ The interest and debt coverage ratios were lower than the prior year mainly due to the \$1.6 million in lease buyout revenue recorded in the prior year, as well as higher debenture interest expense due to the fact that a higher face value of Series E convertible debentures were issued versus the redemption of the Series D convertible debentures. The debt coverage and interest coverage ratios exceed the requirements under borrowing arrangements.</li> </ul>	
<b>Debt to Gross Assets</b>		<b>Q3 2018</b>	<b>Q3 2017</b>
	Debt to gross assets (excluding converts)	<b>48.2%</b>	49.1%
	Debt to gross assets (including converts)	<b>53.2%</b>	53.0%
<b>Same-Asset NOI<sup>(1)</sup></b>		<b>YTD Q3 2018</b>	<b>YTD Q3 2017</b>
	Same-asset NOI	<b>\$44,457</b>	\$44,645
		<ul style="list-style-type: none"> <li>➤ Same-asset NOI decreased 0.4% over the prior year mainly due to \$182 thousand of bad debt expense recorded in the period due to a tenant going into creditor protection. Vacancies in the portfolio from two significant lease buyouts concluded during 2017, as well as vacancies at one of Plaza's enclosed malls (which is in the process of being stabilized), were offset by new lease up and rent increases in the portfolio. Excluding the impact of the lease buyouts, same-asset NOI would have been up 0.2% over the prior year.</li> </ul>	
<b>Weighted Average Interest Rate – Fixed Rate Mortgages</b>		<b>Q3 2018</b>	<b>Q3 2017</b>
	Weighted average interest rate – fixed rate mortgages	<b>4.41%</b>	4.38%
		<ul style="list-style-type: none"> <li>➤ Plaza continues to finance at low rates.</li> </ul>	
<b>Occupancy Levels</b>		<b>Q3 2018</b>	<b>Q3 2017</b>
	Committed occupancy	<b>95.9%</b>	95.4%
	Same-asset committed occupancy	<b>96.0%</b>	95.8%
		<ul style="list-style-type: none"> <li>➤ Various lease ups have positively impacted occupancy.</li> </ul>	

<sup>(1)</sup> Refer to Part VII under the headings "Explanation of Non-IFRS Measures used in this Document" and "Explanation of Additional IFRS Measures used in this Document" for further explanations.

## Plaza Retail REIT

### PROPERTY AND CORPORATE FINANCIAL PERFORMANCE 2018 AND 2017

#### Funds from Operations (FFO) and Adjusted Funds from Operations (AFFO)

Plaza's summary of FFO and AFFO for the three and nine months ended September 30, 2018, compared to the three and nine months ended September 30, 2017 is presented below:

<b>(000s – except per unit amounts and percentage data)</b>	<b>3 Months Ended September 30, 2018 (unaudited)</b>	<b>3 Months Ended September 30, 2017 (unaudited)</b>	<b>9 Months Ended September 30, 2018 (unaudited)</b>	<b>9 Months Ended September 30, 2017 (unaudited)</b>
<b>Profit and total comprehensive income for the period attributable to unitholders</b>	<b>\$ 6,885</b>	<b>\$ 7,534</b>	<b>\$ 11,008</b>	<b>\$ 13,801</b>
Add (deduct):				
Incremental leasing costs included in administrative expenses	<b>338</b>	359	<b>1,350</b>	1,345
Debt issuance costs, net of amortization <sup>(5)</sup>	<b>(103)</b>	(73)	<b>2,040</b>	(219)
Distributions on Class B exchangeable LP units included in finance costs	<b>89</b>	89	<b>266</b>	267
Deferred income taxes	<b>112</b>	15	<b>217</b>	(271)
Fair value adjustment to restricted share units	<b>(12)</b>	(7)	<b>(2)</b>	(12)
Fair value adjustment to investment properties	<b>2,726</b>	2,587	<b>8,540</b>	12,516
Fair value adjustment to investments	<b>20</b>	(467)	<b>2,910</b>	1,276
Fair value adjustment to Class B exchangeable LP units	<b>(202)</b>	(290)	<b>(76)</b>	(818)
Fair value adjustment to convertible debentures	<b>(396)</b>	(494)	<b>137</b>	(433)
Fair value adjustment to interest rate swaps and bond forwards	<b>(40)</b>	-	<b>(89)</b>	-
Equity accounting adjustment	<b>(25)</b>	(54)	<b>(58)</b>	(115)
Non-controlling interest adjustment	<b>(10)</b>	(27)	<b>(161)</b>	(176)
<b>Basic FFO</b>	<b>\$ 9,382</b>	<b>\$ 9,172</b>	<b>\$ 26,082</b>	<b>\$ 27,161</b>
Add (deduct):				
Non-cash revenue – straight-line rent <sup>(4)</sup>	<b>53</b>	63	<b>179</b>	183
Leasing costs – existing properties <sup>(1)(4)</sup>	<b>(1,196)</b>	(428)	<b>(2,643)</b>	(1,359)
Maintenance capital expenditures – existing properties <sup>(1)(4)</sup>	<b>(120)</b>	(332)	<b>(794)</b>	(811)
Non-controlling interest adjustment	<b>6</b>	8	<b>14</b>	33
<b>Basic AFFO</b>	<b>\$ 8,125</b>	<b>\$ 8,483</b>	<b>\$ 22,838</b>	<b>\$ 25,207</b>
Basic weighted average units outstanding <sup>(2)</sup>	<b>103,733</b>	102,487	<b>103,404</b>	102,337
<b>Basic FFO per unit</b>	<b>\$ 0.090</b>	<b>\$ 0.089</b>	<b>\$ 0.252</b>	<b>\$ 0.265</b>
<b>Basic AFFO per unit</b>	<b>\$ 0.078</b>	<b>\$ 0.083</b>	<b>\$ 0.221</b>	<b>\$ 0.246</b>
Gross distributions to unitholders <sup>(3)</sup>	<b>\$ 7,264</b>	<b>\$ 6,919</b>	<b>\$ 21,716</b>	<b>\$ 20,737</b>
<b>Distributions as a percentage of basic FFO</b>	<b>77.4%</b>	<b>75.4%</b>	<b>83.3%</b>	<b>76.3%</b>
<b>Distributions as a percentage of basic AFFO</b>	<b>89.4%</b>	<b>81.6%</b>	<b>95.1%</b>	<b>82.3%</b>
<b>Basic FFO</b>	<b>\$ 9,382</b>	<b>\$ 9,172</b>	<b>\$ 26,082</b>	<b>\$ 27,161</b>
Interest on dilutive convertible debentures	<b>684</b>	569	<b>2,051</b>	1,688
<b>Diluted FFO</b>	<b>\$ 10,066</b>	<b>\$ 9,741</b>	<b>\$ 28,133</b>	<b>\$ 28,849</b>
Diluted weighted average units outstanding <sup>(2)</sup>	<b>113,006</b>	109,310	<b>112,677</b>	109,161
<b>Basic AFFO</b>	<b>\$ 8,125</b>	<b>\$ 8,483</b>	<b>\$ 22,838</b>	<b>\$ 25,207</b>
Interest on dilutive convertible debentures	<b>602</b>	493	<b>1,806</b>	-
<b>Diluted AFFO</b>	<b>\$ 8,727</b>	<b>\$ 8,976</b>	<b>\$ 24,644</b>	<b>\$ 25,207</b>
Diluted weighted average units outstanding <sup>(2)</sup>	<b>112,096</b>	108,400	<b>111,767</b>	102,337
<b>Diluted FFO per unit</b>	<b>\$0.089</b>	<b>\$ 0.089</b>	<b>\$ 0.250</b>	<b>\$ 0.264</b>
<b>Diluted AFFO per unit</b>	<b>\$0.078</b>	<b>\$ 0.083</b>	<b>\$ 0.220</b>	<b>\$ 0.246</b>

(1) Based on actuals.

(2) Includes Class B exchangeable LP units.

(3) Includes distributions on Class B exchangeable LP units.

(4) Includes proportionate share of expenditures at equity-accounted investments.

(5) Prior year comparative has been restated for this new addition to REALpac's definition of FFO in 2017.

## Plaza Retail REIT

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Basic FFO for the three months ended September 30, 2018 increased by \$210 thousand, or 2.3% over the prior year. Basic FFO per unit for the three months ended September 30, 2018 was 1.1% higher than the prior year.

More specifically, impacting FFO was:

- (i) growth in NOI of \$1.1 million from developments/redevelopments/acquisitions, more than offsetting;
- (ii) a decrease in NOI of \$625 thousand from property sales, mainly due to the syndication of eight properties in the prior year; and
- (iii) an increase in administrative expenses of \$291 thousand mainly due to timing of certain bonus payments compared to the prior year.

For the three months ended September 30, 2018, AFFO decreased by \$358 thousand, or 4.2% over the prior year and AFFO per unit decreased by 6.0% over the prior year. The decrease in AFFO and AFFO per unit was mainly due to an increase in leasing costs relating to new tenancies.

Basic FFO for the nine months ended September 30, 2018 decreased by \$1.1 million, or 4.0% over the prior year. Basic FFO per unit for the nine months ended September 30, 2018 decreased by 4.9% over the prior year. The decrease was mainly due to lease buyout revenues recorded in the prior year.

More specifically, impacting FFO was:

- (i) growth in NOI of \$2.7 million from developments/redevelopments/acquisitions;
- (ii) a decrease in NOI of \$1.3 million from property sales, mainly due to the syndication of eight properties in the prior year;
- (iii) lease buyout revenues of \$1.6 million recorded in the prior year from two significant lease buyouts concluded during the second quarter of 2017;
- (iv) an increase in other income of \$595 thousand mainly due to an increase in development and leasing fees earned from co-owned properties; and
- (v) an increase in finance costs of \$845 thousand mainly due to \$240 thousand of early mortgage discharge fees paid in the current year, compared to \$56 thousand in the prior year, as well as higher debenture interest due to the issuance of \$47.3 million of Series E convertible debentures on February 21, 2018 compared to the redemption of \$34.0 million of Series D convertible debentures, which took place on March 27, 2018.

For the nine months ended September 30, 2018, AFFO decreased by \$2.4 million, or 9.4% over the prior year and AFFO per unit decreased by 10.2% over the prior year. The decrease in AFFO was mainly due to the same factors impacting FFO as well as an increase in leasing costs relating to new tenancies. Leasing costs fluctuate from quarter to quarter depending on timing of new tenancies, however, Plaza is expecting a higher amount of leasing costs to be incurred in 2018.

Excluding the one month overlap of interest on the convertible debentures, the impact of the 2017 lease buyouts and the early mortgage discharge fees, FFO per unit would have been 3.2% higher than the prior year mainly from growth in NOI, and AFFO per unit would have only been 1.8% lower than the prior year due to the higher leasing costs.

### Profit and Total Comprehensive Income for the Period

The Trust recorded a profit for the three months ended September 30, 2018 of \$7.0 million compared to \$7.6 million for the same period in the prior year. The decrease was mainly due to a decrease in share of profit of associates mainly relating to a decrease in non-cash fair value adjustments to the underlying investment properties.

The Trust recorded a profit for the nine months ended September 30, 2018 of \$11.1 million compared to \$13.9 million for the same period in the prior year. The decrease was mainly due to convertible debenture issuance costs expensed and a decrease in NOI mainly due to lease buyout revenues recorded in the prior year, partly offset by a net reduction in losses from non-cash fair value adjustments as well as an increase in other income. Specifically, profit was impacted by the same factors mentioned in the discussion of FFO above, as well as:

- (i) a decrease in the share of profit of associates of \$1.5 million mainly relating to the non-cash fair value adjustment to the underlying investment properties and a fair value loss on the disposal of land at an underlying investment property;
- (ii) convertible debenture issuance costs incurred in the amount of \$2.3 million in the current year for the Series E convertible debentures, which are fully expensed for accounting purposes upon issuance;
- (iii) a net loss of \$137 thousand compared to a net gain of \$433 thousand in the prior year, relating to the non-cash fair value adjustment to convertible debentures;

## Plaza Retail REIT

- (iv) a net gain of \$76 thousand compared to \$818 thousand in the prior year, relating to the non-cash fair value adjustment to the Class B exchangeable LP units; and
- (v) a net loss from non-cash fair value adjustments to investment properties of \$8.5 million compared to \$12.5 million in the prior year.

### Same-Asset Net Property Operating Income (Same-Asset NOI)

Same-asset categorization refers to those properties which were owned and operated by Plaza for the nine months ended September 30, 2018 and the entire year ended December 31, 2017 and excludes partial year results from certain assets due to timing of acquisition, development, redevelopment or disposition.

Significant portions of the Trust's leases have common cost recoveries from tenants linked to the consumer price index (CPI). At September 30, 2018, approximately 48.6% of the Trust's leased area is tied to a CPI cost recovery formula. As well, certain anchor tenant leases may restrict recovery of common costs. As a result, certain costs such as snow removal and utility costs may not be completely offset by cost recoveries in a period, or recovery revenues may exceed costs. Municipal taxes are generally net and fully recoverable from all tenants. Most tenants in strip plazas and single use properties are responsible for their own utilities, and changes to these costs do not materially impact NOI.

	<b>3 Months Ended September 30, 2018 (unaudited)</b>	3 Months Ended September 30, 2017 (unaudited)	<b>9 Months Ended September 30, 2018 (unaudited)</b>	9 Months Ended September 30, 2017 (unaudited)
<b>(000s)</b>				
Same-asset rental revenue	\$ 22,351	\$ 22,304	\$ 67,192	\$ 67,281
Same-asset operating expenses	(2,699)	(2,714)	(9,877)	(9,786)
Same-asset realty tax expense	(4,301)	(4,308)	(12,858)	(12,850)
<b>Same-asset NOI</b>	<b>\$ 15,351</b>	<b>\$ 15,282</b>	<b>\$ 44,457</b>	<b>\$ 44,645</b>

As noted in the chart above, the same-asset NOI for the three months ended September 30, 2018 was up 0.50% compared to the prior year. Higher same-asset occupancy, rent increases and lower operating costs in the portfolio contributed to the increase in same-asset NOI.

Same-asset NOI for the nine months ended September 30, 2018 decreased by \$188 thousand or 0.4% mainly due to \$182 thousand of bad debt expense recorded due to a tenant going into creditor protection. Vacancies from two significant lease buyouts concluded during 2017, which impacted same-asset NOI by \$276 thousand compared to the prior year, as well as vacancies at one of Plaza's enclosed malls, were offset by new lease up and rent increases in the portfolio. The lease buyouts were done in order to bring on other more stable tenants, which are expected to be in place by the fourth quarter of 2018. As well, Plaza is in the process of stabilizing the occupancy at the enclosed mall. Occupancy at that mall is up 5% from December 31, 2017 and rents from some new tenants there will commence late in the fourth quarter of 2018. Excluding the impact of the lease buyouts, same-asset NOI would have been up 0.2% over the prior year.

The following table shows a breakdown of same-asset NOI by province.

	<b>3 Months Ended September 30, 2018 (unaudited)</b>	3 Months Ended September 30, 2017 (unaudited)	<b>9 Months Ended September 30, 2018 (unaudited)</b>	9 Months Ended September 30, 2017 (unaudited)
<b>(000s except percentage data)</b>				
New Brunswick	\$ 3,569	\$ 3,570	\$ 10,252	\$ 10,318
Nova Scotia	2,705	2,713	7,907	8,211
Quebec	3,333	3,326	9,835	9,745
Alberta	93	90	268	264
Manitoba	195	191	581	561
Ontario	2,127	2,138	6,323	6,338
Newfoundland and Labrador	1,535	1,486	4,128	4,322
Prince Edward Island	1,794	1,768	5,163	4,886
<b>Same-asset NOI</b>	<b>\$ 15,351</b>	<b>\$ 15,282</b>	<b>\$ 44,457</b>	<b>\$ 44,645</b>
<b>Percentage increase (decrease) over prior period</b>	<b>0.5%</b>		<b>(0.4)%</b>	

## Plaza Retail REIT

### Net Property Operating Income (NOI)

The following table shows the breakdown of total NOI and relevant variances from the prior year.

(000s)	3 Months Ended September 30, 2018 (unaudited)	3 Months Ended September 30, 2017 (unaudited)	9 Months Ended September 30, 2018 (unaudited)	9 Months Ended September 30, 2017 (unaudited)
Same-asset NOI	\$ 15,351	\$ 15,282	\$ 44,457	\$ 44,645
Developments and redevelopments transferred to income producing in 2017	590	532	1,698	1,215
Developments and redevelopments transferred to income producing in 2018 (\$3.1 million annualized NOI)	751	419	1,676	1,294
Acquisitions (\$1.4 million annualized NOI)	359	-	896	-
NOI from properties currently under development and redevelopment (\$2.7 million annualized NOI)	466	163	1,485	589
Straight-line rent	(53)	(63)	(179)	(183)
Administrative expenses charged to NOI	(753)	(694)	(2,448)	(2,146)
Lease buyout revenue	-	-	-	1,557
Property disposals	(23)	602	491	1,796
Other	11	67	108	102
<b>Total NOI</b>	<b>\$ 16,699</b>	<b>\$ 16,308</b>	<b>\$ 48,184</b>	<b>\$ 48,869</b>

### Share of Profit of Associates

Share of profit of associates consists of income from equity accounted investments as well as fair value changes in the underlying investment properties included within equity-accounted investments and other changes to the equity position of the equity-accounted investments that would impact the residual returns on wind-up (such as debt financing incurred). The following schedule shows Plaza's ownership position, rates of preferred returns on investment and Plaza's interest in cash on capital appreciation beyond the preferred returns.

	Ownership Position	Preferred Return	Residual Return
<b>Equity Accounted Investments<sup>(1)</sup></b>			
Centennial Plaza Limited Partnership	10%	10%	20%
Trois Rivières Limited Partnership	15%	10%	30%
Plazacorp Ontario1 Limited Partnership	25%	4%	25%
Plazacorp Ontario2 Limited Partnership	50%	n/a	n/a
Plazacorp Ontario3 Limited Partnership	50%	n/a	n/a
Plazacorp Ontario4 Limited Partnership	50%	n/a	n/a
RBEG Limited Partnership	50%	n/a	n/a
CPRDL Limited Partnership	50%	n/a	n/a
Fundy Retail Ltd.	50%	n/a	n/a
VGH Limited Partnership <sup>(2)</sup>	20%	8%	27%
Ste. Hyacinthe Limited Partnership	25%	n/a	n/a
144 Denison East Limited Partnership <sup>(2)</sup>	25%	n/a	n/a
The Shoppes at Galway Limited Partnership <sup>(2)</sup>	50%	n/a	n/a

<sup>(1)</sup> Equity and fair value accounted investments consist of the following properties: 3550 Sources, Centennial Plaza, Place Du Marche, BPK Levis and 100 Saint-Jude Nord (Centennial Plaza Limited Partnership); Plaza des Recollets (Trois Rivières Limited Partnership); Ottawa Street Almonte, Hastings Street Bancroft and Main Street Alexandria (Plazacorp Ontario1 Limited Partnership); Amherstview and Scugog Street Port Perry (Plazacorp Ontario2 Limited Partnership); King & Mill (Plazacorp Ontario3 Limited Partnership); Manotick (Plazacorp Ontario4 Limited Partnership); Bureau en Gros (RBEG Limited Partnership); CPRDL (CPRDL Limited Partnership); Gateway Mall (Fundy Retail Ltd.); St. Jerome (VGH Limited Partnership); 5400 Laurier Ouest (Ste. Hyacinthe Limited Partnership); 144 Denison and 5150 Arthur-Sauvé (144 Denison East Limited Partnership); and the Shoppes at Galway (The Shoppes at Galway Limited Partnership).

<sup>(2)</sup> Land within this partnership is currently in development.

## Plaza Retail REIT

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Share of profit of associates for the three months ended September 30, 2018 includes Plaza's share of NOI of approximately \$1.1 million, up from \$993 thousand recorded in the prior year. Share of profit of associates decreased by \$446 thousand for the three months ended September 30, 2018 compared to the three months ended September 30, 2017. The decrease was mainly due to non-cash fair value adjustments to the underlying investment properties.

Share of profit of associates for the nine months ended September 30, 2018 includes Plaza's share of NOI of approximately \$3.1 million, up approximately \$200 thousand compared to the prior year. Share of profit of associates decreased by \$1.5 million for the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017. The decrease was mainly due to a fair value loss on the disposal of land at an underlying investment property, partially offset by positive non-cash fair value adjustments to the underlying investment properties.

Overall committed occupancy for non-consolidated investments (excluding land under development) was 98.7% at September 30, 2018, compared to 97.9% at September 30, 2017.

Distributions received from associates for the three months ended September 30, 2018 were \$192 thousand compared to \$193 thousand for the three months ended September 30, 2017. Distributions received from associates for the nine months ended September 30, 2018 were \$1.1 million and consistent with the nine months ended September 30, 2017.

On January 31, 2018, the Trust completed the acquisition of the remaining 90% of the issued and outstanding units of Plazacorp - Shediac Limited Partnership and Northwest Plaza Commercial Trust that it did not already own. The units were purchased by the Trust through the payment of \$14.3 million in cash consideration. Unitholder debt outstanding in Northwest Plaza Commercial Trust in the amount of \$859 thousand was also repaid by the Trust as part of the transaction. The two entities were previously included in investments and accounted for on an equity basis and fair value basis, respectively. Concurrent with this transaction, the Trust sold a 50% co-ownership interest in the two underlying properties, namely, Shediac West Plaza, Shediac, NB and Northwest Centre, Moncton, NB, to a Canadian pension fund for gross proceeds of \$20.5 million (\$8.7 million after assumption of 50% of the existing mortgages). See also Part I of this MD&A under the heading "Acquisitions/Dispositions".

During the quarter, 144 Denison East Limited Partnership purchased land and building in Laval, QC for redevelopment for \$1.2 million.

### Finance Costs

Finance costs for the three months ended September 30, 2018 were \$6.5 million, which is consistent with the same period in the prior year. Finance costs were impacted by:

- (i) higher mortgage interest of \$118 thousand; offset by
- (ii) higher capitalization of interest of \$55 thousand; and
- (iii) lower loan defeasance and early mortgage discharge fees of \$54 thousand.

Finance costs for the nine months ended September 30, 2018 were \$20.1 million, compared to \$19.2 million for the same period in the prior year. Finance costs were impacted by:

- (i) higher debenture interest of \$501 thousand mainly due to the issuance of \$47.3 million of Series E convertible debentures on February 21, 2018, compared with the redemption of the \$34.0 million Series D convertible debentures taking place on March 27, 2018;
- (ii) higher mortgage interest of \$221 thousand;
- (iii) higher operating line of credit interest of \$187 thousand due to higher balances outstanding during the period;
- (iv) early mortgage discharge fees of \$240 thousand paid on the early refinancing of loans, in order to lock in lower rates, compared to \$56 thousand in the prior year; and
- (v) partly offset by higher capitalization of interest of \$274 thousand.

### Administrative Expenses

Administrative expenses for the three months ended September 30, 2018 were \$2.3 million, compared to \$2.0 million for the same period in the prior year. The increase was mainly due to timing of bonuses incurred.

Administrative expenses for the nine months ended September 30, 2018 were \$7.1 million, compared to \$6.9 million for the same period in the prior year. The increase was mainly due to regular salary increases.

## **Plaza Retail REIT**

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Plaza maintains a fully internalized and integrated structure and therefore incurs certain costs related to development and redevelopment activity that is not capitalizable for accounting purposes or for AFFO purposes, but that in Plaza's view is not indicative of regular income producing activities. Plaza carries between \$700 and \$900 thousand per year in these costs included in administrative expenses. Other real estate entities that are not development-oriented or not fully internalized for their development activities would not incur this level of expenses, or they might otherwise be able to capitalize these costs for accounting purposes.

### **Change in Fair Value of Investment Properties**

Investment properties are recorded at fair value based on a combination of external appraisals and internal valuations, whereby appropriate capitalization rates (supplied by independent appraisers) are applied to budgeted normalized net operating income (property revenue less property operating expenses).

The Trust recorded a fair value decrease to investment properties of \$2.7 million for the three months ended September 30, 2018 compared to a fair value decrease of \$2.6 million for the three months ended September 30, 2017. The Trust recorded a fair value decrease to investment properties of \$8.5 million for the nine months ended September 30, 2018 compared to a fair value decrease of \$12.5 million for the nine months ended September 30, 2017. The weighted average capitalization rate at September 30, 2018 was 7.03% which is three basis points higher than September 30, 2017, one basis point higher than December 31, 2017 and consistent with June 30, 2018. The fair value adjustment recorded in the quarter was mainly due to a decrease in NOI at certain properties. For the current year to date, the fair value decrease recorded was largely due to the increase in capitalization rates since December 31, 2017, whereas the fair value decrease recorded in the prior year was largely due to changes in NOI.

### **Change in Fair Value of Convertible Debentures**

The majority of the convertible debentures are publicly traded with their fair values based on their traded prices.

The fair value adjustment to convertible debentures for the three months ended September 30, 2018 was a net gain of \$396 thousand compared to \$494 thousand in the prior year. The fair value adjustment to convertible debentures for the nine months ended September 30, 2018 was a net loss of \$137 thousand compared to a net gain of \$433 thousand in the prior year.

### **Change in Fair Value of Class B Exchangeable LP Units**

The Class B exchangeable LP units were issued effective January 1, 2015 in connection with the purchase by Plaza of the interests of certain equity partners in eight properties located in New Brunswick and Prince Edward Island. Distributions paid on these exchangeable units are based on the distributions paid to Plaza unitholders. The exchangeable LP units are exchangeable on a one-for-one basis into Plaza units at the option of the holders. The fair value of these exchangeable LP units is based on the trading price of Plaza's units. Subsequent to quarter end, 75 thousand exchangeable LP units were exchanged for Plaza units.

The fair value adjustment to Class B exchangeable LP units for the three months ended September 30, 2018 was a net gain of \$202 thousand compared to \$290 thousand in the prior year. The fair value adjustment to Class B exchangeable LP units for the nine months ended September 30, 2018 was a net gain of \$76 thousand compared to \$818 thousand in the prior year.

## Plaza Retail REIT

### LEASING AND OCCUPANCY

The following table represents leases expiring for the next 5 years and thereafter for Plaza's property portfolio at September 30, 2018 (excluding developments, redevelopments and non-consolidated investments).

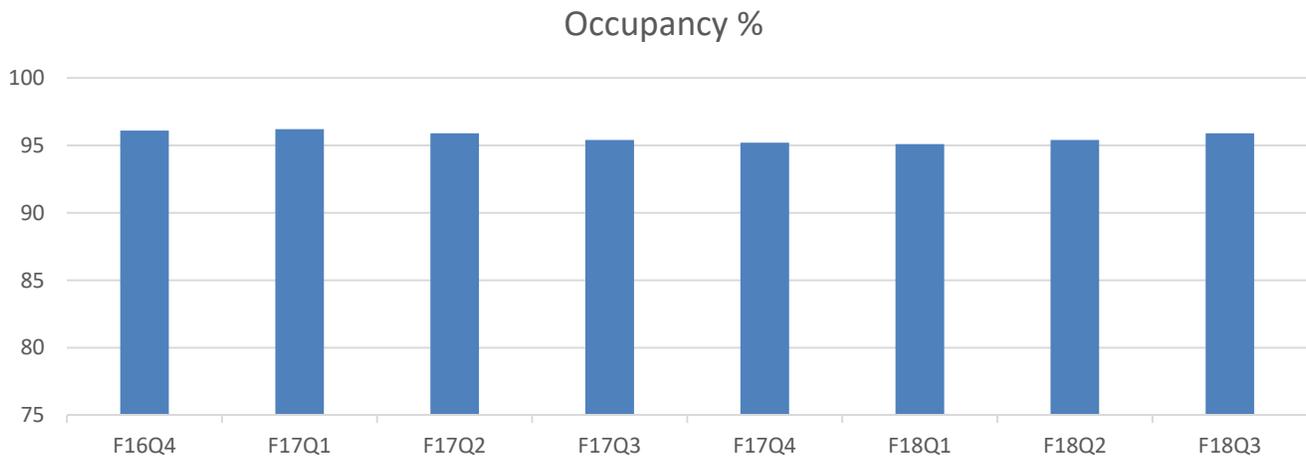
Year	Strip Plazas		Enclosed Malls		Single-User Retail		Single-User QSR <sup>(2)</sup>		Total	
	Sq Ft <sup>(1)</sup>	%	Sq Ft <sup>(1)</sup>	%	Sq Ft <sup>(1)</sup>	%	Sq Ft <sup>(1)</sup>	%	Sq Ft <sup>(1)</sup>	%
Remainder of 2018	110,762	2.6	35,156	5.6	-	-	24,741	10.6	<b>170,659</b>	<b>2.8</b>
2019	240,382	5.6	71,756	11.4	19,504	2.2	11,773	5.0	<b>343,415</b>	<b>5.7</b>
2020	610,417	14.2	62,590	9.9	111,214	12.3	15,944	6.8	<b>800,166</b>	<b>13.2</b>
2021	521,925	12.1	24,209	3.8	38,537	4.3	13,344	5.7	<b>598,015</b>	<b>9.8</b>
2022	422,921	9.8	67,087	10.6	103,739	11.5	46,862	20.0	<b>640,609</b>	<b>10.5</b>
2023	551,613	12.8	57,269	9.1	152,739	16.9	35,268	15.1	<b>796,888</b>	<b>13.1</b>
Thereafter	1,848,400	42.9	313,067	49.6	477,832	52.8	85,943	36.8	<b>2,725,242</b>	<b>44.9</b>
Subtotal	4,306,420	100.0	631,134	100.0	903,565	100.0	233,875	100.0	<b>6,074,994</b>	<b>100.0</b>
Vacant	194,916		81,319		2,485		4,339		<b>283,059</b>	
<b>Total</b>	<b>4,501,336</b>		<b>712,453</b>		<b>906,050</b>		<b>238,214</b>		<b>6,358,053</b>	
<b>Weighted average lease term</b>	<b>5.9 years</b>		<b>3.4 years</b>		<b>6.7 years</b>		<b>7.1 years</b>		<b>5.8 years</b>	

<sup>(1)</sup> At 100%, regardless of the Trust's ownership interest in the properties.

<sup>(2)</sup> QSR refers to quick service restaurants.

At September 30, 2018, overall committed occupancy for the portfolio (excluding properties under development, redevelopment and non-consolidated investments) was 95.9% compared to 95.4% at September 30, 2017. Same-asset committed occupancy was 96.0% at September 30, 2018, compared to 95.8% at September 30, 2017.

Committed occupancy for the portfolio over the last eight quarters is as follows:



## Plaza Retail REIT

The weighted average contractual base rent per square foot on renewals/new leasing in 2018 versus expiries (excluding developments, redevelopments and non-consolidated investments) is outlined in the following table:

	Strip Plazas	Enclosed Malls	Single-User Retail	Single-User QSR
<b><u>2018 – Q3 YTD</u></b>				
Leasing renewals (sq. ft.)	289,910	89,122	27,282	131,820
Weighted average rent (\$/sq. ft.)	\$10.74	\$15.74	\$13.50	\$27.90
Change in weighted average rent	4.3%	(0.3)%	6.6%	5.1%
Expiries that renewed (sq. ft.)	289,910	89,122	27,282	131,820
Weighted average rent (\$/sq. ft.)	\$10.30	\$15.79	\$12.67	\$26.55
<b><u>2018 – Remainder of Year</u></b>				
New leasing (sq. ft.)	108,207	64,094	17,218	1,484
Weighted average rent (\$/sq. ft.)	\$16.16	\$13.01	\$20.96	\$37.06
Expiries not renewed (sq. ft.)	60,448	44,093	7,985	6,477
Weighted average rent (\$/sq. ft.)	\$9.36	\$14.87	\$26.54	\$34.51
Expiries (sq. ft.)	110,762	35,156	-	24,741
Weighted average rent (\$/sq. ft.)	\$11.67	\$15.29	-	\$25.45

In addition, for the nine months ended September 30, 2018, the Trust completed 129 thousand square feet of new and renewal leasing deals on developments and redevelopments at market rates and 80 thousand square feet of new and renewal leasing deals at market rates at non-consolidated investments.

During the year, the Trust finalized lease renewals on 150,000 square feet or 62 sites with its two primary KFC operators. Most of these leases were set to expire in 2018. Stand-alone KFC restaurants make up approximately 218,000 square feet of Plaza's portfolio. The two KFC operators have 81 sites and represent 90% of Plaza's total KFC square footage. The renewals have an average rental increase in the first year of approximately 5% and an average lease term of approximately 7 years.

Plaza's financial exposure to vacancies and lease roll-overs differs among the different retail asset types, as gross rental rates differ by asset class. Committed occupancy by asset class (excluding non-consolidated investments) was as follows:

- Committed occupancy in the strip plazas was 96.2% at September 30, 2018, compared to 95.0% at September 30, 2017.
- Committed occupancy for enclosed malls was 88.6% at September 30, 2018, compared to 91.3% at September 30, 2017.
- Committed occupancy for single use assets was 99.4% at September 30, 2018, compared to 99.4% at September 30, 2017.
- Pre-leased space in active properties under development was 93.7% at September 30, 2018.

## Plaza Retail REIT

Plaza has built a portfolio with a high quality revenue stream. Plaza's ten largest tenants based upon current monthly base rents at September 30, 2018 represent approximately 56.1% of total base rent revenues in place.

	% of Base Rent Revenue <sup>(5)</sup>		% of Base Rent Revenue <sup>(5)</sup>
1. Shoppers Drug Mart	24.9	6. TJX Group <sup>(4)</sup>	3.4
2. KFC <sup>(1)</sup>	7.1	7. Staples	3.0
3. Dollarama	4.7	8. Rexall Pharma Plus	2.1
4. Canadian Tire Group <sup>(2)</sup>	4.1	9. Bulk Barn	1.8
5. Sobeys Group <sup>(3)</sup>	3.5	10. Giant Tiger	1.5

(1) The majority is represented by 3 operators.

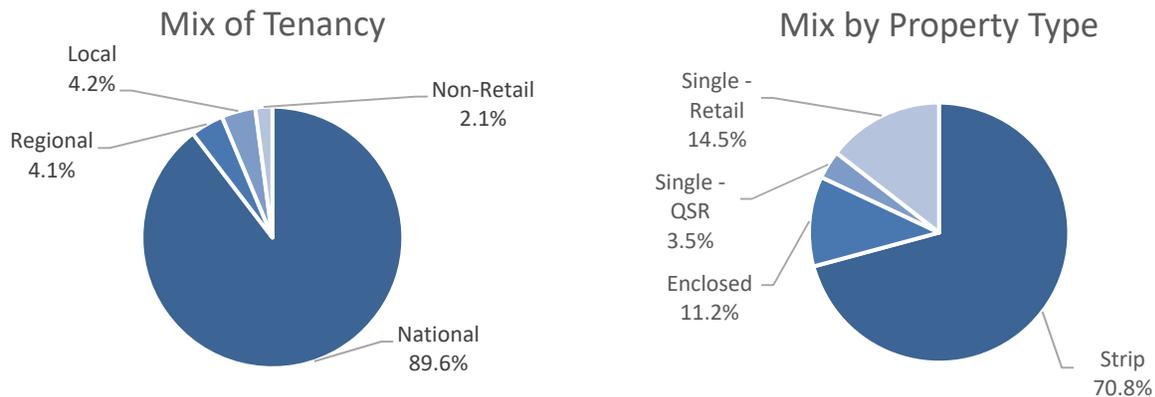
(2) Canadian Tire Group represents the following stores: Canadian Tire, Mark's/L'Équipeur, Paderno and Sport Chek.

(3) Sobeys Group represents the following stores: Sobeys, IGA, Sobeys Fast Fuel and Lawtons.

(4) TJX Group represents the following stores: Winners, HomeSense, and Marshalls.

(5) Excludes developments, redevelopments and non-consolidated investments.

The Trust's mix of tenancies, based on square footage, is primarily made up of national tenants. The graphs below exclude developments, redevelopments and non-consolidated investments.



## PART III

### OPERATING LIQUIDITY AND WORKING CAPITAL

Cash flow, in the form of recurring rent generated from the portfolio, represents the primary source of liquidity to service debt, to pay operating, leasing and property tax costs, and to fund distributions. Costs of development activities, which form a large portion of accounts payable and accrued liabilities, are generally funded by a combination of debt and equity.

Cash flow from operations is dependent upon occupancy levels of properties owned, rental rates achieved, effective collection of rents, and efficiencies in operations as well as other factors.

Plaza maintains a prudent cash distribution policy, in order to retain sufficient funds to manage the business, including ongoing maintenance capital expenditures and debt service. New debt or equity capital raised is generally directed to acquisitions or continuing development activities, which are discretionary, based on the availability of such capital. In setting the annual distributions to unitholders, Plaza reviews budgets and forecasts and considers future growth prospects for the business, including developments/redevelopments and leasing within the portfolio and considers maintenance capital expenditures and leasing costs, among other things. Plaza does not consider temporary fluctuations in cash flow due to working capital items such as the timing of property tax installments and semi-annual debenture interest payments, in determining the level of distributions to be paid in any given time period. Profit under IFRS is not used by Plaza when setting the annual distribution, as profit reflects, among other things, non-cash fair value adjustments relating to the Trust's income producing property and debt – items that are not reflective of Plaza's ability to pay distributions and outside of Plaza's control.

For 2018, Plaza's annual distributions are set at \$0.28 per unit.

## Plaza Retail REIT

<b>(000s)</b>	<b>3 Months Ended September 30, 2018 (unaudited)</b>	3 Months Ended September 30, 2017 (unaudited)	<b>9 Months Ended September 30, 2018 (unaudited)</b>	9 Months Ended September 30, 2017 (unaudited)
Total distributions <sup>(1)</sup>	\$ 7,264	\$ 6,919	\$ 21,716	\$ 20,737
Less: Distribution Reinvestment Plan proceeds <sup>(2)</sup>	<b>(1,350)</b>	(640)	<b>(4,100)</b>	(1,459)
Cash distributions paid	<b>\$ 5,914</b>	\$ 6,279	<b>\$ 17,616</b>	\$ 19,278

<sup>(1)</sup> Total distributions include cash distributions paid and payable to unitholders, unit distributions under the Distribution Reinvestment Plan (DRIP) and distributions on Class B exchangeable LP units classified as finance costs.

<sup>(2)</sup> Plaza's DRIP allows Canadian unitholders to acquire additional units through the reinvestment of distributions, otherwise receivable in cash, and to receive a bonus distribution in units equivalent to 3% of each distribution.

On October 15, 2018 the Trust announced that it suspended its DRIP until further notice. Commencing with the October 2018 distribution, payable November 15, 2018, unitholders enrolled in the DRIP will receive distribution payments in cash. If Plaza elects to reinstate the DRIP in the future, unitholders that were enrolled in the DRIP at the time of its suspension and remain enrolled at the time of its reinstatement will automatically resume participation in the DRIP.

Total distributions compared to cash provided by operating activities is summarized in the following table.

<b>(000s)</b>	<b>3 Months Ended September 30, 2018 (unaudited)</b>	3 Months Ended September 30, 2017 (unaudited)	<b>9 Months Ended September 30, 2018 (unaudited)</b>	9 Months Ended September 30, 2017 (unaudited)
Cash provided by operating activities <sup>(1)</sup>	\$ 8,497	\$ 11,048	\$ 23,017	\$ 25,596
Total distributions <sup>(2)</sup>	<b>(7,264)</b>	(6,919)	<b>(21,717)</b>	(20,737)
Excess of cash provided by operating activities over total distributions	<b>\$ 1,233</b>	\$ 4,129	<b>\$ 1,300</b>	\$ 4,859

<sup>(1)</sup> Cash provided by operating activities is presented net of interest paid, but excludes distributions paid on Class B exchangeable LP units classified as finance costs.

<sup>(2)</sup> Total distributions include cash distributions paid and payable to unitholders, unit distributions under the DRIP and distributions on Class B exchangeable LP units classified as finance costs.

Plaza believes its current distributions are sustainable based on expected and historical results and cash flows.

## Plaza Retail REIT

### CAPITAL RESOURCES, EQUITY AND DEBT ACTIVITIES

#### Operating and Development Facilities

(000s)	\$44.0 Million Operating	\$20.0 Million Development	\$15.0 Million Development
December 31, 2017 <sup>(1)</sup>	\$ 29,538	\$ 2,710	\$ 4,592
Net change	(3,883)	(696)	(1,641)
September 30, 2018 <sup>(1)</sup>	\$ 25,655	\$ 2,014	\$ 2,951
Interest rate	Prime + 0.75% or BA + 2.00%	Prime + 0.75% or BA + 2.25%	Prime + 0.75% or BA + 2.00%
Maturity	July 31, 2020	July 31, 2019	July 31, 2020
Security	First charges on pledged properties	First charges on applicable pledged development property	First charges on applicable pledged development property
Other terms	Debt service, maximum leverage, occupancy & equity maintenance covenants	Debt service & maximum leverage covenants	Debt service, maximum leverage, occupancy & equity maintenance covenants
Line reservations available for letters-of-credit	\$2.0 million	\$1.5 million	\$0.5 million
Issued and outstanding	\$0.9 million	-	-

<sup>(1)</sup> Excludes unamortized finance charges.

Funding is secured by first mortgage charges on properties or development properties as applicable. The Trust must maintain certain financial ratios to comply with the facilities. As of September 30, 2018, all debt covenants in respect of the above facilities have been maintained.

Costs of development activities are generally funded by a combination of debt and equity. Timing of development activities or whether a development project is launched at all (including those listed in Part I of this MD&A under the heading "Development Pipeline and Acquisitions/Dispositions – Development Pipeline") is dependent on tenant demand and availability of capital, among other factors. Plaza's operating facility is generally used to fund the equity portion of development projects (which usually consists of the actual acquisition of the development projects or land). Plaza's existing development facilities or new construction loans entered into (generally in the case where Plaza has partners in a development) are used to fund construction costs until permanent long-term financing is placed on the finished development. Given the rotation of development projects onto, and off of, the development facilities and the availability of specific construction financing when required, Plaza's facilities and its debt capacity are sufficient to fund ongoing planned and committed development expenditures.

#### Mortgage Bonds

Mortgage bonds are secured by either property or cash. The mortgage bonds terms are as follows:

(000s)	Series X	Series XI	Series XII
Interest rate	5.00%	5.00%	5.50%
Maturity date	June 25, 2020	July 8, 2019	July 15, 2022
Amount	\$6,000	\$6,000	\$3,000

In July 2017, the \$3.0 million 5.50% Series IX mortgage bonds matured and were repaid. On July 15, 2017, the Trust issued the \$3.0 million 5.50% Series XII mortgage bonds.

The Series X, XI and XII mortgage bonds can be deployed up to 90% of the cost of a property under a first or second charge on that property. If it is a second charge, the total debt, including mortgage bonds, cannot exceed 90%. These mortgage bonds can be reallocated to different properties from time to time as required. The Trust can redeem up to one-half of the Series X and XII

## Plaza Retail REIT

mortgage bonds at par on the fourth anniversary for the Series X mortgage bonds and the second anniversary for the Series XII mortgage bonds, being: June 25, 2019 for the Series X mortgage bonds and July 15, 2019 for the Series XII mortgage bonds.

### Debentures

Convertible and non-convertible debentures are subordinate and unsecured. Convertible debentures are recorded at fair value and changes in the fair value are recorded quarterly in profit and loss. The debenture terms are as follows:

(000s)	Convertible Series E	Convertible Series VII	Non-convertible Series I	Non-convertible Series II
Interest rate	5.10%	5.50%	5.00%	5.00%
Conversion price	\$5.65	\$6.04	n/a	n/a
Par call date	April 1, 2022	June 30, 2020	n/a	n/a
Maturity date	March 31, 2023	June 30, 2021	May 2, 2021	February 28, 2022
Face amount	\$47,250	\$5,500	\$3,860	\$6,000

On February 21, 2018, the Trust completed a public offering of \$45 million aggregate principal amount of 5.10% convertible unsecured subordinated debentures due March 31, 2023. The debentures are convertible at the option of the holder, into units of the Trust at \$5.65 per unit. In addition, the underwriters were granted an over-allotment option, exercisable in whole or in part up to 30 days after closing, to purchase up to an additional \$2.25 million debentures. The option was exercised on closing of the offering on February 21, 2018. Proceeds from the offering were used to redeem the \$34 million 5.75% Series D convertible debentures on March 27, 2018, which had a par call date of December 31, 2017, with the remainder of the proceeds used to repay amounts outstanding on the Trust's operating line of credit.

(000s)	Use of Proceeds		
	Per Prospectus	Actuals	Variance
Redemption of Series D convertible debentures	\$ 34,000	\$ 34,000	\$ -
Total	\$ 34,000	\$ 34,000	\$ -

The Trust extended \$3.86 million of the \$4.0 million of tranching Series I non-convertible debentures to May 2, 2021 on the same terms and conditions. \$2.5 million of the debentures were extended from the existing debt holders, \$1.4 million were issued to new parties, and \$1.5 million was repaid.

On February 28, 2017, the Trust issued \$6.0 million in Series II unsecured debentures with an interest rate of 5.0% per annum maturing on February 28, 2022.

### Mortgages

During 2018 the Trust obtained new long-term financing in the amount of \$32.8 million (at Plaza's consolidated share) with a weighted average term of 8.1 years and a weighted average interest rate of 4.46%.

The Trust had a \$3.0 million variable rate secured construction loan/credit facility on one of its redevelopment projects. The loan bore interest at prime plus 1.25% or BAs plus 2.50% and matured on May 26, 2018. The loan was repaid upon maturity.

The Trust had a \$907 thousand variable rate secured construction loan/credit facility on another one of its redevelopment projects. The loan bore interest at prime plus 1.00% or BAs plus 2.50% and matured on September 15, 2018. The loan was repaid upon maturity.

The Trust has a \$6.6 million variable rate secured construction loan/credit facility in connection with the acquisition of a redevelopment project. The loan bears interest at prime plus 2.25% or BAs plus 3.75%, reducing to prime plus 1.25% or BAs plus 2.75% on the second draw (once construction commences), and matures on November 30, 2019. At September 30, 2018, \$1.95 million has been drawn on the loan.

In January 2018, the Trust obtained a \$14.9 million variable rate secured construction loan/credit facility in connection with the acquisition of a redevelopment project. Upon the sale of a 50% co-ownership interest in the underlying property in the second quarter of 2018, 50% of this facility was assumed by the partner. The loan bears interest at prime plus 1.25% or BAs plus 2.50%,

**Plaza Retail REIT**

and matures on January 10, 2020. At September 30, 2018 at Plaza’s proportionate share, \$5.6 million has been drawn on the loan.

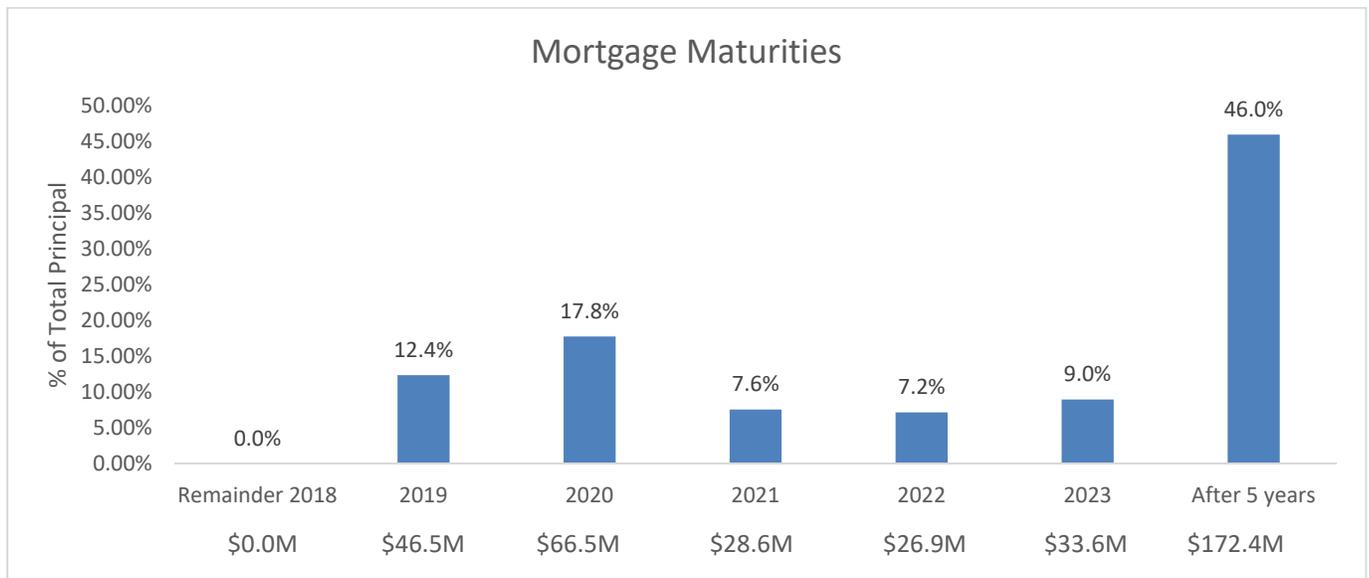
In January 2018, the Trust closed on a short-term bridge financing related to a property acquisition in the amount of \$3.0 million at 6.0% for 6 months. The loan was repaid upon maturity.

Subsequent to quarter end, the Trust obtained new long-term financings in the amount of \$1.5 million (at the Trust’s consolidated share) with a term of 6 years and an interest rate of 4.70% and in the amount of \$370 thousand (at the Trust’s consolidated share) with a term of 4 years and an interest rate of 4.54%.

The Trust’s strategy is to balance maturities and terms on new debt with existing debt maturities to minimize maturity exposure in any one year and to reduce overall interest costs. Maintaining or improving the average cost of debt will be dependent on market conditions at the time of refinancing. Plaza’s debt strategy involves maximizing the term of long-term debt available based on the tenant profiles for the assets being financed, at current market rates, in order to stabilize cash flow available for reinvestment and distribution payments.

As a conservative interest rate risk management practice, the Trust’s use of floating-rate debt is generally limited to its operating line (to fund ongoing operations and acquisitions) and its development lines/construction loans (until long term fixed-rate mortgage financing is placed on the completed development projects).

The following is a maturity chart of mortgages by year:



Weighted average expiring rate on long-term fixed-rate mortgages						
n/a	4.01%	4.58%	4.77%	4.35%	4.67%	4.25%

The weighted average term to maturity for the long-term mortgages is 5.7 years. The average remaining repayment (amortization) period on long-term mortgage debt is 23.0 years.

## Plaza Retail REIT

### Debt Service Ratios

Plaza's summary of EBITDA and debt service ratios for the three and nine months ended September 30, 2018, compared to the three and nine months ended September 30, 2017 is presented below:

<b>(000s – except debt service ratios)</b>	<b>3 Months Ended September 30, 2018 (unaudited)</b>	<b>3 Months Ended September 30, 2017 (unaudited)</b>	<b>9 Months Ended September 30, 2018 (unaudited)</b>	<b>9 Months Ended September 30, 2017 (unaudited)</b>
<b>Profit and total comprehensive income for the period</b>	<b>\$ 6,983</b>	<b>\$ 7,611</b>	<b>\$ 11,144</b>	<b>\$ 13,917</b>
Add (deduct):				
Income taxes	178	45	362	(176)
Finance costs	6,478	6,518	20,086	19,241
Finance costs - convertible debenture issuance costs	-	-	2,280	-
Fair value adjustment to investment properties	2,726	2,587	8,540	12,516
Fair value adjustment to investments	20	(467)	2,910	1,276
Fair value adjustment to convertible debentures	(396)	(494)	137	(433)
Fair value adjustment to Class B exchangeable LP units	(202)	(290)	(76)	(818)
Fair value adjustment to restricted share units	(12)	(7)	(2)	(12)
Fair value adjustment to interest rate swaps and bond forwards	(40)	-	(89)	-
Equity accounting adjustment for interest rate swaps and	(25)	(54)	(58)	(115)
<b>EBITDA</b>	<b>\$ 15,710</b>	<b>\$ 15,449</b>	<b>\$ 45,234</b>	<b>\$ 45,396</b>
Finance costs <sup>(1)</sup>	6,446	6,403	19,784	19,039
Periodic mortgage principal repayments	2,685	2,607	8,032	7,810
<b>Total debt service</b>	<b>\$ 9,131</b>	<b>\$ 9,010</b>	<b>\$ 27,816</b>	<b>\$ 26,849</b>
<b>Debt service ratios</b>				
Interest coverage ratio	<b>2.44 times</b>	2.41 times	<b>2.29 times</b>	2.38 times
Debt coverage ratio	<b>1.72 times</b>	1.71 times	<b>1.63 times</b>	1.69 times

<sup>(1)</sup> Excludes mark-to-market adjustments, loan defeasance and early mortgage discharge fees and distributions on Class B exchangeable LP units recorded in finance costs.

For the three months ended September 30, 2018, the interest and debt coverage ratios were higher than the prior year mainly due to growth in NOI. For the nine months ended September 30, 2018, the interest and debt coverage ratios were lower than the prior year mainly due to \$1.6 million in lease buyout revenues recorded in the prior year, as well as higher debenture interest expense due to the fact that a higher face value of Series E convertible debentures were issued on February 21, 2018, versus the redemption of the Series D convertible debentures (which were redeemed on March 27, 2018). The debt coverage and interest coverage ratios exceed the requirements under borrowing arrangements.

### Debt to Gross Assets

Plaza's debt to gross assets is presented below:

	<b>September 30, 2018 (unaudited)</b>	<b>September 30, 2017 (unaudited)</b>	<b>December 31, 2017</b>
<b>Debt to gross assets:</b>			
Including convertible debentures <sup>(1)</sup>	<b>53.2%</b>	53.0%	52.2%
Excluding convertible debentures	<b>48.2%</b>	49.1%	48.4%

<sup>(1)</sup> Convertible debentures valued at cost.

Including convertible debentures, the current year ratio was impacted by the issuance of the \$47.25 million Series E convertible debentures versus the repayment of the \$34.0 million Series D convertible debentures. The Trust's general philosophy is to

## Plaza Retail REIT

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maintain its leverage at no more than approximately 50% excluding convertible debentures and approximately 55% including convertible debentures. By its Declaration of Trust, Plaza is limited to an overall indebtedness ratio of 60% excluding convertible debentures and 65% including convertible debentures.

### Units

If all rights to convert units under the provisions of convertible debt were exercised and exchangeable LP units were exchanged, the impact on units outstanding would be as follows:

<b>At November 13, 2018 (000s) (unaudited)</b>	<b>Units</b>
Current outstanding units	<b>102,801</b>
Class B exchangeable LP units	<b>1,191</b>
Series VII convertible debentures	<b>911</b>
Series E convertible debentures	<b>8,363</b>
<b>Total adjusted units outstanding</b>	<b>113,266</b>

Effective September 28, 2018, the Trust instituted a normal course issuer bid (“NCIB”). Pursuant to the NCIB, the Trust can purchase through the facilities of the TSX and any alternative trading system in Canada, from time to time over the next twelve months, if considered advisable, up to an aggregate of 8,025,793 of the Trust’s issued and outstanding units. All units that are purchased under the NCIB will be cancelled. The NCIB will conclude on the earlier of the date on which purchases under the bid have been completed and September 27, 2019. Daily purchases made by the Trust may not exceed 14,623 units, being 25% of the average daily trading volume of the units on the TSX for the six month period ended August 31, 2018, subject to certain prescribed exemptions and any block purchase made in accordance with the rules of the TSX. No purchases under the NCIB have been made yet.

### Land Leases

Return on invested cash or equity is a measure Plaza uses to evaluate development and strategic acquisitions. Investing in a project subject to a land lease reduces the cash equity required for an individual project and increases the number of projects which can be undertaken with available capital. This spreads risk and enhances overall unitholder return. In some instances, use of a land lease will enhance project feasibility where a project might not otherwise be undertaken without use of a land lease. Currently Plaza has 26 long-term land leases (affecting 25 properties) with total annual rent of \$3.3 million. One of the land leases relates to shared parking facilities. The other properties under land lease represent approximately 8.9% of the Trust’s fair value of investment properties and investments. Land leases expire (excluding any non-automatic renewal periods) on dates ranging from 2022 to 2084 with an average life of 40 years, with some of the leases also containing non-automatic renewal options, extending the average life of the leases to 65 years including these non-automatic renewal options. Of the 26 land leases, 10 of the land leases have options to purchase, generally at fair market value.

## Plaza Retail REIT

### Gross Capital Additions Including Leasing Fees:

(000s)	3 Months Ended September 30, 2018 (unaudited)	3 Months Ended September 30, 2017 (unaudited)	9 Months Ended September 30, 2018 (unaudited)	9 Months Ended September 30, 2017 (unaudited)
<b>Existing properties</b>				
Leasing commissions	\$ 105	\$ 94	\$ 285	\$ 118
Other leasing costs	839	220	1,380	448
	944	314	1,665	566
Maintenance capital expenditures	120	332	794	811
<b>Total capital additions – existing properties</b>	<b>1,064</b>	646	<b>2,459</b>	1,377
<b>Development/redevelopment properties</b>				
Leasing commissions	76	25	429	79
Other leasing costs	2,647	289	7,711	707
Capital additions	1,323	4,325	6,808	14,147
<b>Total capital additions - developments/redevelopments</b>	<b>4,046</b>	4,639	<b>14,948</b>	14,933
<b>Total gross additions per statements of cash flows</b>	<b>\$ 5,110</b>	\$ 5,285	<b>\$ 17,407</b>	\$ 16,310
<b>Reconciliation of leasing costs for AFFO purposes</b>				
Leasing costs – existing properties per above	\$ 944	\$ 314	\$ 1,665	\$ 566
Internal leasing salaries	252	114	978	793
<b>Total leasing costs – existing properties for AFFO purposes</b>	<b>\$ 1,196</b>	\$ 428	<b>\$ 2,643</b>	\$ 1,359

### COMMITMENTS AND CONTINGENT LIABILITIES

#### Commitments

The Trust has \$12.2 million in short-term commitments in respect of development activities. Management believes that Plaza has sufficient unused bank line availability, and/or mortgage bond deployment potential, to fund these commitments.

The Trust's estimated commitments at September 30, 2018 in respect of certain projects under development and other long-term obligations are as follows:

	Remainder 2018	Year 1 2019	Year 2 2020	Year 3 2021	Year 4 2022	Year 5 2023	After 5 Years	Face Value Total
Mortgages – periodic payments	\$2,729	\$10,371	\$9,753	\$8,192	\$7,928	\$6,376	\$24,909	\$70,258
Mortgages – due at maturity	-	46,523	66,532	28,646	26,844	33,580	172,437	374,562
Development lines of credit	-	2,014	2,951	-	-	-	-	4,965
Construction loans	-	1,950	5,594	-	-	-	-	7,544
Bank indebtedness	-	-	25,655	-	-	-	-	25,655
Mortgage bonds payable	-	6,000	6,000	-	3,000	-	-	15,000
Debentures <sup>(1)</sup>	-	-	-	9,360	6,000	47,250	-	62,610
Operating land leases	809	3,272	3,316	3,337	3,327	3,293	124,636	141,990
Development activities	12,203	-	-	-	-	-	-	12,203
<b>Total contractual obligations</b>	<b>\$15,741</b>	<b>\$70,130</b>	<b>\$119,801</b>	<b>\$49,535</b>	<b>\$47,099</b>	<b>\$90,499</b>	<b>\$321,982</b>	<b>\$714,787</b>

<sup>(1)</sup> Stated at face value.

#### Contingent Liabilities

The Trust has contingent liabilities as original borrower on three mortgages partially assumed by the purchasers of the underlying properties, where a 75% interest in each was sold in 2009. These commitments are subject to indemnity agreements. These sales

## Plaza Retail REIT

did not relieve the Trust's obligations as original borrower in respect of these mortgages. The debt subject to such guarantees at September 30, 2018 totals \$5.1 million with a weighted average remaining term of 4.3 years. As well, the Trust has contingent liabilities as original borrower on eight mortgages partially assumed by the purchasers of the underlying properties, where a 50% interest in each was sold in November 2017. These commitments are subject to indemnity agreements. These sales did not relieve the Trust's obligations as original borrower in respect of these mortgages. The debt subject to such guarantees at September 30, 2018 totals \$9.9 million with a weighted average remaining term of 5.2 years.

The Trust guarantees mortgage debt in excess of its pro-rata position in joint ventures and non-consolidated subsidiaries in the amount of \$14.2 million. As well, the Trust has a guarantee in excess of its ownership percentage to the mortgagee on one property in the amount of \$529 thousand. This amount is subject to cross-guarantees by the other co-owners.

## PART IV

### SUMMARY OF SELECTED QUARTERLY INFORMATION

Plaza's summary of selected quarterly information for the last eight quarters is presented below:

(000s except per unit and percentage data) (unaudited)	Q3'18	Q2'18	Q1'18	Q4'17	Q3'17	Q2'17	Q1'17	Q4'16
Total revenue <sup>(1)</sup>	\$27,077	\$28,639	\$23,558	\$26,461	\$26,817	\$27,839	\$24,846	\$27,845
Property rental revenue	\$25,723	\$26,260	\$25,966	\$25,679	\$25,113	\$26,755	\$25,340	\$25,241
Net property operating income	\$16,699	\$16,125	\$15,360	\$15,489	\$16,308	\$17,248	\$15,313	\$15,656
Profit (loss) and total comprehensive income (loss)	\$6,983	\$7,327	\$(3,166)	\$9,530	\$7,611	\$6,027	\$279	\$9,574
Distributions per unit	7.0¢	7.0¢	7.0¢	6.75¢	6.75¢	6.75¢	6.75¢	6.50¢
Funds from operations per unit – basic	9.0¢	8.2¢	7.9¢	8.3¢	8.9¢	9.5¢	8.1¢	8.6¢
Funds from operations per unit – diluted	8.9¢	8.2¢	7.9¢	8.3¢	8.9¢	9.4¢	8.1¢	8.5¢
Adjusted funds from operations per unit – basic	7.8¢	7.0¢	7.2¢	7.7¢	8.3¢	8.7¢	7.6¢	7.6¢
Adjusted funds from operations per unit – diluted	7.8¢	7.0¢	7.2¢	7.7¢	8.3¢	8.7¢	7.6¢	7.6¢
Distributions as a percentage of basic FFO	77.4%	85.0%	88.1%	81.5%	75.4%	71.0%	83.7%	75.7%
Distributions as a percentage of basic AFFO	89.4%	99.5%	97.0%	88.2%	81.6%	77.2%	88.9%	85.3%
Gross Leasable Area (000s of sq. ft.) (at 100% and excluding non-consolidated investments and properties under development/redevelopment)								
Total income producing properties	6,358	6,326	6,065	5,547	5,542	5,525	5,516	5,480
Occupancy % (at 100% and excluding non-consolidated investments and properties under development/redevelopment)								
Total income producing properties	95.9%	95.4%	95.1%	95.2%	95.4%	95.9%	96.2%	96.1%

(1) Includes investment income, other income and share of profit of associates.

During the last eight quarters occupancy has remained high which contributes to stability of cash flow. Significant fluctuations in profit and loss are mainly due to non-cash fair value adjustments on the Trust's investment properties and debt instruments. Fair value adjustments are based on market parameters for which the Trust has no control or ability to predict.

Some of Plaza's leases have common cost recoveries from tenants linked to the consumer price index (CPI) or otherwise have caps on operating costs. At September 30, 2018, approximately 48.6% of the Trust's leased area is tied to a CPI cost recovery formula. As well, anchor tenant leases may restrict common area maintenance (CAM) cost recoveries. As a result of all of these factors, seasonal fluctuations in NOI, FFO and AFFO occur primarily due to winter costs as well as yearly repair and maintenance activities which typically occur in spring and early summer which may create inconsistencies in quarterly recovery revenues compared with quarterly expenses.

## **PART V**

### **RISKS AND UNCERTAINTIES**

All property investments are subject to a degree of risk and uncertainty. Property investments are affected by various factors including general economic conditions and local market circumstances. Local business conditions such as oversupply of space or a reduction in demand for space particularly affect property investments. Management attempts to manage these risks through geographic and retail asset class diversification in the portfolio. At September 30, 2018, the Trust held interests in 285 properties spread geographically across Canada. Some of the more important risks are outlined below. See Financial Risk Management Note 27 to the December 31, 2017 Consolidated Financial Statements of the Trust for further details. Also see the Trust's Annual Information Form dated March 22, 2018 for a complete list of risks and uncertainties.

#### **Interest Rate, Financing and Refinancing Risk**

Management attempts to lock in cash returns on assets for the longest period possible, consistent with exposure to debt maturing and leases expiring in any given year.

The Trust mitigates interest rate risk by maintaining the majority of its debt at fixed rates. Floating rate debt is typically used on its operating line of credit and for development or redevelopment projects as interim financing, until the projects are completed and are then able to attract the appropriate long-term financing. The hypothetical impact of a 1% change in interest rates would be approximately \$381 thousand. The Trust mitigates its exposure to fixed-rate interest risk by staggering maturities in order to avoid excessive amounts of debt maturing in any one year. If market conditions warrant, the Trust may attempt to renegotiate its existing debt to take advantage of lower interest rates. At existing financing rates, the Trust is able to obtain positive returns from debt financing. The quality of the Trust's projects and properties makes management believe it can obtain suitable long-term financing for those projects on completion of development as well as those properties with maturing existing debt. The Trust has an ongoing requirement to access the debt markets and there is a risk that lenders will not refinance such maturing debt on terms and conditions acceptable to the Trust or on any terms at all. Management believes that all debts maturing in 2018 or properties needing long term financing in 2018 will be able to be financed or refinanced as they come due.

From time to time Plaza may enter into derivative instruments to hedge the cash flow variability on future interest payments on anticipated mortgage financings from changes in interest rates until the time the mortgage interest rate is set.

#### **Credit Risk**

Credit risk mainly arises from the possibility that tenants may be unable to fulfill their lease commitments. Management mitigates this risk by ensuring that Plaza's tenant mix is diversified and heavily weighted to national tenants. Plaza also maintains a portfolio that is diversified geographically so that exposure to local business is lessened.

Currently one tenant, Shoppers Drug Mart, represents 24.9% of current monthly base rents in place, while franchisees of KFC represent 7.1%. The top 10 tenants collectively represent approximately 56.1% of current monthly base rents in place. National and regional tenants represent 93.7% of the tenant base, based on square footage.

#### **Lease Roll-Over and Occupancy Risk**

Lease roll-over risk arises from the possibility that Plaza may experience difficulty renewing leases as they expire or in re-leasing space vacated by tenants.

Management attempts to stagger the lease expiry profile so that Plaza is not faced with a disproportionate amount of square footage of leases expiring in any one year. Management further mitigates this risk by maintaining a diversified portfolio mix both by retail asset type and geographic location and ensuring that the Trust maintains a well-staffed and highly skilled leasing department to deal with all leasing issues.

One of Plaza's performance drivers is related to occupancy levels. The majority of Plaza's leases in place are referred to as "net leases", meaning tenants reimburse Plaza fully for their share of property operating costs (subject to consumer price index adjustments in many cases) and realty taxes. Many of Plaza's operating costs and realty taxes are not reduced by vacancy. Certain costs such as utilities and janitorial costs would not decline with a decline in occupancy.

The hypothetical impact to NOI of a change in occupancy of 1% would be approximately \$600 thousand to \$1.0 million per annum. The analysis does not identify a particular cause of such changing occupancy and as a result, it does not reflect the

## **Plaza Retail REIT**

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actions management may take in relation to the changes. Plaza's principal management of occupancy risk is the skewing of tenancies towards national tenants, the signing of longer term leases and significant pre-leasing of development space.

### **Development and Acquisition Risk**

Plaza's external growth prospects will depend in large part on identifying suitable development, redevelopment and acquisition opportunities, pursuing such opportunities, conducting necessary due diligence, consummating acquisitions (including obtaining necessary consents) and effectively operating the properties acquired or developed by the Trust. If Plaza is unable to manage its growth and integrate its acquisitions and developments effectively, its business, operating results and financial condition could be adversely affected. Developments and acquisitions may not meet operational or financial expectations due to unexpected costs or market conditions, which could impact the Trust's performance.

### **Environmental Risk**

Plaza is subject to various laws relating to the environment which deal primarily with the costs of removal and remediation of hazardous substances such as asbestos or petroleum products. Environmental risk is relevant to Plaza's ability to sell or finance affected assets and could potentially result in liabilities for the costs of removal and remediation of hazardous substances or claims against Plaza. Management is not aware of any material non-compliance with environmental laws or regulations with regard to Plaza's portfolio, or of any material pending or threatened actions, investigations or claims against Plaza relating to environmental matters. Plaza manages environmental exposures in a proactive manner during every aspect of the property life cycle including extensive due diligence in respect of environmental risk before purchase or development.

### **Status of the REIT**

Plaza is required to comply with specific restrictions regarding its activities and the investments held by it in order to maintain its mutual fund trust status. Should Plaza cease to qualify as a mutual fund trust, the consequences could be material and adverse. As well, Plaza conducts its affairs in order to qualify as a REIT under applicable tax statutes so that it retains its status as a flow-through vehicle for the particular year. Should Plaza not meet the conditions to qualify as a REIT in a particular year, it may be subject to tax similar to a corporation, which may have an adverse impact on it and its unitholders, on the value of the units and on its ability to undertake financings and acquisitions, and its distributable cash may be materially reduced. Management believes that it complies with both the mutual fund trust rules and the REIT rules.

**PART VI**

**RELATED PARTY TRANSACTIONS**

**Notes Payable to Related Parties**

The following non-interest bearing notes existed at the time of acquisition of properties in September 2000. Certain of the notes are owed to parties controlled directly or indirectly by Michael Zakuta. The notes are repayable on sale or refinancing of the related asset.

<b>(000s)</b>	<b>September 30, 2018 (unaudited)</b>	December 31, 2017
<b>Non-interest bearing notes:</b>		
Entities owned (directly or indirectly), controlled or significantly influenced by Michael Zakuta, President, Chief Executive Officer and trustee of the Trust	<b>\$ 261</b>	\$ 261

**Bonds and Debentures Held**

The trustees, directly or indirectly, held mortgage bonds or debentures of the Trust as follows (stated at face value):

<b>(000s)</b>	<b>September 30, 2018 (unaudited)</b>	December 31, 2017
Edouard Babineau	<b>\$ 150</b>	\$ 150
Earl Brewer	<b>450</b>	425
Stephen Johnson	<b>300</b>	300
Michael Zakuta	<b>100</b>	100
<b>Total</b>	<b>\$ 1,000</b>	\$ 975

Other key management personnel own \$20 thousand in mortgage bonds of the Trust at September 30, 2018.

**Other Related Party Transactions**

TC Land LP, an entity controlled by Michael Zakuta and Earl Brewer, leases nine parcels of land to Plaza at a total annual rent of \$1.1 million. The land leases expire at various times from October 2043 to November 2047, subject to options to renew. All of these land leases have options to purchase, of which one is at a fixed price and the others are at fair market value. The business purpose of the leases was to enhance levered equity returns on the affected assets.

Earl Brewer and Michael Zakuta, directly or indirectly, hold interests in common with the Trust's 25% interest in the Gateway Mall, Sussex, NB. A subsidiary of the Trust manages the mall. There is a \$34 thousand accounts receivable balance owing to the Trust for property management, leasing and development fees. For the nine months ended September 30, 2018, property management, development and leasing fees of \$195 thousand were earned by a subsidiary of the Trust from this property. There is a \$368 thousand note receivable owing to the Trust relating to short-term funding requirements for the construction of a retail pad on the property.

Until January 31, 2018, Edouard Babineau, Earl Brewer and Michael Zakuta, directly or indirectly, held interests in common with the Trust's 10% interest in Northwest Plaza Commercial Trust, the owner of Northwest Centre, Moncton, NB. A subsidiary of the Trust manages the centre. On January 31, 2018, the Trust completed the acquisition of the remaining 90% of the issued and outstanding units of Northwest Plaza Commercial Trust that it did not already own. A special committee of independent trustees of the Trust was formed to review and approve the related party transaction. For the one month ended January 31, 2018, property management, development and leasing fees of \$18 thousand were earned by a subsidiary of the Trust from this property.

The Montreal office of Plaza Group Management Limited (a wholly-owned subsidiary of the Trust) shares office space with a company indirectly owned by Michael Zakuta in an office building owned by that related party. No basic minimum rent is payable for the space.

## Plaza Retail REIT

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Edouard Babineau, Earl Brewer and Michael Zakuta, directly or indirectly, hold interests in common with the Trust's 20% interest in Mountainview Plaza, Midland, ON and Park Street Plaza, Kenora, ON. A subsidiary of the Trust manages the malls. At September 30, 2018 there is \$5.6 million owed by the properties to the Trust which is recorded in notes and advances receivable. As well, there is a \$7 thousand accounts receivable balance owing to the Trust for property management, leasing and development fees. For the nine months ended September 30, 2018, property management, leasing and development fees of \$430 thousand were earned by a subsidiary of the Trust from these properties.

Until January 31, 2018, Edouard Babineau, Earl Brewer, Denis Losier and Michael Zakuta, directly or indirectly, held interests in common with the Trust's 10% interest in Shediac West Plaza, Shediac, NB. A subsidiary of the Trust manages the property. On January 31, 2018, the Trust completed the acquisition of the remaining 90% of the issued and outstanding units of Plazacorp – Shediac Limited Partnership that it did not already own. A special committee of independent trustees of the Trust was formed to review and approve the related party transaction. For the one month ended January 31, 2018, property management, leasing and development fees of \$2 thousand were earned by a subsidiary of the Trust from this property.

Earl Brewer and Michael Zakuta, directly or indirectly, hold interests in common with the Trust's 50% interest in two single-use properties located in Amherstview and Port Perry, ON. A subsidiary of the Trust manages the properties. For the nine months ended September 30, 2018, property management fees of \$4 thousand were earned by a subsidiary of the Trust from these properties.

Edouard Babineau, Earl Brewer, James Petrie, Barbara Trenholm and Michael Zakuta, directly or indirectly, hold interests in common with the Trust's 25% interest in KGH Plaza, Miramichi, NB, a single-use property located at 681 Mountain Road, Moncton, NB, a single-use property located at 201 Main Street, Sussex, NB and Robie Street Truro Plaza, Truro, NS. A subsidiary of the Trust manages the properties. At September 30, 2018 there is a \$7 thousand accounts receivable balance owing to the Trust for property management, leasing and development fees. For the nine months ended September 30, 2018, property management, leasing and development fees of \$152 thousand were earned by a subsidiary of the Trust from these properties. There is a \$893 thousand note receivable owing to the Trust relating to short-term funding requirements for the construction of a retail pad on one of the properties.

Edouard Babineau, Earl Brewer and Michael Zakuta, directly or indirectly, hold interests in common with the Trust's 50% interest in Scott Street Plaza, St. Catharines, ON, and five single-use properties located at St. Joseph's Boulevard, Orleans, ON, Dufferin and Wilson, Perth, ON, Ontario Street Port Hope, Port Hope, ON, Civic Centre Road, Petawawa, ON and 615 King Street, Gananoque, ON. A subsidiary of the Trust manages the properties. For the nine months ended September 30, 2018, property management fees of \$24 thousand were earned by a subsidiary of the Trust from these properties.

Effective December 1, 2017, Edouard Babineau, Earl Brewer, Denis Losier and Michael Zakuta, directly or indirectly, hold interests in common with the Trust's 50% interest in the following eight properties: Boulevard Hebert Plaza and Victoria Street Plaza in Edmundston, NB; Grand Falls Shopping Center and Madawaska Road Plaza in Grand Falls, NB; Connell Road Plaza, Woodstock, NB; Welton Street Plaza, Sydney, NS; and Pleasant Street Plaza and Starrs Road Plaza in Yarmouth, NS. A subsidiary of the Trust manages the properties. At September 30, 2018 there is a \$7 thousand accounts receivable balance owing to the Trust for property management fees. For the nine months ended September 30, 2018, property management, leasing and development fees of \$149 thousand were earned by a subsidiary of the Trust from these properties.

## **PART VII**

### **DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING**

Disclosure controls and procedures (“DC&P”) are intended to provide reasonable assurance that material information is gathered and reported to senior management to permit timely decisions regarding public disclosure. Internal controls over financial reporting (“ICFR”) are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Trust maintains appropriate DC&P and ICFR to ensure that information disclosed externally is complete, reliable and timely.

A control system, no matter how well conceived and operated, can provide only reasonable and not absolute assurance that the objectives of the control system are met. As a result of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, including instances of fraud, if any, have been detected. These inherent limitations include, amongst other items: (i) that management’s assumptions and judgments could ultimately prove to be incorrect under varying conditions and circumstances; or (ii) the impact of isolated errors.

Additionally, controls may be circumvented by the unauthorized acts of individuals, by collusion of two or more people, or by management override. The design of any system of controls is also based, in part, upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

The Trust’s Chief Executive Officer and Chief Financial Officer evaluated, or under their supervision caused to be evaluated, the design of the Trust’s DC&P and ICFR at September 30, 2018. Based on that evaluation they determined that the Trust’s DC&P and ICFR were appropriately designed based on the criteria established in the *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

During the nine months ended September 30, 2018, there were no changes in the Trust’s ICFR that occurred that have materially affected, or are reasonably likely to materially affect, the Trust’s ICFR.

### **CRITICAL ACCOUNTING POLICIES**

#### **Critical Accounting Estimates**

The preparation of the Trust’s Consolidated Financial Statements requires management to make judgments, estimates and assumptions that affect the reported amounts of certain assets and liabilities at the reporting date and the reported amounts of revenues and expenses during the reporting period. The significant estimates and judgments include the assessment of fair values, the discount rates used in the valuation of the Trust’s assets and liabilities, capitalization rates, the relative credit worthiness of the Trust to its counterparties, the determination of the accounting basis for investments and joint arrangements, the amount of borrowing costs to capitalize to properties under development and the selection of accounting policies.

(i) Investment properties

One significant judgment and key estimate that affects the reported amounts of assets at the date of the Consolidated Financial Statements and the reported amounts of profit or loss during the period, relates to property valuations. Investment properties, which are carried on the consolidated statements of financial position at fair value, are valued either by the Trust or by external valuers. The valuation of investment properties is one of the principal estimates and uncertainties of the financial statements. The valuations are based on a number of assumptions, such as appropriate discount rates and capitalization rates and estimates of future rental income, operating expenses and capital expenditures. These investment properties are sensitive to fluctuations in capitalization and discount rates.

Specifically, the fair value of investment properties is based on a combination of external appraisals and internal valuations as noted below. Management undertakes a quarterly review of the fair value of its investment properties to assess the continuing validity of the underlying assumptions, such as cash flows and capitalization rates. Where increases or decreases are warranted, the Trust adjusts the fair values of its investment properties. Related fair value gains and losses are recorded in profit and loss in the period in which they arise.

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### (a) External appraisals

Independent appraisals are obtained in the normal course of business as refinancing activities require them, and as applicable, the fair value of various investment properties are based on these external appraisals.

### (b) Internal approach – direct capitalization income approach

Under this approach the Trust determines the fair value based upon capitalization rates applied to budgeted normalized net operating income (property revenue less property operating expenses). Normalized net operating income adjusts net operating income for things like market property management fees, or in the case of development properties, to reflect full intended occupancy (less a normal vacancy allowance). The key assumption is the capitalization rate for each specific property. The Trust receives quarterly capitalization rate matrices from an external independent appraiser. The capitalization rate matrices provide a range of rates for various geographic regions and for various types and qualities of properties within each region. The Trust utilizes capitalization rates within the range of rates provided. To the extent that the externally provided capitalization rate ranges change from one reporting period to the next or should another rate within the provided ranges be more appropriate than the rate previously used, the fair value of the investment properties would increase or decrease accordingly.

At September 30, 2018 a decrease of 0.25% in the capitalization rates used to determine the fair value of investment properties would have resulted in an increase in investment properties of approximately \$35.2 million. An increase of 0.25% in the capitalization rates used would have resulted in a decrease in investment properties of approximately \$32.7 million.

## FUTURE ACCOUNTING POLICY CHANGES

The following standards, and amendments to standards and interpretations under IFRS, are not yet effective for the year ending December 31, 2018, and have not been applied in preparing the Condensed Interim Consolidated Financial Statements. Please also refer to Note 3 to the Consolidated Financial Statements for the year ended December 31, 2017 for additional details about future accounting policy changes.

### (i) Leases (“IFRS 16”)

In January 2016, the IASB issued IFRS 16, *Leases* (“IFRS 16”). The new standard will replace existing lease guidance in IFRS and related interpretations, and requires lessees to bring most leases on-balance sheet, unless the lease term is 12 months or less or the underlying asset has a low value. Lessor accounting remains similar to the current standard. The Trust is evaluating the identification of leases and non-lease components in accordance with the new requirements. IFRS 16 is only applicable to lease components and therefore other standards, such as IFRS 15, *Revenue from contracts with customers*, will apply to non-lease components of contracts. IFRS 15 requires allocation of transaction prices to relative standalone selling prices. The Trust is evaluating whether this will have a measurement impact. The new standard is effective for years beginning on January 1, 2019. The Trust is the lessee for certain land leases which are in scope for IFRS 16, and this will have a material impact on the consolidated statement of financial position, as an asset and a liability for those land leases will need to be recorded. The land lease asset will be measured at fair value and classified as investment property at the date of initial application on January 1, 2019. With respect to the consolidated statement of comprehensive income, land rent expense will be removed from net property operating income and an imputed interest expense of the land lease liability will be recorded as a finance cost. The Trust is continuing to assess the full impact on the consolidated statement of comprehensive income. IFRS 16 will change the presentation of cash flows relating to leases as a lessee in the consolidated statement of cash flows, but does not cause a difference in the amount of cash transferred between parties of a lease. The Trust continues to evaluate the impact of all remaining leases.

## EXPLANATION OF NON-IFRS MEASURES USED IN THIS DOCUMENT

The below-noted measures are not defined by IFRS, and therefore should not be considered as alternatives to profit or net income calculated in accordance with IFRS.

**Funds From Operations (FFO) and Adjusted Funds From Operations (AFFO)** are not IFRS financial measures. FFO and AFFO are industry terms commonly used in the real estate industry and their calculations are prescribed in publications of the Real Property Association of Canada (REALpac). Plaza calculates FFO and AFFO in accordance with REALpac’s publications.

In late 2016, REALpac undertook an initiative to prescribe definitions for certain non-IFRS financial measures used in the real estate industry, such as AFFO (whereas previously a prescribed definition only existed for FFO). The new guidelines were issued in March 2017 and Plaza has adopted the new definition for AFFO, as this is a non-IFRS financial measure that has always been used and reported by Plaza.

## Plaza Retail REIT

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FFO and AFFO as calculated by Plaza may not be comparable to similar titled measures reported by other entities. FFO is an industry standard widely used for measuring operating performance and is exclusive of unrealized changes in the fair value of investment properties, deferred income taxes and gains or losses on property dispositions. AFFO is an industry standard widely used for measuring recurring or sustainable economic operating performance and AFFO further primarily adjusts FFO for operating capital and leasing (both internal and external) requirements that must be made merely to preserve the existing rental stream. Capital expenditures which generate a new investment or revenue stream, such as the development of a new property or the construction of a new retail pad during property expansion or intensification would not be included in determining AFFO. See the reconciliation of FFO and AFFO to profit for the period attributable to unitholders in Part II of this MD&A under the heading “Property and Corporate Financial Performance”.

Plaza considers FFO and AFFO meaningful additional measures as they adjust for certain non-cash and other items that do not necessarily provide an appropriate picture of the Trust’s recurring performance. They more reliably show the impact on operations of trends in occupancy levels, rental rates, net property operating income, interest costs and sustaining capital expenditures compared to profit determined in accordance with IFRS. As well, FFO and AFFO allow some comparability amongst different real estate entities using the same definition of FFO and AFFO.

**FFO per unit and AFFO per unit** are not IFRS financial measures. Plaza calculates FFO per unit and AFFO per unit as FFO or AFFO divided by the weighted average number of units outstanding.

**Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA)** is not an IFRS financial measure. EBITDA, as calculated by Plaza, may not be comparable to similarly titled measures reported by other entities. EBITDA is used in calculations that measure the Trust’s ability to service debt. Its calculation is profit before finance costs, income tax expense, gains/losses on property dispositions, unrealized changes from fair value adjustments, transaction costs expensed as a result of the purchase of a business or properties, and net revaluation of interest rate swaps. See the reconciliation of EBITDA to profit for the period in Part III of this MD&A under the heading “Capital Resources, Equity and Debt Activities – Debt Service Ratios”.

**Same-Asset Net Property Operating Income (Same-asset NOI)** is not an IFRS financial measure. Same-asset NOI, as calculated by Plaza, may not be comparable to similarly titled measures reported by other entities. Same-asset NOI is used by Plaza to evaluate the period over period performance of those properties owned by Plaza since January 1, 2017, and excludes partial year results from certain assets due to timing of acquisition, development, redevelopment or disposition. Its calculation is revenues less operating expenses for the same-asset pool of properties. The revenues or operating expenses exclude the impact of non-cash straight-line rent, administrative expenses charged to NOI, property tax settlements and lease buyout revenue. Excluding these items enables the users to better understand the period over period performance for a consistent pool of assets from contractual rental rate changes embedded in lease agreements, and the impact of leasing and occupancy on the same-asset portfolio. See the reconciliation of same-asset NOI to NOI in Part II of this MD&A under the heading “Property and Corporate Financial Performance”.

## EXPLANATION OF ADDITIONAL IFRS MEASURES USED IN THIS DOCUMENT

**Net Property Operating Income (NOI)** is an industry term in widespread use. The Trust includes NOI as an additional IFRS measure in its consolidated statement of comprehensive income. NOI as calculated by Plaza may not be comparable to similar titled measures reported by other entities. Plaza considers NOI a meaningful additional measure of operating performance of property assets, prior to financing considerations. Its calculation is total revenues less total operating expenses as shown in the consolidated statements of comprehensive income (property revenues less total property operating costs, including operating ground rents).

## ADDITIONAL INFORMATION

Additional information relating to Plaza including the Management Information Circular, Material Change reports and all other continuous disclosure documents required by the securities regulators, are filed on the System for Electronic Document Analysis and Retrieval (SEDAR) and can be accessed electronically at [www.sedar.com](http://www.sedar.com) or on Plaza’s website at [www.plaza.ca](http://www.plaza.ca).

## PROPERTIES OF THE TRUST

A chart listing the Trust’s properties at September 30, 2018 can be accessed on Plaza’s website at [www.plaza.ca](http://www.plaza.ca).