



QUARTERLY REPORT

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

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED IN CANADIAN DOLLARS)**

SEPTEMBER 30, 2023

DATED: NOVEMBER 9, 2023

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PRESIDENT’S MESSAGE

Fellow Unitholders:

Plaza's portfolio continues to exhibit outstanding resilience, while our team demonstrates exceptional determination. Our experienced and dedicated team has the knowledge and devotion that has enabled us to move our business forward and navigate successfully in these times of macroeconomic and geopolitical challenges.

Our focus on execution, cost efficiency, and occupancy continues to contribute to our success. Our team remains committed to providing our retailer clients with outstanding customer service and new growth opportunities across our geography. At a retail conference held in early October, I joined members of our team and met with a number of Canada’s largest essential needs retailers. I was surprised at the magnitude of investment major retailers are planning for their Canadian bricks and mortar store networks in the next five years. This creates new and compelling opportunities for Plaza and I am confident in our ability to seize these and grow our business.

The barriers to entry in our business have increased significantly in the past few years, and we continue to benefit from this for two reasons:

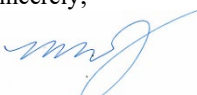
First, the populations in the markets we serve have generally seen solid growth mainly through immigration. Our disciplined approach to site selection has ensured that our properties are very well positioned within their individual markets. As populations grow in our communities, our retailers are able to serve more people and, in turn, lease more space and pay higher rent. Our healthy leasing spreads are a testament to both the quality of our real estate and the relationships we have with our retailer customers.

Second, delivering new projects to best-in-class retailers within set schedules and financial parameters has become increasingly complex. Success requires the right combination of experience, entrepreneurship, discipline and financial resources. As we have been continuously feeding our development pipeline throughout our history, we understand the complexities and have clearly demonstrated the ability to deliver both new development and redevelopment projects in Ontario, Quebec and Atlantic Canada.

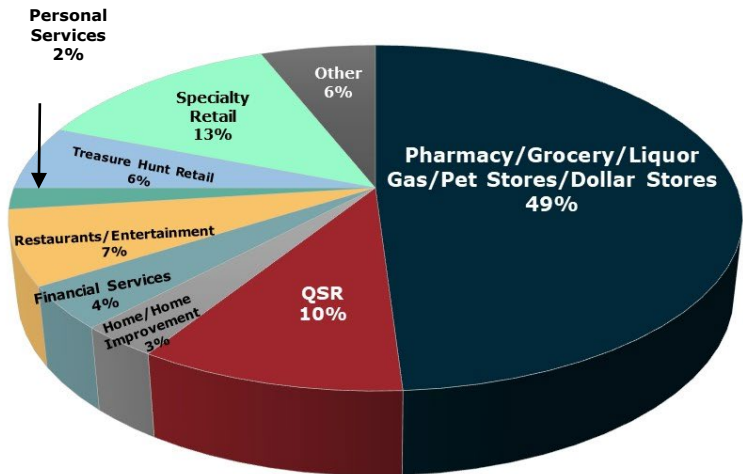
Looking ahead, we remain committed to our ongoing program of recycling capital by selling non-core properties and redeploying the sales proceeds in new developments anchored by Canada’s leading essential needs retailers. While uncertainties persist, our prudent financial management and exceptional customer service, combined with our experience in overcoming past challenges, provide confidence in our ability to weather any storm and continue driving unitholder value.

Thank you for the continued support of our many stakeholders.

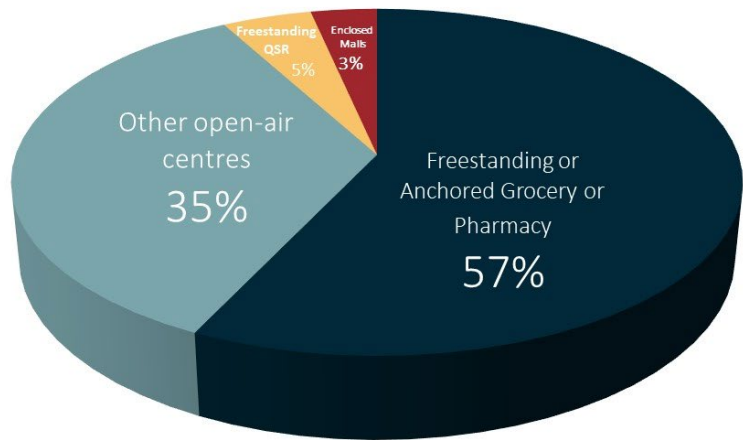
Sincerely,


Michael Zakuta
President and CEO

REVENUE BY RETAIL CATEGORY (based on base rents)



VALUE BY PROPERTY TYPE⁽¹⁾



(1) Excluding non-consolidated entities

PART I

BASIS OF PRESENTATION

Financial information included in this Management's Discussion and Analysis ("MD&A") includes information up to November 9, 2023. The financial statements to which this MD&A relates were prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB").

Unless the context indicates otherwise, references to "Plaza", the "Trust", "we", "us" and "our" in this MD&A refer to Plaza Retail REIT and its consolidated operations. This MD&A should be read in conjunction with the Trust's unaudited condensed interim consolidated financial statements and the notes thereto for the three and nine months ended September 30, 2023 and 2022, along with the financial statements and MD&A of the Trust for the year ended December 31, 2022. Historical results, including trends which might appear, should not, however, be taken as indicative of future operations, performance or results.

This MD&A has been reviewed and approved by management of the Trust and by the board of trustees (the "Board").

In addition to using financial measures determined in accordance with IFRS Accounting Standards, Plaza management also measures performance using certain additional non-GAAP financial measures and reports on these measures in this MD&A so that investors may do the same, including: funds from operations ("FFO"); adjusted funds from operations ("AFFO"); earnings before interest, taxes, depreciation and amortization ("EBITDA"); same-asset net property operating income ("same-asset NOI"); and net property operating income ("NOI"). These measures are widely used in the Canadian real estate industry and Plaza believes they provide useful information for both management and investors in measuring the financial performance and financial condition of the Trust. These financial measures do not have any standardized definitions prescribed by IFRS Accounting Standards and, therefore, may not be comparable to similar titled measures reported by other real estate investment trusts or entities. Please refer to Part VII of this MD&A under the heading "Explanation of Non-GAAP Measures" for definitions of these financial measures and where to find reconciliations thereof.

FORWARD-LOOKING DISCLAIMER

Certain information in this MD&A contains forward-looking statements that reflect Plaza's current estimates, beliefs and assumptions, which are based on management's perception of historic trends, current conditions and future expectations, as well as other factors it believes are appropriate in the circumstances. Forward-looking statements are subject to numerous known and unknown risks and uncertainties, including those described under the heading "Risks and Uncertainties" in Part V of this MD&A and under the heading "Risk Factors" in the Trust's Annual Information Form ("AIF") for the year ended December 31, 2022. This may cause the actual results, performance and achievements of the Trust to differ materially from future results, performance or achievements expressed, implied or projected by such forward-looking statements. Without limiting the foregoing, the words "believe", "expect", "continue", "anticipate", "could", "may", "intend", "will", "estimate", "goal", "strive", "plan" 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 the Trust's future growth potential, prospects and opportunities, 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: changes in economic, retail, capital market, or debt market conditions, including recessions and changes in interest rates and the rate of inflation; supply chain constraints; competitive real estate conditions; Plaza's ability to lease or re-lease space at current or anticipated rents; changes in operating costs; the availability of development and redevelopment opportunities for growth; demographic changes, including shifting consumer preferences, and changes in consumer behaviours which may result in a decrease in demand for physical space by retail tenants; tenant insolvencies or bankruptcies; and government regulations. This is not an exhaustive list of the factors that may affect Plaza's forward-looking statements. Other risks and uncertainties not presently known to Plaza, including any unforeseen impacts from new or renewed pandemic conditions, could also cause actual results or events to differ materially from those expressed in forward-looking statements. Management believes that the estimates, beliefs and assumptions reflected in its forward-looking statements are reasonable, however, management can give no assurance that actual results, performance or achievements will be consistent with these forward-looking statements.

Forward-looking statements in this MD&A are made as of November 9, 2023 and Plaza assumes no obligation to update or revise them to reflect new events or circumstances, except as required by applicable law.

OVERVIEW OF THE BUSINESS

Headquartered in Fredericton, New Brunswick, Plaza is an unincorporated, open-ended real estate investment trust (a “REIT”) established pursuant to a declaration of trust dated as of November 1, 2013, amended as of March 26, 2020 (collectively the “Declaration of Trust”). Plaza is the successor to Plazacorp Retail Properties Ltd. (“Plazacorp”), which began operations in February 1999. Plaza trades on the Toronto Stock Exchange (“TSX”) under the symbol “PLZ.UN”.

Plaza is a developer, owner and manager of retail real estate located primarily in Ontario, Quebec and Atlantic Canada. It has more than a twenty-four year history of accretive acquisitions, redevelopments and developments which have added high-quality real estate to Plaza’s portfolio and contributed to growth in net asset value (“NAV”) and FFO per unit. Some of the key attributes of Plaza’s business model are:

- Plaza conducts its business in a manner to maximize NAV and FFO growth per unit and, accordingly, unitholder value;
- Plaza’s entrepreneurial abilities allow it to adapt to changing market conditions;
- Plaza has developed strong relationships with leading retailers;
- Plaza’s business is driven by value-add opportunities to develop and redevelop, for its own account, unenclosed retail real estate throughout Canada;
- Plaza strives to minimize the amount of short-term debt that it obtains, thereby locking in returns and minimizing financing risk;
- Plaza has a competitive advantage as a developer in Atlantic Canada and Quebec; and
- Plaza is fully internalized and able to develop, redevelop, lease, manage and finance retail properties in-house.

Summary of Properties

The Trust’s portfolio at September 30, 2023 includes interests in 233 properties totaling approximately 8.9 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, 2023⁽¹⁾	Gross Leasable Area (sq. ft.) September 30, 2023^{(1) (2)}	Number of Properties December 31, 2022⁽¹⁾	Gross Leasable Area (sq. ft.) December 31, 2022^{(1) (2)}
Alberta	2	34,238	2	34,238
Manitoba	1	17,018	1	17,018
Newfoundland and Labrador	12	829,250	12	829,274
New Brunswick	53	1,991,571	53	1,928,719
Nova Scotia	32	1,244,480	33	1,249,948
Ontario	50	1,798,058	56	1,836,389
Prince Edward Island	10	559,493	11	601,031
Quebec	73	2,419,093	83	2,344,231
Total	233	8,893,201	251	8,840,848

(1) Includes properties under development and non-consolidated investments.

(2) 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 Plaza to grow and take advantage of opportunities in the marketplace. Plaza has always been dedicated to growing the business through value-add developments and redevelopments, as well as opportunistic acquisitions. Its properties are primarily leased to national retailers with a focus on retailers in the essential needs, value and convenience market segments. These segments are generally more e-commerce resilient and tend to withstand, and potentially outperform, broader economic conditions and provide stable cash flow.

Tenant demand for new space remains strong, particularly from grocers and other essential needs, value and convenience retailers. Although certain operating and construction costs, and timelines, continue to see pressure from labour shortages and inflation, we continue to see stabilization. Plaza will continue to take a measured approach to new development and redevelopment, while striving to complete projects that are sustainable and profitable, with no dilution to unitholders.

Plaza Retail REIT

Government of Canada bond yields remain volatile and higher interest rates, particularly for floating rate debt, have impacted REITs. Concerns of persistent inflation and higher interest rates have also impacted the capital markets, including REIT unit prices. We believe our conservative debt management philosophy – pursuant to which we have maintained a well-balanced debt maturity ladder, locked-in rates for longer terms, generally used small individual debt issuances and limited our exposure to the unsecured debt market – will continue to serve us well and will, among other things, help mitigate the impact of the current interest rate environment. Please see the discussion under Risks and Uncertainties in Part V for additional details.

On March 28, 2023, Plaza issued 8.548 million trust units on a bought deal-basis at a price of \$4.68 per unit, for gross proceeds of \$40 million. The proceeds were used to repay Plaza's maturing Series E \$47.25 million convertible debentures on March 31, 2023. As a result of this repayment, Plaza's debt to gross assets has decreased from 56% at December 31, 2022 to 52% at September 30, 2023. This de-levering of Plaza's balance sheet will provide the Trust with added flexibility to continue with our substantial development pipeline.

DEVELOPMENT PIPELINE AND ACQUISITIONS/DISPOSITIONS

Development Pipeline

Plaza currently owns an interest in each of the following projects under development or redevelopment which, upon completion, are expected to be accretive to Plaza's earnings and create value. These projects are under construction, development, or planning and are anticipated to be completed at various points over the next three years as indicated:

Properties under development/redevelopment	Square Footage ⁽¹⁾	Ownership	Occupied or Committed at September 30, 2023 ⁽⁴⁾	Anticipated Completion Date ⁽⁵⁾
In Planning/In Development:				
Open-Air Centre:				
The Shoppes at Galway, St. John's, NL - Phase A ⁽²⁾⁽³⁾	108,000	50%	n/a	2-3 years
The Shoppes at Galway, St. John's, NL - Phase B ⁽²⁾⁽³⁾	47,000	50%	n/a	1-2 years
The Shoppes at Galway, St. John's, NL - Phase C-E ⁽²⁾⁽³⁾	87,000	50%	n/a	2-3 years
Fairville Boulevard, Saint John, NB - Phase III.2 ⁽³⁾	8,000	100%	n/a	1-2 years
Lansdowne Plaza, Saint John, NB – Phase II ⁽³⁾	2,000	100%	n/a	1-2 years
Mapleview Dr., Barrie, ON	59,000	50%	n/a	1-2 years
Niagara Street Plaza, Welland, ON	94,000	50%	n/a	1-2 years
Les Immeubles SBT Drummondville, QC – Phase II	16,000	50%	n/a	1-2 years
Expansion:				
Petitcodiac Plaza, Dieppe (Moncton), NB - Phase II.2 ⁽³⁾	10,000	100%	n/a	2-3 years
Quispamsis Town Centre, Quispamsis, NB ⁽³⁾	2,500	50%	n/a	1-2 years
Millidge Avenue PJC, Saint John, NB ⁽³⁾	4,000	100%	n/a	1-2 years
100 Saint-Jude Nord, Granby, QC – Phase II.2 ⁽²⁾⁽³⁾	4,000	10%	n/a	1-2 years
L'Axe, Chicoutimi, QC	8,000	37.5%	n/a	2-3 years
Under Construction:				
Open-Air Centre:				
Dieppe Boulevard Plaza, Dieppe, NB	81,000	100%	77%	Q3 2024
Gibson Boulevard Plaza, Stewiacke, NS	19,578	100%	100%	Q1 2024
Taunton Rd., Oshawa, ON	46,000	50%	80%	Q1 2024
Northern Avenue Plaza, Sault Ste. Marie, ON ⁽³⁾	8,360	50%	82%	Q4 2023
Timiskaming Plaza, New Liskeard, ON ⁽³⁾	48,500	50%	100%	Q4 2023
100 Saint-Jude Nord, Granby, QC - Phase II.1 ⁽²⁾⁽³⁾	40,657	10%	95%	Q4 2023
Les Immeubles SBT Drummondville, QC – Phase I	70,000	50%	100%	Q4 2023
Single Use:				
Beaubien St., Montreal, QC ⁽³⁾	10,000	100%	100%	Q4 2023
Total	773,595			

(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 developed or redeveloped. Of the total development gross leasable area (also referred to as "GLA") above, 325,481 square feet are included in the Trust's GLA at September 30, 2023.

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

(5) Certain projects have been delayed due to supply chain disruptions and labour shortages, which may continue to impact the anticipated completion dates as shown.

Plaza Retail REIT

In addition to the properties under development or redevelopment noted above, at September 30, 2023, there is excess density at existing properties which would represent approximately 14 thousand additional square feet of gross leasable area, at Plaza's ownership percentage. There are also three land assemblies under purchase agreement at September 30, 2023 and subject to due diligence and/or other conditions. If completed, these land purchases will represent an additional 171 thousand square feet of retail space, at Plaza's ownership percentage.

The total estimated costs for the developments and redevelopments (noted in the chart on the previous page) are between \$125 million and \$130 million, of which approximately \$78 million has already been spent (all figures represent Plaza's ownership percentage). The unspent amount has not been fully or specifically budgeted or committed at this time. For the projects under construction, the remaining costs to complete are between \$18 million and \$19 million. The majority of unspent amounts for Plaza's development projects are funded by Plaza's existing development facilities or construction loans.

During the quarter, Plaza completed the redevelopment of the main strip plaza on Northern Ave, Sault Ste Marie (163,000 sq. ft., Plaza Ownership 50%), and the development of L'Axe, Chicoutimi (88,000 sq. ft., Plaza's ownership 37.5%), and transferred \$29.7 million to income producing.

Acquisitions/Dispositions

During the nine months ended September 30, 2023, the Trust disposed of the following:

		Gross Proceeds Nine Months Ended September 30, 2023
Properties Disposed (000s)	% Disposed	
Quick Service Restaurants, excess land and non-core assets	100%	\$ 25,829
Non-core asset in Brampton, ON	100%	15,513
Total disposals		\$ 41,342

SUMMARY OF SELECTED YEAR TO DATE INFORMATION

	9 Months Ended September 30, 2023 (unaudited)	9 Months Ended September 30, 2022 (unaudited)	9 Months Ended September 30, 2021 (unaudited)	
(000s, except as otherwise noted)				
Financial Amounts				
Revenues	\$ 85,102	\$ 83,267	\$ 83,249	
NOI ⁽¹⁾	\$ 52,918	\$ 52,991	\$ 54,591	
Same-asset NOI ⁽¹⁾	\$ 51,527	\$ 50,879	N/A ⁽³⁾	
FFO ⁽¹⁾	\$ 31,458	\$ 31,151	\$ 33,932	
AFFO ⁽¹⁾	\$ 25,360	\$ 25,660	\$ 29,280	
EBITDA ⁽¹⁾	\$ 52,724	\$ 52,291	\$ 55,146	
Profit and total comprehensive income	\$ 24,091	\$ 40,036	\$ 59,754	
Total assets	\$ 1,262,049	\$ 1,257,585	\$ 1,169,298	
Total non-current liabilities	\$ 528,543	\$ 560,501	\$ 555,500	
Total mortgages, mortgage bonds, notes payable, bank credit facilities, and land lease liabilities	\$ 640,646	\$ 641,631	\$ 605,165	
Total debentures	\$ 20,292	\$ 61,930	\$ 66,324	
Weighted average units outstanding ⁽²⁾	108,797	103,003	102,986	
Normal course issuer bid – units repurchased	20	12	22	
Amounts on a Per Unit Basis				
FFO ⁽¹⁾	\$ 0.289	\$ 0.302	\$ 0.329	
AFFO ⁽¹⁾	\$ 0.233	\$ 0.249	\$ 0.284	
Distributions	\$ 0.210	\$ 0.210	\$ 0.210	
Financial Ratios				
Weighted average interest rate – fixed rate mortgages	4.07%	4.01%	3.86%	
Debt to gross assets (excluding land leases) ⁽¹⁾	50.1%	53.9%	54.7%	
Debt to gross assets (including land leases) ⁽¹⁾	52.7%	56.3%	57.2%	
Interest coverage ratio ⁽¹⁾	2.48x	2.52x	2.67x	
Debt coverage ratio ⁽¹⁾	1.70x	1.69x	1.82x	
Distributions as a % of FFO ⁽¹⁾⁽⁴⁾	73.2%	69.4%	63.7%	
Distributions as a % of AFFO ⁽¹⁾⁽⁴⁾	90.8%	84.3%	73.9%	
Leasing Information				
Square footage leased during the period (total portfolio)	1,001,583	1,037,893	935,267	
Same-asset committed occupancy ⁽⁵⁾	96.9%	97.0%	96.2%	
Committed occupancy – including non-consolidated investments ⁽⁶⁾	97.2%	97.2%	96.2%	
Mix of Tenancy Based on Base Rents ⁽⁵⁾				
National	91.0%	90.6%	90.3%	
Regional	3.2%	3.5%	3.8%	
Local	3.8%	4.0%	4.1%	
Non retail	2.0%	1.9%	1.8%	
Other				
Average term to maturity - mortgages	4.9 Years	5.5 Years	5.4 Years	
Average term to maturity - leases ⁽⁵⁾	5.9 Years	5.7 Years	5.8 Years	
Overall capitalization rate ⁽⁵⁾	6.80%	6.78%	6.99%	
Property Type Breakdown	Number of Properties September 30, 2023	Square Footage (000s)	Number of Properties December 31, 2022	Square Footage (000s)
Open-Air Centres	113	6,824	117	6,746
Enclosed Malls	3	723	3	719
Single Use – Quick Service Restaurant	47	150	59	185
Single Use – Retail	70	1,196	72	1,191
Total	233	8,893	251	8,841

⁽¹⁾ This is a non-GAAP financial measure. Refer to the Non-GAAP Financial Measures in Part I and VII of this document for more information on each non-GAAP financial measure.

⁽²⁾ Includes Class B exchangeable limited partnership (“LP”) units.

⁽³⁾ Not applicable as the same-asset calculation relates to assets owned since January 1, 2022.

⁽⁴⁾ Includes distributions on Class B exchangeable LP units.

⁽⁵⁾ Excludes properties under development and non-consolidated trusts and partnerships.

⁽⁶⁾ Excludes properties under development.

PART II

STRATEGY

Plaza's principal goal is to deliver growth in per-unit NAV and FFO from a diversified portfolio of retail properties, with a focus on essential needs, convenience and value retail.

The Trust strives to:

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

The Trust invests in the following property types:

- new properties developed on behalf of retailer clients or in response to demand;
- well located properties where Plaza can add value through efficiencies, density/development or redevelopment; 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 committing to new developments or redevelopments;
- 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;
- raising capital when 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 or non-core properties into higher growth investments.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Plaza is committed to responsible and transparent environmental, social and governance ("ESG") practices and to ensuring they are integrated in all aspects of its operations. We believe that addressing ESG supports value creation and facilitates success for all our stakeholders. Further information on Plaza's ESG practices and programs are contained in the Trust's inaugural ESG report, a copy of which can be found at <http://plaza.ca/esg/>.

Environmental

We pride ourselves on our ability to adapt quickly to change and identify the inherent opportunities that change presents. This includes changes in the retail landscape and reinventing underperforming properties to create opportunities in new markets for Plaza's retailers, their customers and our communities. We continue to look for opportunities to redevelop existing buildings where feasible, as opposed to building new. We have successfully redeveloped fourteen enclosed malls into open-air centres and have successfully redeveloped numerous retail projects, including repositioning and filling empty box stores with multiple tenants. Redevelopments allow us to reuse and repurpose building materials and works on site, which can lead to reductions in carbon emissions when compared to a new build – all the way from the extraction of the materials to the transport, the actual construction and demolition of old buildings. Our redevelopments are based on and built to the latest industry standards and processes and adhere to the highest health and safety practices and applicable legislation.

Post-development or redevelopment, we continue to look for ways to limit our environmental impact. As a vertically integrated real estate company, we develop programs across our platform to increase our energy efficiency and measure our environmental data using in-house resources.

Social

Plaza strives to create an environment that celebrates creativity, diversity and inclusion and also provides a basis for personal success, growth, and development. As a follow-up to training previously provided on the fundamentals of diversity, equity and inclusion (“DEI”), Plaza plans to provide ESG training in the coming months to demonstrate Plaza’s commitment to ESG to all employees and show what they can do to help Plaza achieve its ESG goals. An important part of this training will also focus on DEI. Following the successful completion of our first internal DEI survey earlier this year, we are continuing to develop our DEI policy and action plan going forward.

We continue to deliver our Women@Plaza program with professional development and lifestyle events and our next event is scheduled for November 2023. Women@Plaza’s pilot mentorship program is also advancing as planned and staff feedback has been very positive. The mentorship program was launched in June 2023 and is designed to provide support and contribute to the personal and professional development of both mentees and mentors; support a culture of continuous learning, inclusion, and value creation throughout Plaza; and connect Plaza team members who may not otherwise have the opportunity to work together on a regular basis. For more information on Women@Plaza, please visit our website at <http://plaza.ca/women-at-plaza/>.

Governance

As Plaza continues to advance on its ESG journey, we continue to strengthen our ESG governance structure. A significant element of this structure continues to be Plaza’s Responsibility & Sustainability Committee, which is responsible to (i) prioritize the ESG initiatives that impact Plaza’s business, ii) drive the continued development, enhancement and implementation of Plaza’s ESG programs, iii) advance new initiatives and iv) ensure timely, accurate and transparent disclosure of ESG-related information. The Committee is comprised of executives, senior management and other employees from different departments and offices, across a number of regions, and it reports directly to the Board on at least a quarterly basis, as the Board oversees Plaza’s ESG programs. Last year was foundational for this committee, as the focus was on building our colleagues’ knowledge of ESG and its importance to our business. Moving forward, the Responsibility & Sustainability Committee will continue to expand ESG knowledge and Plaza’s ESG programs. Through our ongoing efforts toward best practices, we look forward to the benefits that will accrue to our tenants, partners, employees, communities and, ultimately, to unitholders.

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 as detailed below.

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;
- distributions as a percentage of FFO and AFFO; and
- occupancy levels.

Management believes that its key performance indicators allow it to track progress towards the achievement of Plaza's primary goal of providing growth in per-unit NAV and FFO. The key performance indicators discussed throughout this MD&A are summarized in the table below, for the nine months ended September 30, 2023, compared to the nine months ended September 30, 2022.

FFO⁽¹⁾	(000s)	YTD Q3 2023	YTD Q3 2022	% Change
	FFO	\$31,458	\$31,151	1.0%
	FFO per unit	\$0.289	\$0.302	(4.3%)
	Distributions as a % of FFO	73.2%	69.4%	5.5%
	➤ The increase in FFO over the same period in the prior year was mainly due to higher NOI from same-asset, acquisitions, developments and properties transferred to income producing properties in 2022 and 2023, as well as from higher investment and other income. These are offset by a decrease in NOI from property dispositions, and higher finance and administrative costs. The FFO per unit was also impacted by the issue of 8.548 million trust units in March 2023.			
AFFO⁽¹⁾	(000s)	YTD Q3 2023	YTD Q3 2022	% Change
	AFFO	\$25,360	\$25,660	(1.2%)
	AFFO per unit	\$0.233	\$0.249	(6.4%)
	Distributions as a % of AFFO	90.8%	84.3%	7.7%
	➤ The principal factors affecting AFFO are consistent with those impacting FFO, as well as increased leasing costs. The AFFO per unit was also impacted by the issue of 8.548 million trust units in March 2023.			
Debt Service Ratios⁽¹⁾		YTD Q3 2023	YTD Q3 2022	% Change
	Interest coverage ratio	2.48x	2.52x	(1.6%)
	Debt coverage ratio	1.70x	1.69x	0.6%
	➤ The interest and debt coverage ratios were mainly impacted by an increase in EBITDA, offset by higher finance costs from the increase in interest rates. Debt coverage and interest coverage ratios exceed the requirements under borrowing arrangements.			
Debt to Gross Assets⁽¹⁾		Q3 2023	Q3 2022	% Change
	Debt to gross assets (excluding land leases)	50.1%	53.9%	(7.1%)
	Debt to gross assets (including land leases)	52.7%	56.3%	(6.4%)
	➤ The decrease in debt to gross assets over the same period in the prior year relates mainly to the repayment of the \$47.25 million Series E convertible debentures.			
Same-Asset NOI⁽¹⁾	(000s)	YTD Q3 2023	YTD Q3 2022	% Change
	Same-asset NOI	\$51,527	\$50,879	1.3%
	➤ The increase in same-asset NOI over the same period in the prior year, is due to an increase in same-asset rental revenue due to lease-up and rent escalations, partially offset by an increase in operating expenses.			
Weighted Average Interest Rate – Fixed Rate Mortgages		Q3 2023	Q3 2022	% Change
	Weighted average interest rate – fixed rate mortgages	4.07%	4.01%	1.5%
	➤ The increase in the weighted-average interest rate is the result of refinancing maturing mortgages at current rates.			
Occupancy Levels		Q3 2023	Q3 2022	% Change
	Same-asset committed occupancy ⁽²⁾	96.9%	97.0%	(0.1%)
	Committed occupancy – including non-consolidated investments ⁽³⁾	97.2%	97.2%	-

- (1) This is a non-GAAP financial measure. Refer to the Non-GAAP Financial Measures in Part I and VII of this document for more information on each non-GAAP financial measure.
- (2) Excludes properties under development and non-consolidated investments.
- (3) Excludes properties under development.

PROPERTY AND CORPORATE FINANCIAL PERFORMANCE 2023 AND 2022
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, 2023, compared to the three and nine months ended September 30, 2022 is presented below:

(000s – except per unit amounts and percentage data, unaudited)	3 Months Ended September 30, 2023	3 Months Ended September 30, 2022	Change over Prior Period	9 Months Ended September 30, 2023	9 Months Ended September 30, 2022	Change over Prior Period
Profit and total comprehensive income for the period attributable to unitholders	\$ 3,375	\$ 7,151		\$ 24,009	\$ 39,737	
Incremental leasing costs included in administrative expenses ⁽⁷⁾	319	335		1,056	1,206	
Amortization of debenture issuance costs ⁽⁸⁾	(18)	(121)		(123)	(362)	
Distributions on Class B exchangeable LP units included in finance costs - operations	81	83		245	250	
Deferred income taxes	(143)	(619)		(119)	42	
Land lease principal repayments	(202)	(195)		(601)	(583)	
Fair value adjustment to restricted and deferred units	(227)	(88)		(383)	(246)	
Fair value adjustment to investment properties	10,919	4,235		10,472	(1,803)	
Fair value adjustment to investments ⁽⁹⁾	(451)	413		121	(1,144)	
Fair value adjustment to Class B exchangeable LP units	(416)	(322)		(1,017)	(953)	
Fair value adjustment to convertible debentures	(450)	(237)		(658)	(960)	
Fair value adjustment to interest rate swaps	(1,486)	(41)		(2,014)	(4,266)	
Fair value adjustment to right-of-use land lease assets	202	195		601	583	
Equity accounting adjustment ⁽¹⁰⁾	(33)	(29)		(58)	(329)	
Non-controlling interest adjustment ⁽⁶⁾	(78)	(29)		(73)	(21)	
FFO⁽¹⁾	\$ 11,392	\$ 10,731	\$ 661	\$ 31,458	\$ 31,151	\$ 307
FFO change over prior period - %			6.2%			1.0%
FFO⁽¹⁾	\$ 11,392	\$ 10,731		\$ 31,458	\$ 31,151	
Non-cash revenue – straight-line rent ⁽⁵⁾	(16)	(15)		(27)	119	
Leasing costs – existing properties ^{(2) (5) (11)}	(1,732)	(1,687)		(5,173)	(4,538)	
Maintenance capital expenditures – existing properties ⁽¹²⁾	(223)	(790)		(901)	(1,150)	
Non-controlling interest adjustment ⁽⁶⁾	3	39		3	78	
AFFO⁽¹⁾	\$ 9,424	\$ 8,278	\$ 1,146	\$ 25,360	\$ 25,660	\$ (300)
AFFO change over prior period - %			13.8%			(1.2%)
Weighted average units outstanding – basic ⁽¹⁾⁽³⁾	111,530	103,000		108,797	103,003	
FFO per unit – basic⁽¹⁾	\$ 0.102	\$ 0.104	(1.9%)	\$ 0.289	\$ 0.302	(4.3%)
AFFO per unit – basic⁽¹⁾	\$ 0.085	\$ 0.080	6.3%	\$ 0.233	\$ 0.249	(6.4%)
Gross distribution to unitholders ⁽¹⁾⁽⁴⁾	\$ 7,806	\$ 7,209		\$ 23,020	\$ 21,628	
FFO payout ratio – basic⁽¹⁾	68.5%	67.2%		73.2%	69.4%	
AFFO payout ratio – basic⁽¹⁾	82.8%	87.1%		90.8%	84.3%	
FFO⁽¹⁾	\$ 11,392	\$ 10,731		\$ 31,458	\$ 31,151	
Interest on dilutive convertible debentures	179	788		533	2,337	
FFO – diluted⁽¹⁾	\$ 11,571	\$ 11,519	\$ 52	\$ 31,991	\$ 33,488	\$(1,497)
Diluted weighted average units outstanding ⁽¹⁾⁽³⁾	114,060	113,893		111,327	113,896	
AFFO⁽¹⁾	\$ 9,424	\$ 8,278		\$ 25,360	\$ 25,660	
Interest on dilutive convertible debentures	179	788		533	2,337	
AFFO – diluted⁽¹⁾	\$ 9,603	\$ 9,066	\$ 537	\$ 25,893	\$ 27,997	\$(2,104)
Diluted weighted average units outstanding ⁽¹⁾⁽³⁾	114,060	113,893		111,327	113,896	
FFO per unit – diluted⁽¹⁾	\$ 0.101	\$ 0.101	-	\$ 0.287	\$ 0.294	(2.4%)
AFFO per unit – diluted⁽¹⁾	\$ 0.084	\$ 0.080	5.0%	\$ 0.233	\$ 0.246	(5.3%)

⁽¹⁾ This is a non-GAAP financial measure. Refer to the Non-GAAP Financial Measures in Part I and VII of this document for more information on each non-GAAP financial measure.

- (2) Based on actuals.
- (3) Includes Class B exchangeable LP units.
- (4) Includes distributions on Class B exchangeable LP units.
- (5) Includes proportionate share of revenue and expenditures at equity-accounted investments.
- (6) The non-controlling interest ("NCI") adjustment, includes adjustments required to translate the profit and total comprehensive income (loss) attributable to NCI of (\$20) thousand and \$82 thousand for the three and nine months ending September 30, 2023, respectively (September 30, 2022 – \$85 thousand and \$299 thousand, respectively) to FFO and AFFO for the NCI.
- (7) Incremental leasing costs included in administrative expenses include leasing costs of salaried leasing staff directly attributed to signed leases that would otherwise be capitalized if incurred from external sources. These costs are excluded from FFO in accordance with RealPAC's definition of FFO.
- (8) Amortization of debenture issuance costs is deducted on a straight-line basis over the remaining term of the related convertible debentures, in accordance with RealPAC.
- (9) Fair value adjustment to investments relate to the unrealized change in fair value of equity accounted entities which are excluded from FFO in accordance with RealPAC's definition of FFO.
- (10) Equity accounting adjustment for interest rate swaps includes the change in non-cash fair value adjustments relating to interest rate swaps held by equity accounted entities, which are excluded from FFO in accordance with RealPAC's definition of FFO.
- (11) Leasing costs – existing properties include internal and external leasing costs except to the extent that leasing costs relate to development projects, in accordance with RealPAC's definition of AFFO. See the Gross Capital Additions Including Leasing Fees note on page 27 of this MD&A.
- (12) Maintenance capital expenditures – existing properties include expenditures related to sustaining and maintaining existing space, in accordance with RealPAC's definition of AFFO. See the Gross Capital Additions Including Leasing Fees note on page 27 of this MD&A.

Basic FFO for the three months ended September 30, 2023 increased by \$661 thousand over the prior year or 6.2% on a dollar basis and a decrease of (1.9%) on a per unit basis.

Items impacting FFO for the quarter were:

- (i) an increase in NOI of \$586 thousand from acquisitions, developments and properties transferred to income producing properties ("IPP") in 2022 and 2023;
- (ii) an increase in same-asst NOI of \$492 thousand mainly due to rent escalations and renewals across the portfolio;
- (iii) a decrease in NOI of \$649 thousand from properties sold;
- (iv) a decrease in finance costs - operations of \$337 thousand, mainly due to lower debenture interest costs from the maturity of the Series E convertible debentures in March 2023, partially offset by higher mortgage interest expense;
- (v) an increase in administrative costs of \$141 thousand, mainly due to higher compensation expenses along with higher IT and reporting costs in the current year; and
- (vi) an increase in investment and other income of \$87 thousand due to higher fees from an increase in leasing and development activity, along with an increase in interest earned on excess cash.

For the three months ended September 30, 2023, AFFO increased by \$1.1 million over the prior year or 13.8% on a dollar basis and 6.3% on a per unit basis. The AFFO and AFFO per unit were mainly impacted by the changes in FFO and FFO per unit described above.

Basic FFO for the nine months ended September 30, 2023 increased by \$307 thousand over the prior year or 1.0% on a dollar basis and a decrease of (4.3%) on a per unit basis.

Items impacting FFO for the nine months ended September 30, 2023 were:

- (i) an increase in NOI of \$1.1 million from acquisitions, developments and properties transferred to income producing properties ("IPP") in 2022 and 2023, offset by a \$235 thousand allowance provided to a tenant in consideration of delayed delivery of premises at a development property;
- (ii) an increase in same-asst NOI of \$648 thousand mainly due to rent escalations and renewals across the portfolio;
- (iii) a decrease in NOI of \$1.3 million from properties sold,
- (iv) an increase in finance costs - operations of \$410 thousand, mainly due to higher mortgage interest expense offset by the decrease in convertible debenture interest expense;
- (v) an increase in administrative costs of \$520 thousand, mainly due to higher compensation expenses along with higher IT, travel and reporting costs in the current year; and
- (vi) an increase in investment and other income of \$1.2 million due to higher fees from an increase in leasing and development activity along with an increase in interest earned on excess cash.

For the nine months ended September 30, 2023, AFFO decreased by \$300 thousand over the prior year or (1.2%) on a dollar basis and (6.4%) on a per unit basis. The AFFO and AFFO per unit were mainly impacted by increased leasing costs, as well as the changes in FFO and FFO per unit described above.

FFO and AFFO per unit results, for both the three and nine months ended September 30, 2023, were also impacted by the issue of 8.548 million trust units in March 2023.

Profit and Total Comprehensive Income for the Period

The Trust recorded a profit for the three months ended September 30, 2023 of \$3.4 million compared to \$7.2 million for the same period in the prior year. The change was mainly due to a decrease in the fair value of investment properties of \$10.9 million in the current quarter compared to a fair value decrease of \$4.2 million in the same quarter in the prior year. The fair value change year over year was mainly due to an increase in capitalization rates in the current quarter.

Profit was also impacted by the same factors mentioned in the discussion of FFO above, as well as:

- (i) an increase in the share of profit of associates of \$802 thousand over the prior year, mainly relating to the non-cash fair value adjustment of the underlying properties in the current year; and
- (ii) changes in non-cash fair value adjustments relating to interest rate swaps, the Class B exchangeable LP units, and convertible debentures.

The Trust recorded a profit for the nine months ended September 30, 2023 of \$24.1 million compared to \$40.0 million for the same period in the prior year. The decrease was mainly due to a decrease in the fair value of investment properties of \$10.5 million in the current year to date compared to a fair value increase of \$1.8 million in the prior year to date. The fair value change year over year was mainly due to an increase in capitalization rates this year.

Profit was also impacted by the same factors mentioned in the discussion of FFO above, as well as:

- (iii) a decrease in the share of profit of associates of \$1.7 million over the prior year, mainly relating to the non-cash fair value adjustment of the underlying properties; and
- (iv) changes in non-cash fair value adjustments relating to interest rate swaps, the Class B exchangeable LP units, and convertible debentures.

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

Same-asset categorization refers to those properties which were owned and operated by Plaza for both the nine months ended September 30, 2023 and the entire year ending December 31, 2022, and excludes non-consolidated investments and 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, 2023, approximately 46.4% 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 seasonal costs such as asphalt repairs, snow removal and other operating costs may not be completely offset by cost recoveries in a particular period, or recovery revenues may exceed costs. Municipal taxes are generally net and fully recoverable from all tenants. Most tenants in open-air centres and single use properties are responsible for their own utilities, and changes to these costs do not materially impact NOI.

	3 Months Ended September 30, 2023 (unaudited)	3 Months Ended September 30, 2022 (unaudited)	9 Months Ended September 30, 2023 (unaudited)	9 Months Ended September 30, 2022 (unaudited)
(000s)				
Same-asset rental revenue ⁽¹⁾	\$ 26,176	\$ 25,120	\$ 78,229	\$ 76,110
Same-asset operating expenses ⁽¹⁾	(2,964)	(2,632)	(10,944)	(9,941)
Same-asset realty tax expense ⁽¹⁾	(5,335)	(5,103)	(15,758)	(15,290)
Same-asset NOI⁽¹⁾	\$ 17,877	\$ 17,385	\$ 51,527	\$ 50,879
Percentage increase over prior period	2.8%		1.3%	

- (1) This is a non-GAAP financial measure. Refer to the Non-GAAP Financial Measures in Part I and VII of this document for more information on each non-GAAP financial measure.

Same-asset NOI for the three and nine months ended September 30, 2023, increased 2.8% and 1.3%, respectively compared to the same period in the prior year. The increase for the three and nine months ended September 30, 2023 is due to lease-up and rent escalations over the same period in the prior year, partially offset by an increase in operating and realty tax expenses.

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

	3 Months Ended September 30, 2023 (unaudited)	3 Months Ended September 30, 2022 (unaudited)	9 Months Ended September 30, 2023 (unaudited)	9 Months Ended September 30, 2022 (unaudited)
(000s except percentage data)				
New Brunswick	\$ 4,832	\$ 4,793	\$ 14,028	\$ 13,805
Nova Scotia	3,109	2,881	8,914	8,488
Quebec	3,406	3,352	9,995	9,723
Alberta	159	157	474	466
Manitoba	94	92	283	286
Ontario	2,900	2,799	8,537	8,444
Newfoundland and Labrador	1,354	1,375	3,762	4,121
Prince Edward Island	2,023	1,936	5,534	5,546
Same-asset NOI⁽¹⁾	\$ 17,877	\$ 17,385	\$ 51,527	\$ 50,879
Percentage increase over prior period	2.8%		1.3%	

- (1) This is a non-GAAP financial measure. Refer to the Non-GAAP Financial Measures in Part I and VII of this document for more information on each non-GAAP financial measure.

Net Property Operating Income (NOI)

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

	3 Months Ended September 30, 2023 (unaudited)	3 Months Ended September 30, 2022 (unaudited)	9 Months Ended September 30, 2023 (unaudited)	9 Months Ended September 30, 2022 (unaudited)
(000s)				
Same-asset NOI ⁽¹⁾	\$ 17,877	\$ 17,385	\$ 51,527	\$ 50,879
Developments and redevelopments transferred to income producing in 2022 & 2023 (\$6.2 million stabilized NOI)	1,312	767	3,199	2,252
NOI from acquisitions, properties currently under development and redevelopment (\$4.4 million stabilized NOI)	147	106	341	420
Straight-line rent	22	16	43	(119)
Administrative expenses charged to NOI	(898)	(825)	(2,829)	(2,537)
Lease termination revenue	-	12	-	117
Properties disposed	-	648	561	1,893
Other	-	47	76	86
Total NOI⁽¹⁾	\$ 18,460	\$ 18,156	\$ 52,918	\$ 52,991

- (1) This is a non-GAAP financial measure. Refer to the Non-GAAP Financial Measures in Part I and VII of this document for more information on each non-GAAP financial measure.

Share of Profit of Associates

Share of profit of associates consists of income from equity accounted investments, 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 share of the profits which the equity-accounted investments noted below are entitled to, is distributed first as a preferred return on invested capital with the remaining distributed as a residual return, as outlined below. If there is no preferred and residual return structure noted, the share of profits are distributed pro-rata in accordance with ownership position. The following schedule shows Plaza's ownership position, rates of preferred returns on investment and Plaza's residual return beyond the preferred returns.

	Ownership Position	Preferred Return	Residual Return
Equity Accounted Investments⁽¹⁾			
Centennial Plaza Limited Partnership	10%	10%	20%
Trois Rivières Limited Partnership	15%	10%	30%
Plazacorp Ontario1 Limited Partnership	25%	8%	25%
Plazacorp Ontario2 Limited Partnership	50%	-	-
Plazacorp Ontario3 Limited Partnership	50%	-	-
Plazacorp Ontario4 Limited Partnership	50%	-	-
RBEG Limited Partnership	50%	-	-
CPRDL Limited Partnership	50%	-	-
Fundy Retail Ltd.	50%	-	-
VGH Limited Partnership	20%	8%	27.5%
Ste. Hyacinthe Limited Partnership	25%	6%	pro-rata
144 Denison East Limited Partnership	25%	6%	pro-rata
The Shoppes at Galway Limited Partnership ⁽²⁾	50%	-	-

(1) 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 Port Perry (Plazacorp Ontario2 Limited Partnership); King & Mill Newcastle (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).

(2) Land within this partnership is currently in development.

Share of profit of associates for the three months ended September 30, 2023 includes Plaza's share of NOI of approximately \$1.5 million consistent with the same period in the prior year. Share of profit of associates increased by \$802 thousand for the three months ended September 30, 2023 compared to the three months ended September 30, 2022. The increase was mainly due to the non-cash fair value adjustment to the underlying investment properties quarter over quarter.

Share of profit of associates for the nine months ended September 30, 2023 includes Plaza's share of NOI of approximately \$4.3 million compared to \$4.1 million in the same period in the prior year. Share of profit of associates decreased by \$1.7 million for the nine months ended September 30, 2023 compared to the nine months ended September 30, 2022. The decrease was mainly due to the non-cash fair value adjustment to the underlying investment properties year over year.

Overall committed occupancy for non-consolidated investments was 98.4% at September 30, 2023, compared to 98.8% at September 30, 2022.

Regular distributions received from associates for the three months ended September 30, 2023 were \$462 thousand, compared to \$200 thousand for the three months ended September 30, 2022, due to the timing of annual distributions paid by two associates. Regular distributions received from associates for the nine months ended September 30, 2023 were \$1.5 million, compared to \$1.3 million for the nine months ended September 30, 2022.

Finance Costs - Operations

Finance costs - operations for the three months ended September 30, 2023 were \$7.0 million, compared to \$7.4 million in the same period in the prior year. The finance costs were mainly impacted by lower debenture interest from the repayment of the Series E convertible debentures on March 31, 2023, higher capitalization of interest due to an increase in development activity, offset by higher mortgage interest as a result of new mortgages and refinancings, and higher interest rates.

Finance costs - operations for the nine months ended September 30, 2023 were \$21.5 million, compared to \$21.1 million for the same period in the prior year, impacted by the changes noted above.

Administrative Expenses

Administrative expenses for the three months ended September 30, 2023 were \$1.8 million consistent with the same period in the prior year. Administrative expenses were impacted by higher compensation, IT and reporting costs in the current period, and the change in fair value of restricted and deferred units. Excluding the decrease in the fair value of restricted and deferred units, administrative expenses would have been \$141 thousand higher than the same period in the prior year.

Administrative expenses for the nine months ended September 30, 2023 were \$6.1 million compared to \$5.7 million for the same period in the prior year. Administrative expenses were impacted by higher compensation, IT, travel, and reporting costs in the current period. Excluding the fair value of restricted and deferred units, administrative expenses would have been \$520 thousand higher than the same period in the prior year.

Change in Fair Value of Investment Properties

Investment properties are measured at fair value using valuations prepared by either the Trust's internal valuation team or external independent appraisers. Management uses the direct capitalization method to fair value investment properties. Under this method, fair value is estimated by applying capitalization rates to stabilized net operating income (property revenue less property operating expenses), with the resulting value reduced by any costs to complete or required to achieve stabilization.

The Trust recorded a fair value decrease to investment properties of \$10.9 million for the three months ended September 30, 2023 compared to a fair value decrease of \$4.2 million for the three months ended September 30, 2022. The fair value decrease in the current quarter was mainly due to an increase in capitalization rates.

The Trust recorded a fair value decrease to investment properties of \$10.5 million for the nine months ended September 30, 2023 compared to a fair value increase of \$1.8 million for the nine months ended September 30, 2022. The change was mainly due to an increase in capitalization rates.

The investment market for the Trust's properties occupied by grocery and other essential needs, convenience, and value-based retailers, as well as its stable properties, remains strong.

Change in Fair Value of Convertible Debentures

The fair value adjustment to convertible debentures for the three months ended September 30, 2023 was a net gain of \$450 thousand compared to a net gain of \$237 thousand in the same period in the prior year. The fair value adjustment to convertible debentures for the nine months ended September 30, 2023 was a net gain of \$658 thousand compared to a net gain of \$960 thousand in the same period in the prior year. The fair value changes relate to movement in the Trust's unit price and risk-free interest rates.

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 Class B 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.

The fair value adjustment to Class B exchangeable LP units for the three months ended September 30, 2023 was a net gain of \$416 thousand compared to a net gain of \$322 thousand in the same period in the prior year. The fair value adjustment to Class

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B exchangeable LP units for the nine months ended September 30, 2023 was a net gain of \$1.0 million compared to a net gain of \$953 thousand in the same period in the prior year. The fair value changes relate to movement in the Trust's unit price.

LEASING AND OCCUPANCY

The following table represents leases expiring for the next 5 years and thereafter for Plaza's property portfolio at September 30, 2023 (excluding developments, redevelopments and non-consolidated investments).

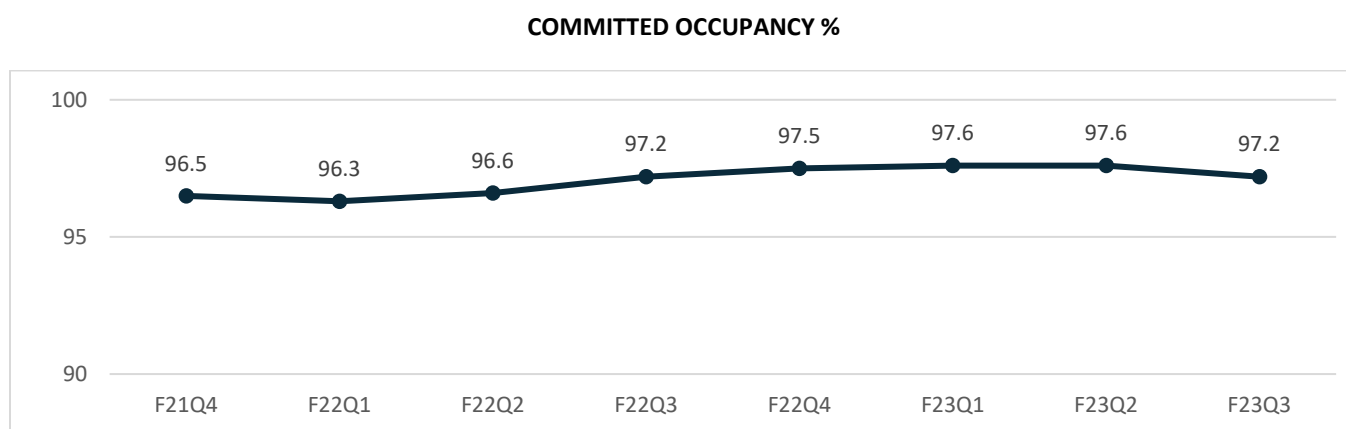
Year	Open-Air Centres		Enclosed Malls		Single-User Retail		Single-User QSR ⁽²⁾		Total	
	Sq Ft ⁽¹⁾	%	Sq Ft ⁽¹⁾	%	Sq Ft ⁽¹⁾	%	Sq Ft ⁽¹⁾	%	Sq Ft ⁽¹⁾	%
2023	138,290	2.6	17,677	3.0	-	-	11,892	10.1	167,859	2.4
2024	383,625	7.3	96,152	16.2	41,862	4.2	-	-	521,639	7.5
2025	518,111	9.8	158,936	26.7	146,359	14.7	2,211	1.9	825,617	11.8
2026	615,393	11.7	11,830	2.0	58,594	5.9	2,054	1.7	687,871	9.9
2027	535,083	10.2	31,080	5.2	77,799	7.8	11,804	10.0	655,766	9.4
2028	670,574	12.7	72,021	12.1	24,999	2.5	8,688	7.4	776,282	11.1
Thereafter	2,412,782	45.7	206,965	34.8	644,803	64.9	81,055	68.9	3,345,605	47.9
Subtotal	5,273,858	100.0	594,661	100.0	994,416	100.0	117,704	100.0	6,980,639	100.0
Vacant	96,476		128,049		-		6,637		231,162	
Total	5,370,334		722,710		994,416		124,341		7,211,801	
Weighted average lease term	5.8 years		4.1 years		7.4 years		6.9 years		5.9 years	

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

(2) QSR refers to quick service restaurants.

At September 30, 2023, same-asset committed occupancy was 96.9% compared to 97.0% at September 30, 2022.

Committed occupancy including non-consolidated investments (excluding properties under development and redevelopment) was 97.2% at September 30, 2023 consistent with September 30, 2022. Committed occupancy for the portfolio over the last eight quarters is as follows:



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The weighted average contractual base rent per square foot on renewals and new leasing in 2023 versus expiries (excluding developments, redevelopments and non-consolidated investments) is outlined in the following table:

	Open-Air Centres	Enclosed Malls	Single-User Retail	Single-User QSR	Total
<u>2023 – Q3 YTD</u>					
Leasing renewals (sq. ft.)	475,110	95,854	41,455	6,497	618,916
Weighted average rent (\$/sq. ft.) - Renewed	\$13.14	\$12.00	\$14.56	\$23.53	\$13.17
Weighted average rent (\$/sq. ft.) - Expired	\$12.04	\$12.73	\$13.20	\$22.79	\$12.34
Renewal spread	9.1%	(5.7%)	10.3%	3.2%	6.7%
New leasing (sq. ft.)	94,775	32,899	3,369	-	131,043
Weighted average rent (\$/sq. ft.)	\$17.52	\$12.33	\$35.00	-	\$16.67
Expiries not renewed (sq. ft.)	42,635	62,436	10,663	3,276	119,010
Weighted average rent (\$/sq. ft.)	\$17.80	\$15.42	\$22.51	\$24.41	\$17.15
<u>Remainder of 2023</u>					
Expiries (sq. ft.)	138,290	17,677	-	11,892	167,859
Weighted average rent (\$/sq. ft.)	\$12.40	\$19.72	-	\$37.89	\$14.98

Excluding the impact of renewing one enclosed mall tenant at a lower rent, and an anchor tenant at an open-air centre with an automatic renewal at the same terms and conditions, the overall renewal spread would have been 8.4%.

In addition, for the nine months ended September 30, 2023, the Trust completed 126 thousand square feet of new and renewal leasing deals on developments and redevelopments at market rates and 98 thousand square feet of new and renewal leasing deals at market rates at non-consolidated investments. In total, including developments, redevelopments and non-consolidated investments, the Trust completed 1.0 million square feet of new and renewal leasing deals for the year to date September 30, 2023.

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

- Committed occupancy in open-air centres was 98.5% at September 30, 2023, compared to 98.0% at September 30, 2022.
- Committed occupancy for enclosed malls was 82.3% at September 30, 2023, compared to 87.7% at September 30, 2022.
- Committed occupancy for single use assets was 99.5% at September 30, 2023, compared to 99.8% at September 30, 2022.
- Pre-leased space in active properties under development was 91.2% at September 30, 2023.

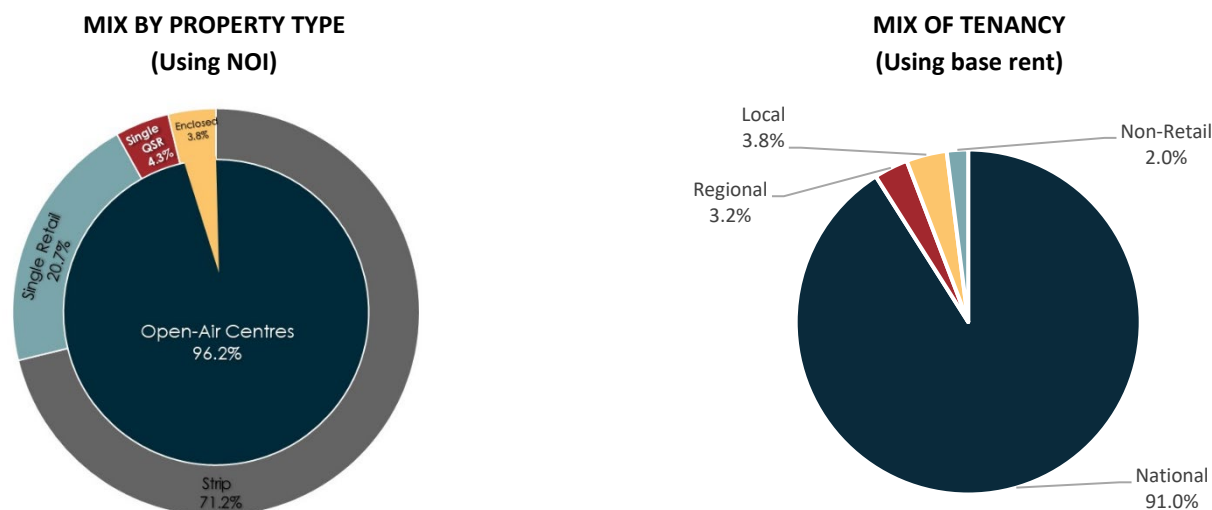
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Plaza has built a portfolio with a high quality revenue stream. Plaza's ten largest tenants based upon current monthly base rents at September 30, 2023 represent approximately 53.1% of total base rent revenues in place.

	% of Base Rent Revenue ⁽⁷⁾		% of Base Rent Revenue ⁽⁷⁾
1. Shoppers Drug Mart/Loblaw ⁽¹⁾	24.6	6. Staples	3.0
2. Dollarama	6.4	7. KFC ⁽⁵⁾	2.7
3. TJX Group ⁽²⁾	4.5	8. Bulk Barn	1.7
4. Canadian Tire Group ⁽³⁾	3.6	9. Metro Inc. ⁽⁶⁾	1.6
5. Sobeys Group ⁽⁴⁾	3.4	10. RBI ⁽⁷⁾	1.6
Total: 53.1%			

- (1) Shoppers Drug Mart/Loblaw represents the following stores: Shoppers Drug Mart, No Frills, Atlantic Superstore, Pharmaprix and Maxi.
- (2) TJX Group represents the following stores: Winners, HomeSense, and Marshalls.
- (3) Canadian Tire Group represents the following stores: Canadian Tire, Mark's/L'Équipeur, Party City, PartSource, Sport Chek, and Sports Experts.
- (4) Sobeys Group represents the following stores: Sobeys, IGA, Sobeys Fast Fuel and Lawtons.
- (5) The majority is represented by two operators.
- (6) Metro Inc. represents the following stores: Metro, Jean Coutu, Food Basics and Pharmacie Brunet.
- (7) RBI represents the following stores: Tim Hortons, Burger King, Popeyes and Firehouse Subs.
- (8) Excludes developments, redevelopments and non-consolidated investments.

The Trust's mix of tenancies 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 distribution policy in order to retain sufficient funds to manage the business, including ongoing maintenance capital expenditures and debt service. New capital raised is generally directed to acquisitions or continuing development activities, which are discretionary, or to pay down debt, based on the availability of such capital. In setting the

Plaza Retail REIT

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 cash flow and profitability, the sustainability of margins, maintenance capital expenditures, debt service requirements, the satisfaction of statutory tests imposed by the laws governing Plaza for the declaration of distributions and other conditions, among other things. Plaza may also look at other capital market factors when determining distributions. 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 convertible debentures – items that are not reflective of Plaza's ability to pay distributions. In addition, because of items such as principal repayments or timing of expenditures, distributions may also exceed cash available from time to time.

Although Plaza currently pays distributions on a monthly basis, there can be no assurance regarding the amount and frequency of such distributions. Future distribution payments and the level thereof are subject to the discretion of the Board and will depend upon the numerous factors outlined above.

There can be no assurance regarding the amount of income to be generated by Plaza's properties. The ability of Plaza to make cash distributions, and the actual amount distributed, will be entirely dependent on the operations and assets of Plaza, and will be subject to various factors including financial performance, current and forecasted economic conditions, obligations under applicable credit facilities, the sustainability of income derived from the tenant profile of Plaza's properties and maintenance capital expenditure requirements. Distributions may be increased, reduced or suspended entirely depending on Plaza's operations and the performance of Plaza's assets, at the discretion of the Board.

Plaza's annual distributions are currently set at \$0.28 per unit. Total distributions increased over last year due to the issue of 8.548 million units, via bought deal, on March 28, 2023, as follows:

	3 Months Ended September 30, 2023 (unaudited)	3 Months Ended September 30, 2022 (unaudited)	9 Months Ended September 30, 2023 (unaudited)	9 Months Ended September 30, 2022 (unaudited)
(000s)				
Cash distributions paid ⁽¹⁾	\$ 7,806	\$ 7,209	\$ 22,819	\$ 21,628

⁽¹⁾ Cash distributions include cash distributions paid to unitholders and distributions on Class B exchangeable LP units classified as finance costs - operations.

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

	3 Months Ended September 30, 2023 (unaudited)	3 Months Ended September 30, 2022 (unaudited)	9 Months Ended September 30, 2023 (unaudited)	9 Months Ended September 30, 2022 (unaudited)
(000s)				
Cash provided by operating activities ⁽¹⁾	\$ 12,843	\$ 11,007	\$ 27,929	\$ 27,447
Cash distributions paid to Class B exchangeable LP unitholders	81	83	245	250
Cash provided by operating activities excluding distributions paid to Class B exchangeable LP unitholders	\$ 12,924	\$ 11,090	\$ 28,174	\$ 27,697
Total distributions ⁽²⁾	(7,806)	(7,209)	(22,819)	(21,628)
Excess of cash provided by operating activities over total distributions	\$ 5,118	\$ 3,881	\$ 5,355	\$ 6,069

⁽¹⁾ Cash provided by operating activities is presented net of interest paid.

⁽²⁾ Total distributions include cash distributions paid to unitholders and distributions on Class B exchangeable LP units classified as finance costs - operations.

CAPITAL RESOURCES, EQUITY AND DEBT ACTIVITIES
Operating and Development Facilities

(000s)	\$55.0 Million Operating	\$20.0 Million Development	\$15.0 Million Development
December 31, 2022 ⁽¹⁾	\$ 37,800	\$ 2,008	\$ -
Net change	8,741	-	793
September 30, 2023 ⁽¹⁾	\$ 46,541	\$ 2,008	\$ 793
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, 2024	July 31, 2024	July 31, 2024
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	\$0.5 million	-	-

⁽¹⁾ 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 these facilities mature, it is anticipated they will be renewed. As of September 30, 2023, 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. Plaza’s existing development facilities or new construction loans (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 currently sufficient to fund ongoing planned and committed development expenditures.

Plaza’s liquidity at September 30, 2023 is comprised of \$7.2 million of cash, \$8.0 million available to be drawn on the operating line, \$32.2 million of unused development facilities, \$4.2 million of unused construction facilities at consolidated properties, \$3.0 million of unused construction facilities at non-consolidated investments, and unencumbered assets with a value of approximately \$13.2 million.

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Interim Facilities

(000s)	Interest Rate Range	Maturity Dates	September 30, 2023	December 31, 2022
\$8.0 million interim facility	Prime plus 1.50% or BA plus 2.50%	July 16, 2024	\$ 7,163	\$ 9,150
\$1.2 million unsecured interest-only loan	Prime plus 1.05% (min 5.00%)	January 15, 2024	1,171	1,171
\$10.08 million interim facility	Prime plus 1.00% or BA plus 2.25%	April 24, 2023	-	9,980
\$13.4 million interim facility	Prime plus 1.00% or BA plus 2.50%	August 31, 2024	12,992	8,017
\$6.75 million interim facility	Prime plus 1.00% or BA plus 2.50%	December 20, 2023	3,750	3,750
\$6.2 million interim facility	Prime plus 0.9% or BA plus 2.15%	July 28, 2024	6,238	6,238
\$6.75 million interim facility	Prime plus 0.95%	April 11, 2024	6,750	6,073
\$7.25 million interim facility	Prime plus 1.00% or BA plus 2.50%	June 21, 2024	6,379	2,407
\$5.0 million interim facility	Prime plus 0.95% or BA plus 2.45%	December 31, 2024	1,754	-
Total interim facilities			\$ 46,197	\$ 46,786

Funding is generally secured by first mortgage charges on properties or development properties as applicable. These interim facilities are in place for financing the construction and development of specific properties. As they mature it is expected they will either be extended until construction has been completed or will be converted to long-term mortgages on completion of the construction projects. The Trust must maintain certain financial ratios to comply with certain facilities. As of September 30, 2023, all debt covenants in respect of the above facilities have been maintained.

In April, the \$10.08 million facility was repaid with proceeds from placing long-term debt on the underlying property.

Mortgage Bonds

Plaza's mortgage bonds are secured by either property or cash. The terms of the mortgage bonds are as follows:

(000s)	Series X.2	Series X.2	Series X.2	Series X.2	Series XII	Series XII	Series XII
Interest rate	6.00%	6.00%	4.75%	6.00%	6.00%	6.00%	4.75%
Maturity date	December 25, 2023	January 15, 2024	June 25, 2024	July 15, 2024	January 15, 2024	July 15, 2024	July 15, 2024
Amount	\$500	\$250	\$1,510	\$725	\$1,160	\$85	\$435

The Series X.2 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.

In January 2023, Series XII mortgage bonds maturing January 15, 2023, were renewed with an interest rate of 6% per annum. Of the \$1.285 million, \$125 thousand were renewed for six months, maturing July 15, 2023, and \$1.16 million were renewed for one year to January 15, 2024.

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In June 2023, Series X.2 mortgage bonds maturing June 25, 2023, were renewed with an interest rate of 6% per annum. Of the \$975 thousand, \$250 thousand were renewed until January 15, 2024, and \$725 thousand were renewed until July 15, 2024.

In July 2023, the \$125 thousand in Series XII mortgage bonds which matured on July 15, 2023 were repaid and the \$85 thousand in Series XII mortgage bonds were extended for one year at 6.00%.

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 VIII	Non-convertible Series II	Non-convertible Series III - Tranche A	Non-convertible Series III - Tranche B
Interest rate	5.95%	5.00%	6.25%	6.25%
Conversion price	\$4.75	n/a	n/a	n/a
Par call date	March 31, 2025	n/a	n/a	n/a
Maturity date	March 31, 2026	February 28, 2027	February 14, 2024	March 31, 2024
Face amount	\$12,019	\$3,537	\$1,510	\$4,490

In February and March 2023, a total of \$6.0 million in Series III unsecured debentures were issued with a term of one year and an interest rate of 6.25%.

On March 31, 2023, Series E convertible debentures matured and the balance of \$47.25 million was repaid.

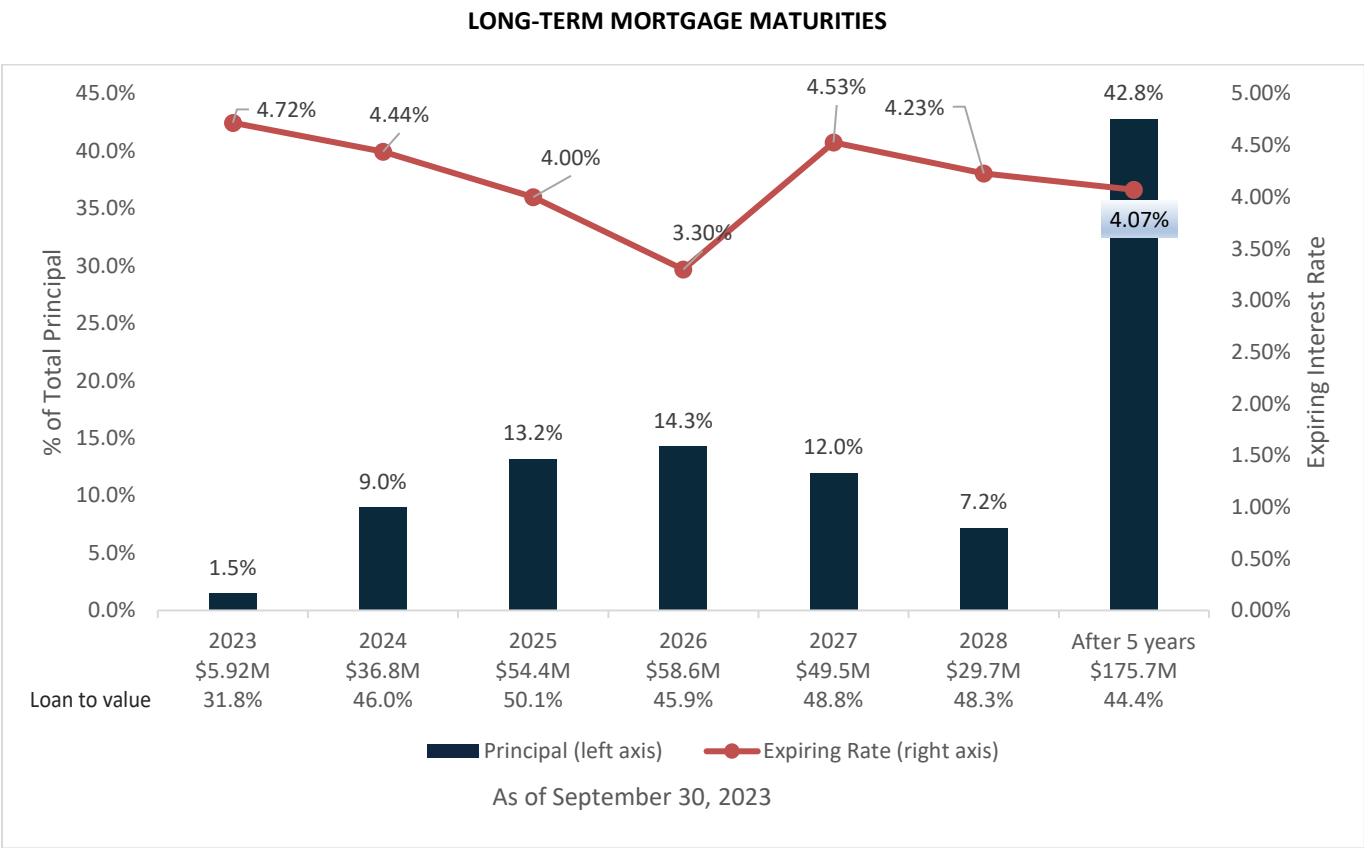
Mortgages

During 2023, the Trust renewed or obtained new long-term fixed-rate financing totaling \$31.4 million with a weighted average term of 7.9 years and a weighted average interest rate of 5.2%.

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, to reduce overall interest costs, and to match debt maturities with lease maturities when possible. 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 long-term mortgages by year:



The weighted average term to maturity for the long-term mortgages is 4.9 years. The average remaining repayment (amortization) period on long-term mortgage debt is 23.8 years.

Debt Service Ratios

Plaza's summary of EBITDA and debt service ratios for the three and nine months ended September 30, 2023 compared to the three and nine months ended September 30, 2022 is presented below:

	3 Months Ended September 30, 2023 (unaudited)	3 Months Ended September 30, 2022 (unaudited)	9 Months Ended September 30, 2023 (unaudited)	9 Months Ended September 30, 2022 (unaudited)
(000s – except debt service ratios)				
Profit and total comprehensive income for the period	\$ 3,355	\$ 7,236	\$ 24,091	\$ 40,036
Add (deduct):				
Income taxes	(91)	(561)	42	256
Finance costs - operations	7,029	7,366	21,527	21,117
Fair value adjustment to investment properties	10,919	4,235	10,472	(1,803)
Fair value adjustment to investments ⁽¹⁾	(451)	413	121	(1,144)
Fair value adjustment to convertible debentures	(450)	(237)	(658)	(960)
Fair value adjustment to Class B exchangeable LP units	(416)	(322)	(1,017)	(953)
Fair value adjustment to restricted and deferred units	(227)	(88)	(383)	(246)
Fair value adjustment to interest rate swaps	(1,486)	(41)	(2,014)	(4,266)
Fair value adjustment to right-of-use land lease assets	202	195	601	583
Equity accounting adjustment for interest rate swaps ⁽²⁾	(33)	(29)	(58)	(329)
Adjusted EBITDA⁽³⁾	\$ 18,351	\$ 18,167	\$ 52,724	\$ 52,291
Finance costs ⁽⁴⁾	\$ 6,959	\$ 7,130	\$ 21,265	\$ 20,744
Periodic principal repayments ⁽⁵⁾	3,299	3,408	9,700	10,139
Total debt service	\$ 10,258	\$ 10,538	\$ 30,965	\$ 30,883
Debt service ratios				
Interest coverage ratio ⁽³⁾	2.64 times	2.55 times	2.48 times	2.52 times
Debt coverage ratio ⁽³⁾	1.79 times	1.72 times	1.70 times	1.69 times

(1) Fair value adjustment to investments relate to the unrealized change in fair value of equity accounted entities.

(2) Equity accounting adjustment for interest rate swaps includes the change in non-cash fair value adjustments relating to interest rate swaps held by equity accounted entities.

(3) This is a non-GAAP financial measure. Refer to the Non-GAAP Financial Measures in Part I and VII of this document for more information on each non-GAAP financial measure.

(4) Excludes mark-to-market adjustments, early mortgage discharge fees, non-controlling interest liability adjustment and distributions on Class B exchangeable LP units recorded in finance costs - operations.

(5) Includes land lease principal repayments.

For the three months ended September 30, 2023, the interest and debt coverage ratios were mainly impacted by an increase in EBITDA. For the nine months ended September 30, 2023, the interest and debt coverage ratios were mainly impacted by the increase in EBITDA and by higher finance costs - operations from the increase in interest rates.

The debt coverage and interest coverage ratios exceed the requirements under Plaza's borrowing arrangements.

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Debt to Gross Assets

Plaza's debt to gross assets is presented below:

Debt to gross assets⁽¹⁾ (000s)	September 30, 2023	December 31, 2022	September 30, 2022
Total debt including land leases ⁽¹⁾⁽²⁾	\$ 662,154	\$ 708,697	\$ 707,517
Less: land leases	(64,605)	(65,206)	(65,403)
Total debt excluding land leases	<u>\$ 597,549</u>	<u>\$ 643,491</u>	<u>\$ 642,114</u>
 Total gross assets excluding derivative asset	 \$ 1,256,906	 \$ 1,265,882	 \$ 1,257,585
Less: land leases	(64,605)	(65,206)	(65,403)
Total gross assets excluding land leases	<u>\$ 1,192,301</u>	<u>\$ 1,200,676</u>	<u>\$ 1,192,182</u>
Debt to gross assets including land leases⁽¹⁾	52.7%	56.0%	56.3%
Debt to gross assets excluding land leases⁽¹⁾	50.1%	53.6%	53.9%

(1) This is a non-GAAP financial measure. Refer to the Non-GAAP Financial Measures in Part I and VII of this document for more information on each non-GAAP financial measure.

(2) Total debt includes current and long-term debt defined for this purpose as mortgage bonds, mortgages payable, face value of convertible debentures, non-convertible debentures, notes payable, land lease liabilities and bank indebtedness.

The decrease in debt to gross assets relates mainly to the repayment of the Series E convertible debentures of \$47.25 million on maturity on March 31, 2023. 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:

At November 9, 2023 (000s) (unaudited)	Units
Current outstanding units	110,372
Class B exchangeable LP units	1,156
Series VIII convertible debentures	2,530
Total adjusted units outstanding	114,058

On September 26, 2023, the Trust announced that it had received approval from the TSX for the renewal of its normal course issuer bid ("NCIB") for a further year. Plaza's prior NCIB expired on September 27, 2023. The period of the renewed NCIB commenced on September 28, 2023, and will conclude on the earlier of the date on which purchases under the bid have been completed and September 27, 2024. Under the terms of the renewed NCIB, the Trust can purchase up to 7,107,380 of its issued and outstanding units through the facilities of the TSX and any alternative trading system in Canada. Subject to certain prescribed exemptions and any block purchase made in accordance with the rules of the TSX, daily purchases made by the Trust may not exceed 11,148 units, representing 25% of the average daily trading volume of the units on the TSX for the six-month period ended August 31, 2023 (being 44,595 units). All units that are purchased under the renewed NCIB will be cancelled (on a monthly basis, on or before the record date for each monthly distribution). Unitholders may obtain a copy of the NCIB renewal notice, without charge, by contacting the Trust.

Plaza also entered into a new automatic securities purchase plan agreement (the "Purchase Plan") with its designated broker in order to facilitate purchases of units under the renewed NCIB. The Purchase Plan, which was pre-cleared by the TSX, allows for purchases of units by Plaza at times when it would ordinarily not be permitted to make purchases due to regulatory restrictions or self-imposed blackout periods. The Purchase Plan will terminate on September 27, 2024.

For the nine months ended September 30, 2023, 19,627 units have been repurchased for cancellation under Plaza's former and renewed NCIB at a weighted average price of \$4.0688. With this, to September 30, 2023, Plaza has purchased a total of 1,183,780 units for cancellation since the commencement of the original NCIB on September 28, 2018 at a weighted average price of \$4.0210.

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On March 28, 2023, the Trust completed a bought deal public offering of 8.548 million units at a price of \$4.68 per unit for gross proceeds of \$40.0 million, and net proceeds of \$37.9 million after closing costs.

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 returns. 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.

The Trust has 27 long-term land leases (affecting 26 properties). One of the land leases relates to shared parking facilities. Land leases expire (excluding any non-automatic renewal periods) on dates ranging from 2027 to 2084 with an average remaining life of 31 years, with some of the leases also containing non-automatic renewal options, extending the average remaining life of the leases to 57 years including these non-automatic renewal options. Of the 27 land leases, 11 of the land leases have options to purchase, generally at fair market value. At September 30, 2023, the recorded amount of the right-of-use assets and land lease liabilities is \$64.6 million.

Plaza leases 9 parcels of land from an entity owned by the below-noted related parties at market rates. The land leases expire at various times from October 2043 to November 2047, subject to options to renew. All the land leases have options to purchase in favour of the Trust, of which one is at a fixed price with the remainder at fair market value.

(000s) Related Parties:	Land Rent Paid	
	September 30, 2023	September 30, 2022
A company beneficially-owned by Earl Brewer and Michael Zakuta	\$ 900	\$ 900

Gross Capital Additions Including Leasing Fees:

(000s)	3 Months Ended September 30, 2023 (unaudited)	3 Months Ended September 30, 2022 (unaudited)	9 Months Ended September 30, 2023 (unaudited)	9 Months Ended September 30, 2022 (unaudited)
Existing properties				
Leasing commissions	\$ 288	\$ 78	\$ 600	\$ 184
Other leasing costs	1,223	1,392	3,817	3,497
	1,511	1,470	4,417	3,681
Maintenance capital expenditures	223	790	901	1,150
Total capital additions – existing properties	1,734	2,260	5,318	4,831
Development/redevelopment properties				
Leasing commissions	143	7	378	273
Other leasing costs	991	2,288	5,137	6,093
Capital additions	13,850	5,160	25,439	13,259
Total capital additions - developments/redevelopments	14,984	7,455	30,954	19,625
Total gross additions per statements of cash flows⁽¹⁾	\$ 16,718	\$ 9,715	\$ 36,272	\$ 24,456
Reconciliation of leasing costs for AFFO purposes				
Leasing costs – existing properties per above	\$ 1,511	\$ 1,470	\$ 4,417	\$ 3,681
Internal leasing salaries	221	217	756	857
Total leasing costs – existing properties for AFFO purposes	\$ 1,732	\$ 1,687	\$ 5,173	\$ 4,538

(1) The gross additions per the statements of cash flows include leasing commissions on existing properties in the operating activities section and the remainder of the total gross additions noted above in the investing activities section.

COMMITMENTS AND CONTINGENT LIABILITIES
Commitments

The Trust estimates \$24.6 million in commitments in respect of certain development and leasing activities. Management believes that Plaza has sufficient unused bank and development line availability, cash and/or mortgage bond deployment potential, to fund these commitments.

The Trust's estimated commitments at September 30, 2023 in respect of certain projects under development and other long-term obligations are as follows:

(000s)	Remainder 2023	Year 1 2024	Year 2 2025	Year 3 2026	Year 4 2027	Year 5 2028	After 5 Years	Face Value Total
Mortgages – periodic payments	\$ 3,664	\$ 12,091	\$ 10,993	\$ 9,501	\$ 8,293	\$ 7,065	\$ 14,866	\$ 66,473
Mortgages – due at maturity	5,918	35,036	52,571	58,602	49,449	29,668	175,694	406,938
Development lines of credit	-	2,802	-	-	-	-	-	2,802
Interim loan facilities	3,750	41,013	-	-	-	-	-	44,763
Unsecured interest-only loans	-	2,971	1,800	-	-	-	-	4,771
Bank indebtedness	-	46,541	-	-	-	-	-	46,541
Mortgage bonds payable	500	4,165	-	-	-	-	-	4,665
Debentures ⁽¹⁾	-	6,000	-	12,019	3,537	-	-	21,556
Land leases ⁽²⁾	835	3,340	3,352	3,405	3,431	3,396	112,310	130,069
Development activities	21,141	3,500	-	-	-	-	-	24,641
	\$ 35,808	\$157,459	\$ 68,716	\$ 83,527	\$ 64,710	\$ 40,129	\$ 302,870	\$ 753,219

⁽¹⁾ Stated at face value.

⁽²⁾ Land leases expire on dates ranging from 2027 to 2084 (including automatic renewal periods) with non-automatic renewal options ranging from 5 to 70 years.

Management believes that all mortgages maturing in 2023 will be renewed or refinanced as they come due. The overall loan to value on these mortgages is estimated at 46.0%.

Contingent Liabilities

The Trust has contingent liabilities as original borrower on five mortgages partially assumed by the purchasers of the underlying properties, where a 50% interest in each was sold in November 2017. These sales did not relieve the Trust's obligations as original borrower in respect of these mortgages, however, these commitments are also subject to indemnity agreements. The debt subject to such guarantees at September 30, 2023 totals \$5.2 million with a weighted average remaining term of 2.8 years.

The Trust also has contingent liabilities as original borrower on three mortgages partially assumed by the purchasers of the underlying properties, where a 50% interest in each was sold in August 2020. Similarly, these sales did not relieve the Trust's obligations as original borrower in respect of these mortgages, but the commitments are subject to indemnity agreements. The debt subject to such guarantees at September 30, 2023 totals \$7.1 million with a weighted average remaining term of 4.2 years.

The Trust guarantees a \$3.6 million commitment relating to the mortgage of an asset sold in 2018, with a weighted average remaining term of 0.8 years at September 30, 2023.

The Trust is contingently liable for certain obligations of its co-venturers, under guarantees in excess of its ownership percentages for six strip plazas and four free-standing properties. The excess guarantees amount to \$15.3 million. Cross indemnities are in place for certain of these properties from co-venturers.

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)	Q3'23	Q2'23	Q1'23	Q4'22	Q3'22	Q2'22	Q1'22	Q4'21
Revenues	\$28,294	\$28,463	\$28,345	\$29,326	\$27,609	\$27,754	\$27,904	\$27,383
Net property operating income ⁽¹⁾	\$18,460	\$17,643	\$16,815	\$17,590	\$18,156	\$17,705	\$17,130	\$17,188
Profit and total comprehensive income	\$3,355	\$12,985	\$7,751	\$14,185	\$7,236	\$6,968	\$25,832	\$40,735
Distributions per unit	7.0¢	7.0¢	7.0¢	7.0¢	7.0¢	7.0¢	7.0¢	7.0¢
Funds from operations per unit – basic ⁽¹⁾	10.2¢	9.6¢	9.1¢	9.9¢	10.4¢	10.0¢	9.9¢	10.5¢
Funds from operations per unit – diluted ⁽¹⁾	10.1¢	9.5¢	9.0¢	9.7¢	10.1¢	9.7¢	9.6¢	10.2¢
Adjusted funds from operations per unit – basic ⁽¹⁾	8.5¢	7.0¢	7.9¢	7.3¢	8.0¢	8.1¢	8.8¢	8.0¢
Adjusted funds from operations per unit – diluted ⁽¹⁾	8.4¢	7.0¢	7.8¢	7.3¢	8.0¢	8.0¢	8.6¢	7.9¢
Distributions as a percentage of basic FFO ⁽¹⁾	68.5%	73.0%	79.0%	70.4%	67.2%	70.2%	71.0%	66.9%
Distributions as a percentage of basic AFFO ⁽¹⁾	82.8%	100.0%	91.1%	95.8%	87.1%	86.8%	79.4%	87.9%
Gross Leasable Area (000s of sq. ft.) (at 100%, excluding properties under development/redevelopment)								
Total income producing properties	8,060	7,974	7,886	7,926	7,933	7,869	7,863	7,819
Occupancy % (at 100%, excluding properties under development/redevelopment)								
Total income producing properties	97.2%	97.6%	97.6%	97.5%	97.2%	96.6%	96.3%	96.5%

⁽¹⁾ This is a non-GAAP financial measure. Refer to the Non-GAAP Financial Measures in Part I and VII of this document for more information on each non-GAAP financial measure.

During the last eight quarters occupancy has remained high which contributes to stable 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.

Some of Plaza's leases have common cost recoveries from tenants linked to CPI or otherwise have caps on operating cost recoveries. At September 30, 2023, approximately 46.4% of the Trust's leased area is tied to a CPI cost recovery formula. As well, anchor tenant leases may restrict common area maintenance (also referred to as "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 real property investments are subject to a degree of risk and uncertainty. Such 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 real property investments. Management attempts to manage these risks through geographic and retail asset class diversification in the portfolio. At September 30, 2023, the Trust held interests in 233 properties spread geographically across Canada.

Some of the more central risks to Plaza's business are outlined below. See Financial Instruments and Risk Management Note 29 to the December 31, 2022 consolidated financial statements of the Trust for further details. Also see the Trust's AIF for the year ended December 31, 2022 dated March 30, 2023 for a list and descriptions of other risks and uncertainties applicable to the Trust's business.

Interest Rate, Financing and Refinancing Risk

The recent increases in floating and fixed interest rates impacts the cost of debt and could further impact capitalization rates. Plaza has always utilized a conservative debt management strategy and attempts to lock in cash returns on assets for the long-term, considering exposure to debt maturing and leases expiring in any given year. Matching as closely as possible the debt term on a particular asset with its average lease term helps ensure that interest rate increases could be offset by increases in rental rates.

The Trust also mitigates interest rate risk by maintaining the majority of its debt at fixed rates. Floating rate debt is typically used on Plaza's 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 on floating rate debt would be approximately \$955 thousand.

The Trust mitigates its exposure to fixed-rate interest risk on its debt by staggering maturities and future financing obligations in order to avoid excessive amounts of debt maturing in any one year, and by generally using small individual debt issuances to mitigate exposure on individual debt maturities. If market conditions warrant, the Trust may attempt to renegotiate its existing debt to take advantage of lower interest rates. 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 at all. The Trust works with numerous lenders to manage exposure to any single lender. Management believes that all debts maturing over the next year 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 experience financial difficulty and will 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 in the essential needs, convenience and value-based market segment. Plaza also maintains a portfolio that is diversified geographically so that exposure to local business is lessened, and Plaza limits loans granted under lease arrangements to credit-worthy, mainly national, tenants.

Currently one tenant, Shoppers Drug Mart/Loblaws, represents 24.6% of current monthly base rents in place, Dollarama represents 6.4% and the TJX Group represent 4.5%. The top 10 tenants collectively represent approximately 53.1% of current monthly base rents in place. National and regional tenants represent 94.2% of the tenant base, based on base rents in place.

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.

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. As well, 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 by geographic location and ensuring that the Trust maintains a well-staffed and highly skilled leasing department.

One of Plaza's performance drivers is related to same-property 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 immediately reduced by vacancy. Certain costs such as cleaning costs would not decline with a decline in occupancy.

The hypothetical impact to NOI of a change in portfolio 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 actions management may take in relation to the changes.

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. Supply chain constraints and labour shortages could impact the cost, timing and feasibility of certain developments and acquisitions, or 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

As an owner of real property in Canada, Plaza is subject to various laws relating to environmental matters which deal primarily with liability for damages or costs with respect to the release of hazardous, toxic or other regulated substances into the environment, such as asbestos or petroleum products, and the removal or other remediation thereof. Applicable laws may impose liability regardless of whether the property owner knew of, or was responsible for, the presence of such substances. 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 or other remediation of hazardous, toxic or other regulated substances or claims against Plaza. Management is not aware of any non-compliance with environmental laws or regulations with regard to Plaza's portfolio or of any pending or threatened actions, investigations or claims against Plaza relating to environmental matters that would be material to the condensed consolidated financial statements to which this MD&A relates. 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 any 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 complies with both the mutual fund trust rules and the REIT rules.

Labour Shortages

Labour shortages in certain industries have impacted delivery timelines and operating and construction costs, although the environment continues to improve. Labour shortages may also impact the operations of certain of Plaza's tenants.

PART VI

RELATED PARTY TRANSACTIONS

Notes Payable to Related Parties

The note payable from the related party was assumed on the Trust's acquisition of the underlying property in September 2000. It is payable on the sale or refinancing of the underlying property.

(000s)	September 30, 2023	December 31, 2022
Non-interest bearing notes:		
Entities owned (directly or indirectly), controlled or significantly influenced by Michael Zakuta (President & Chief Executive Officer and Trustee)	\$ 261	\$ 261

Bonds and Debentures Held

The Trust has placed certain bonds and debentures by way of private placement, in which accredited investors may participate. Employees and trustees of the Trust (individually a "Trustee", collectively "Trustees") may be eligible to participate in these private placements, along with non-related parties.

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

(000s)	September 30, 2023	December 31, 2022
Doug McGregor (Chairman and Trustee)	\$ 400	\$ 400
Stephen Johnson (Trustee)	384	-
Lynda Savoie (Trustee)	15	15
Michael Zakuta (President and Chief Executive Officer and Trustee)	425	300
Total	\$ 1,224	\$ 715

No other Trustee or key management personnel own mortgage bonds or debentures of the Trust at September 30, 2023.

Other Related Party Transactions

TC Land LP, an entity controlled by Earl Brewer and Michael Zakuta, leases nine parcels of land to the Trust at market rates. 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. Land leases reduce Plaza's equity requirement in the subject projects, spread risk and enhance project feasibility and overall unitholder returns.

(000s)	Land Rent Paid	
	September 30, 2023	September 30, 2022
Related Parties:		
A company beneficially-owned by Earl Brewer and Michael Zakuta	\$ 900	\$ 900

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. The Trust pays no basic minimum rent for the space.

The Trust has syndicated ownership of certain properties, where accredited investors may participate in the ownership of these properties in common with the Trust. These co-ownerships reduce Plaza's equity requirement, spread risk and enhance project feasibility and overall unitholder returns. Employees and Trustees may be eligible to participate in these co-ownerships, along with non-related parties.

Plaza Retail REIT

The following related parties hold interests in common with the Trust's interest in the noted properties below:

Property	Ownership%	
	Earl Brewer	Michael Zakuta
Gateway Mall, Sussex, NB	25.00%	21.50%
Mountainview Plaza, Midland, ON and Park Street Plaza, Kenora, ON	4.33%	4.81%
Amherstview, Amherstview, ON and 1865 Scugog St, Port Perry, ON	4.87%	4.67%
KGH Plaza, Miramichi, NB, 681 Mountain Rd., Moncton, NB, 201 Main St., Sussex, NB, and Robie St Truro Plaza, Truro, NS ⁽¹⁾	2.62%	5.08%
Main St Alexandria, Alexandria, ON, Ottawa Street Plaza, Almonte, ON, and Hastings Street Plaza, Bancroft, ON	2.68%	5.19%
Quispamsis Town Centre, Quispamsis, NB	-	5.91%
Scott Street Plaza, St. Catharines, ON, 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	2.17%	2.17%
Boulevard Hebert Plaza and Victoria Street Plaza in Edmundston, NB, Grand Falls Shopping Centre and Madawaska Road Plaza, Grand Falls, NB, Connell Road Plaza, Woodstock, NB, Welton Street Plaza, Sydney, NS, and Pleasant Street Plaza and Starrs Road Plaza in Yarmouth, NS	0.69%	5.17%
5628 4th Street NW, Calgary, AB, 303 Main St., Antigonish, NS, 912 East River Rd., New Glasgow, NS, 1 Mont-Royal Ave E, and 8222 Maurice-Duplessis Blvd., Montreal, QC ⁽¹⁾	-	4.28%

⁽¹⁾ Barbara Trenholm was a related party until her retirement from the Board in May 2023.

The related parties resulting beneficial interest in accounts receivable owing to the Trust from the underlying properties, and in fees earned by a subsidiary of the Trust from the underlying properties are as follows:

(000s)	Related parties beneficial ownership of accounts receivable balance owing to the Trust from the underlying properties		Related parties beneficial ownership of fees earned by a subsidiary of the Trust from the underlying properties	
	September 30, 2023	December 31, 2022	September 30, 2023	September 30, 2022
Related Party:				
Earl Brewer	\$ 412	\$ 410	\$ 44	\$ 30
Michael Zakuta	\$ 458	\$ 458	\$ 60	\$ 41

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 designed, or under their supervision caused to be designed, the Trust’s DC&P and ICFR (as defined in National Instrument 52-109, *Certification of Disclosure in Issuers’ Annual and Interim Filings*) as at September 30, 2023. At September 30, 2023, the design of the Trust’s DC&P provides reasonable assurance that material information relating to the Trust would have been known to them and that information required to be disclosed by the Trust is recorded, processed, summarized, and reported on a timely basis and within the time period specified in securities legislation. Management has also determined that as at September 30, 2023 the Trust’s ICFR were appropriately designed in accordance with 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, 2023, there were no changes in the Trust’s DC&P and ICFR that occurred that have materially affected, or are reasonably likely to materially affect, the Trust’s DC&P and 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

Investment properties, which are carried on the consolidated statements of financial position at fair value, are valued either by the Trust’s internal valuation team or by external independent appraisers. The valuations are based on a number of significant assumptions, such as capitalization rates, future stabilized net operating income and capital expenditures. The determination of future stabilized net operating income involves assumptions regarding future rental income and operating expenses. These investment properties are sensitive to fluctuations in capitalization rates.

(a) Internal approach – direct capitalization method

Income producing properties are valued using the direct capitalization method. Under this method, fair value is estimated by applying capitalization rates to future stabilized net operating income (property revenue less property operating expenses), with the resulting value reduced by any costs required to achieve stabilization. Future stabilized net operating income adjusts net

operating income for items such as market property management fees, or in the case of development properties, to reflect full intended occupancy (less a normal vacancy allowance). The Trust utilizes quarterly capitalization rate matrices provided by an external 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 generally 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.

(b) External appraisals

Independent appraisals are obtained in the normal course of business. When an independent appraisal is obtained, the internal valuation team assesses all major inputs used by the independent valuers in preparing their reports and holds discussions with them on the reasonableness of their assumptions. Where warranted, adjustments will be made to the internal valuations prepared using the direct capitalization method to reflect the assumptions contained in the external valuations, and/or the external valuation will be utilized for valuation purposes.

At September 30, 2023 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 \$42.5 million. An increase of 0.25% in the capitalization rates used would have resulted in a decrease in investment properties of approximately \$39.5 million.

FUTURE ACCOUNTING POLICY CHANGES

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

In January 2020, the IASB issued amendments to IAS 1, “Presentation of Financial Statements”, (the 2020 amendments), providing a more general approach to the classification of liabilities based on the contractual agreements in place at the reporting date. On October 31, 2022 the IASB issued Non-current Liabilities with Covenants (Amendments to IAS 1) (the 2022 amendments), to improve the information provided about long-term debt with covenants. The 2020 amendments and the 2022 amendments (collectively “the Amendments”) are effective for annual reporting periods beginning on or after January 1, 2024. Earlier adoption is permitted.

The Amendments to IAS 1 affect only the presentation of liabilities in the statement of financial position and seek to clarify that the classification of liabilities as current or non-current should be based on the rights that are in existence at the end of the reporting period. Further, the Amendments make clear that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and that the settlement of a liability refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

Plaza intends to adopt the amendments in its consolidated financial statements beginning on January 1, 2024, when the amendments become effective. At that time, the Class B exchangeable LP units and the Series VIII convertible debentures will be reclassified from non-current liabilities to current liabilities on the Consolidated Statement of Financial Position.

EXPLANATION OF NON-GAAP MEASURES

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 non-GAAP 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.

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 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 non-GAAP financial measures. FFO per unit and AFFO per unit as calculated by Plaza may not be comparable to similar titled measures reported by other entities. Plaza calculates FFO per unit and AFFO per unit as FFO or AFFO divided by the weighted average number of units outstanding.

Distributions as a percentage of basic FFO and distributions as a percentage of basic AFFO are non-GAAP financial measures. Distributions as a percentage of basic FFO and basic AFFO as calculated by Plaza may not be comparable to similar titled measures reported by other entities. Plaza calculates distributions as a percentage of basic FFO and distributions as a percentage of basic AFFO as gross distributions to unitholders divided by basic FFO or basic AFFO.

Earnings Before Interest, Taxes, Depreciation, and Amortization (EBITDA) is a non-GAAP 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 a non-GAAP 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, 2022 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 termination 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".

Net Property Operating Income (NOI) is an industry term in widespread use. The Trust includes NOI as an additional non-GAAP financial 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).

Interest coverage ratio and debt coverage ratio are non-GAAP financial measures. Interest coverage ratio and debt coverage ratio, as calculated by Plaza, may not be comparable to similarly titled measures reported by other entities. Plaza calculates the interest coverage ratio and debt coverage ratio as EBITDA divided by finance costs and EBITDA divided by total debt service, respectively. Finance costs are defined for this calculation as finance costs - operations as per the consolidated statements of comprehensive income (loss) excluding mark-to-market adjustments, convertible debenture issuance costs, loan defeasance and early mortgage discharge fees, and distributions on Class B exchangeable LP units recorded in finance costs - operations. Total debt service is defined for this calculation as finance costs, as defined above, plus periodic mortgage principal repayments and land lease principal repayments.

Debt to gross assets including land leases and debt to gross assets excluding land leases are non-GAAP financial measures. Debt to gross assets including land leases and debt to gross assets excluding land leases, as calculated by Plaza, may not be comparable to similarly titled measures reported by other entities. Plaza calculates the debt to gross assets including land leases as total debt including the face value of convertible debentures divided by total gross assets, with both total debt and total gross assets including land lease liabilities and assets, respectively. Plaza calculates the debt to gross assets excluding land leases as total debt excluding land lease liabilities divided by total gross assets excluding land lease assets. Total debt is defined for this calculation as mortgage bonds, mortgages payable, face value of convertible debentures, non-convertible debentures, notes payable, land lease liabilities (except when excluded per above) and bank indebtedness.

ADDITIONAL INFORMATION

Additional information relating to Plaza, including other required continuous disclosure documents, have been filed electronically with Canadian securities regulatory authorities through on the System for Electronic Document Analysis and Retrieval (“SEDAR”) and can be accessed at www.sedar.com.

PROPERTIES OF THE TRUST

A chart listing the Trust’s properties at September 30, 2023 can be accessed on Plaza’s website at. <http://plaza.ca/financial-reports-presentations-and-other-filings/>.

Plaza Retail REIT
Condensed Interim Consolidated Statements of Financial Position
(unaudited)
(in thousands of Canadian dollars)

September 30,
2023

December 31,
2022

Assets

Non-Current Assets

Investment properties (Note 4)	\$ 1,173,201	\$ 1,169,075
Investments	53,042	51,180
Tenant loans	333	235
Derivative assets (Note 11)	5,143	3,129
Deferred income tax asset	291	280
Total non-current assets	1,232,010	1,223,899

Current Assets

Cash	7,200	7,262
Receivables (Note 5)	4,946	4,138
Investment properties held for sale (Note 4(g))	736	19,260
Prepaid expenses and deposits (Note 6)	5,371	3,433
Tenant loans	63	55
Notes and advances receivable (Note 7)	11,723	10,964
Total current assets	30,039	45,112
Total assets	\$ 1,262,049	\$ 1,269,011

Liabilities and Unitholders' Equity

Non-Current Liabilities

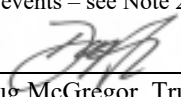
Debentures payable (Note 8)	\$ 14,301	\$ 15,394
Mortgage bonds payable (Note 9)	-	1,945
Mortgages payable and other loans (Note 10)	437,627	462,246
Class B exchangeable LP units (Note 20)	4,174	5,336
Land lease liabilities (Note 13)	63,792	64,403
Deferred income tax liability	8,649	8,757
Total non-current liabilities	528,543	558,081

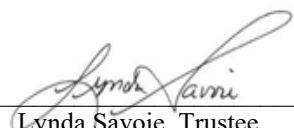
Current Liabilities

Current portion of debentures payable (Note 8)	5,991	46,806
Current portion of mortgage bonds payable (Note 9)	4,653	2,832
Bank indebtedness (Note 12)	46,541	37,800
Current portion of mortgages payable and other loans (Note 10)	86,020	74,723
Accounts payable, accrued liabilities, tenant payables and tenant deposits (Note 14)	27,800	25,473
Land lease liabilities (Note 13)	813	803
Notes payable (Note 15)	1,200	1,188
Total current liabilities	173,018	189,625
Total liabilities	701,561	747,706

Unitholders' equity	558,071	518,900
Non-controlling interests	2,417	2,405
Total unitholders' equity	560,488	521,305
Total liabilities and unitholders' equity	\$ 1,262,049	\$ 1,269,011

Subsequent events – see Note 25


Doug McGregor, Trustee
Chair of the Board


Lynda Savoie, Trustee
Chair of the Audit Committee

See accompanying notes which are an integral part of these condensed interim consolidated financial statements.

Plaza Retail REIT
Condensed Interim Consolidated Statements of Comprehensive Income

(unaudited)

(in thousands of Canadian dollars)

	3 Months Ended September 30, 2023	3 Months Ended September 30, 2022	9 Months Ended September 30, 2023	9 Months Ended September 30, 2022
Revenues (Note 16)	\$ 28,294	\$ 27,609	\$ 85,102	\$ 83,267
Operating expenses (Note 17)	(9,834)	(9,453)	(32,184)	(30,276)
Net property operating income	18,460	18,156	52,918	52,991
Share of profit of associates	1,337	535	2,608	4,300
Administrative expenses (Note 18)	(1,813)	(1,811)	(6,076)	(5,693)
Investment income	211	141	676	385
Other income	867	850	2,918	2,027
Income before finance costs, fair value adjustments and income taxes	19,062	17,871	53,044	54,010
Finance costs - operations (Note 19)	(7,029)	(7,366)	(21,527)	(21,117)
Finance costs - net change in fair value of convertible debentures (Note 8)	450	237	658	960
Finance costs - net change in fair value of Class B exchangeable LP units (Note 20)	416	322	1,017	953
Finance costs - net change in fair value of interest rate swaps (Note 11)	1,486	41	2,014	4,266
Net change in fair value of right-of-use land lease assets (Note 4)	(202)	(195)	(601)	(583)
Net change in fair value of investment properties (Note 4)	(10,919)	(4,235)	(10,472)	1,803
Profit before income tax	3,264	6,675	24,133	40,292
Income tax recovery (expense)				
- Current	(52)	(58)	(161)	(214)
- Deferred	143	619	119	(42)
	91	561	(42)	(256)
Profit and total comprehensive income for the period	\$ 3,355	\$ 7,236	\$ 24,091	\$ 40,036
Profit and total comprehensive income for the period attributable to:				
- Unitholders	\$ 3,375	\$ 7,151	\$ 24,009	\$ 39,737
- Non-controlling interests	(20)	85	82	299
	\$ 3,355	\$ 7,236	\$ 24,091	\$ 40,036

See accompanying notes which are an integral part of these condensed interim consolidated financial statements.

Plaza Retail REIT

Condensed Interim Consolidated Statements of Changes in Unitholders' Equity

(unaudited)

(in thousands of Canadian dollars)

	Trust Units (Note 20)	Retained Earnings	Unitholders' Equity	Non- Controlling Interests	Total Equity
Balance as at December 31, 2021	\$ 275,493	\$ 218,028	\$ 493,521	\$ 4,372	\$ 497,893
Profit and total comprehensive income for the period	-	39,737	39,737	299	40,036
Transactions with unitholders, recorded directly in equity:					
- Issuance of units under the RU and DU plan	62	-	62	-	62
- Repurchase of units under normal course issuer bid	(34)	(19)	(53)	-	(53)
- Distributions declared to unitholders (Note 21)		(21,378)	(21,378)	-	(21,378)
- Contributions to non-controlling interests	-	-	-	(382)	(382)
Balance as at September 30, 2022	\$ 275,521	\$ 236,368	\$ 511,889	\$ 4,289	\$ 516,178
Balance as at December 31, 2022	\$ 275,512	\$ 243,388	\$ 518,900	\$ 2,405	\$ 521,305
Profit and total comprehensive income for the period	-	24,009	24,009	82	24,091
Transactions with unitholders, recorded directly in equity:					
- Bought deal equity raise, net of issue costs (Note 20)	37,873	-	37,873	-	37,873
- Exchangeable unit redemption (Note 20)	145	-	145	-	145
- Repurchase of units under normal course issuer bid (Note 20)	(56)	(25)	(81)	-	(81)
- Distributions declared to unitholders (Note 21)		(22,775)	(22,775)	-	(22,775)
- Contributions to non-controlling interests	-	-	-	(70)	(70)
Balance as at September 30, 2023	\$ 313,474	\$ 244,597	\$ 558,071	\$ 2,417	\$ 560,488

See accompanying notes which are an integral part of these condensed interim consolidated financial statements.

Plaza Retail REIT

Condensed Interim Consolidated Statements of

Cash Flows

(unaudited)

(in thousands of Canadian dollars)

3 Months Ended September 30, 2023	3 Months Ended September 30, 2022	9 Months Ended September 30, 2023	9 Months Ended September 30, 2022
--	--	--	--

Cash obtained from (used for):

Operating activities

Profit and total comprehensive income for the period	\$ 3,355	\$ 7,236	\$ 24,091	\$ 40,036
Items not affecting cash:				
Finance costs - operations (Note 19)	7,029	7,366	21,527	21,117
Share of profit of associates	(1,337)	(535)	(2,608)	(4,300)
Net change in fair value of investment properties	10,919	4,235	10,472	(1,803)
Net change in fair value of convertible debentures	(450)	(237)	(658)	(960)
Net change in fair value of Class B exchangeable LP units	(416)	(322)	(1,017)	(953)
Net change in fair value of interest rate swaps (Note 11)	(1,486)	(41)	(2,014)	(4,266)
Net change in fair value of right-of-use land lease assets	202	195	601	583
Current and deferred income taxes	(91)	(561)	42	256
Issuance of units under the RU and DU plan	-	-	-	62
Straight-line rent (Note 16)	(16)	(15)	(27)	119
Interest paid	(5,919)	(5,461)	(19,132)	(17,516)
Imputed interest paid on land lease liabilities (Note 19)	(625)	(624)	(1,875)	(1,866)
Cash distributions paid to Class B exchangeable LP unitholders (Note 19)	(81)	(83)	(245)	(250)
Income taxes received	(56)	(63)	(75)	(19)
Distributions from equity accounted investments	462	199	1,526	1,261
Leasing commissions paid (Note 22(c))	(288)	(78)	(600)	(184)
Change in non-cash working capital (Note 22(a))	1,641	(204)	(2,079)	(3,870)
	12,843	11,007	27,929	27,447

Financing activities

Cash distributions paid to unitholders	(7,725)	(7,126)	(22,574)	(21,378)
Repurchase of units under normal course issuer bid (Note 20)	(32)	(30)	(81)	(53)
Net proceeds from bought deal	-	-	37,873	-
Gross mortgage proceeds	7,172	54,669	45,184	105,190
Fees incurred for placement of mortgages	(153)	(9)	(377)	(435)
Early mortgage discharge fees paid (Note 19)	-	(174)	(50)	(180)
Mortgages repaid	(2,684)	(31,022)	(35,735)	(65,627)
Mortgages repaid on disposal of investment properties and land (Note 4(e))	-	(686)	(13,762)	(2,283)
Periodic mortgage principal repayments	(3,097)	(3,213)	(9,099)	(9,556)
Land lease principal repayments	(202)	(195)	(601)	(583)
Gross proceeds from mortgage bonds	85	1,080	2,345	2,080
Redemption of mortgage bonds	(210)	(2,275)	(2,470)	(3,485)
Gross proceeds from non-convertible debentures (Note 8)	-	-	6,000	1,300
Redemption of debentures (Note 8)	-	-	(47,250)	(3,763)
Fees incurred for placement of mortgage bonds and debentures	(4)	(7)	(23)	(69)
Increase (decrease) in notes payable	10	(6)	12	(18)
	(6,840)	11,006	(40,608)	1,140

Investing activities

Investment properties – additions (Note 22(c))	(16,430)	(9,637)	(35,672)	(24,272)
Acquisition of investment properties and land	-	(12,822)	-	(13,221)
Proceeds from disposal of investment properties and land (Note 4(e))	7,529	2,519	31,623	6,341
Proceeds from assets previously held for sale	-	-	9,719	-
Advances to equity accounted investments for developments	(580)	-	(780)	(166)
Contributions to non-controlling interests, recorded in non-controlling interests and in liabilities	(52)	(52)	(162)	(382)
Decrease in deposits for acquisitions and financings	44	1,792	16	388
Increase in notes and advances receivable	(233)	(196)	(759)	(4,251)
Repayment of tenant loans	15	13	50	69
Issuance of tenant loans	(61)	(23)	(159)	(23)
	(9,768)	(18,406)	3,876	(35,517)

Net increase (decrease) in cash

Cash less bank indebtedness, beginning of the period	(35,576)	(35,788)	(30,538)	(25,251)
Cash less bank indebtedness, end of the period	\$ (39,341)	\$ (32,181)	\$ (39,341)	\$ (32,181)

See accompanying notes which are an integral part of these condensed interim consolidated financial statements.

Plaza Retail REIT

Notes to the Condensed Interim Consolidated Financial Statements

September 30, 2023 (unaudited)

(tabular amounts in thousands of Canadian dollars, except per unit amounts and as otherwise indicated)

1. Reporting Entity

Plaza Retail REIT (the “Trust” or “Plaza”) is an unincorporated “open-ended” real estate investment trust established pursuant to its declaration of trust dated as of November 1, 2013 and amended as of March 26, 2020 (the “Declaration of Trust”) and is governed by the laws of the Province of Ontario. The address of the Trust’s head office is 98 Main Street, Fredericton, New Brunswick. The Trust operates a retail real estate ownership and development business in Canada. Management does not distinguish or group its operations by geography or any other basis when measuring its performance or making decisions. Accordingly, the Trust has a single reportable segment for disclosure purposes.

2. Basis of Preparation

Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board (“IASB”). The condensed interim consolidated financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the annual financial statements for the year ended December 31, 2022, which have been prepared in accordance with IFRS Accounting Standards, as issued by the IASB.

The condensed interim consolidated financial statements were authorized for issue by the Audit Committee on behalf of the Board of Trustees (the “Board”) of the Trust on November 9, 2023.

3. Summary of Significant Accounting Policies

Future Changes in Accounting Policies

Classification of Liabilities as Current or Non-current (Amendments to IAS 1)

In January 2020, the IASB issued amendments to IAS 1, “Presentation of Financial Statements”, (the 2020 amendments), providing a more general approach to the classification of liabilities based on the contractual agreements in place at the reporting date. On October 31, 2022 the IASB issued *Non-current Liabilities with Covenants* (Amendments to IAS 1) (the 2022 amendments), to improve the information provided about long-term debt with covenants. The 2020 amendments and the 2022 amendments (collectively “the Amendments”) are effective for annual reporting periods beginning on or after January 1, 2024. Earlier adoption is permitted.

The Amendments to IAS 1 affect only the presentation of liabilities in the statement of financial position and seek to clarify that the classification of liabilities as current or non-current should be based on the rights that are in existence at the end of the reporting period. Further, the Amendments make clear that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and that the settlement of a liability refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

Plaza intends to adopt the amendments in its consolidated financial statements beginning on January 1, 2024, when the amendments become effective. At that time, the Class B exchangeable LP units and the Series VIII convertible debentures will be reclassified from non-current liabilities to current liabilities on the Consolidated Statement of Financial Position.

Plaza Retail REIT

Notes to the Condensed Interim Consolidated Financial Statements

September 30, 2023 (unaudited)

(tabular amounts in thousands of Canadian dollars, except per unit amounts and as otherwise indicated)

4. Investment Properties

	September 30, 2023				December 31, 2022			
	Income producing properties	Properties under development	Right-of- use land lease assets	Total	Income producing properties	Properties under development	Right-of- use land lease assets	Total
Balance, beginning of the period:	\$ 1,025,249	\$ 78,620	\$ 65,206	\$ 1,169,075	\$ 1,017,733	\$ 57,585	\$ 65,986	\$ 1,141,304
Additions (deductions):								
Additions to investment properties	12,203	26,124	-	38,327	12,469	26,337	-	38,806
Acquisitions of investment properties and land	-	-	-	-	-	13,221	-	13,221
Disposals (Note 4(e))	(22,082)	-	-	(22,082)	(12,348)	-	-	(12,348)
Transfers	44,046	(44,046)	-	-	17,558	(17,558)	-	-
Straight line rent receivable change	(360)	50	-	(310)	(115)	60	-	(55)
Reclass to investment properties held for sale (Note 4(g))	(736)	-	-	(736)	(19,260)	-	-	(19,260)
Change in fair value – income producing and under development	(10,940)	468	-	(10,472)	9,212	(1,025)	-	8,187
Change in fair value – right-of-use land lease assets	-	-	(601)	(601)	-	-	(780)	(780)
Balance, end of the period:	\$ 1,047,380	\$ 61,216	\$ 64,605	\$ 1,173,201	\$ 1,025,249	\$ 78,620	\$ 65,206	\$ 1,169,075

The majority of the Trust's income producing properties and properties under development have been pledged as security under various debt agreements.

Fair value disclosure

Investment properties (including those owned through equity accounted joint ventures) are measured at fair value using valuations prepared by either the Trust's internal valuation team or external independent appraisers. The fair value of investment properties is based on a combination of external appraisals and internal valuations based on a capitalization matrix provided by independent appraisers, classified as Level 3 financial instruments (see (i), below, for a more detailed description of the Trust's valuation approach). The significant unobservable inputs include capitalization rates, future stabilized net operating income, which is supported by the terms of existing leases in place and current market rents to renew or lease up vacant or expiring space, adjusted for estimated or normalized vacancy rates based on market conditions and factoring in expected maintenance costs.

Income Producing Properties

(i) Internal approach – direct capitalization method

Income producing properties are valued using the direct capitalization method. Under this method, fair value is estimated by applying capitalization rates to future stabilized net operating income (property revenue less property operating expenses), with the resulting value reduced by any costs required to achieve stabilization. Future stabilized net operating income adjusts net operating income for items such as market property management fees, or in the case of development properties, to reflect full intended occupancy (less a normal vacancy allowance). The Trust utilizes quarterly capitalization rate matrices provided by an external 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 generally 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.

Plaza Retail REIT

Notes to the Condensed Interim Consolidated Financial Statements

September 30, 2023 (unaudited)

(tabular amounts in thousands of Canadian dollars, except per unit amounts and as otherwise indicated)

(ii) External appraisals

Independent appraisals are obtained in the normal course of business. When an independent appraisal is obtained, the internal valuation team assesses all major inputs used by the independent valuers in preparing their reports and holds discussions with them on the reasonableness of their assumptions. Where warranted, adjustments will be made to the internal valuations prepared using the direct capitalization method to reflect the assumptions contained in the external valuations, and/or the external valuation will be utilized for valuation purposes.

Of the total fair value of income producing properties and properties under development in the chart on the previous page, \$117.3 million of investment properties were based on external appraisals obtained during the year to date, with \$9.3 million based on external appraisals obtained during the current quarter, (year ended December 31, 2022 - \$222.9 million).

Properties Under Development

Properties under development are valued using a combination of the internal approach, as noted above, and external appraisals. The resulting values are reduced by future cash outlays for costs to complete the development and achieve stabilization, including construction, development, lease-up and related costs.

As at September 30, 2023 the Trust has utilized the following range of capitalization rates:

			Capitalization Rate Matrix Ranges	
	Number of Properties ⁽¹⁾	Weighted average capitalization rates ⁽¹⁾	Primary Market	Secondary Market
Freestanding or Mini Box	68	6.28%	5.25% - 8.25%	6.00% - 9.75%
Quick Service Restaurant	48	6.81%	5.50% - 8.50%	5.75% - 10.50%
Anchored Open-Air Centre – Class A	16	6.47%	5.25% - 8.00%	5.75% - 8.75%
Anchored Open-Air Centre – Class B	41	6.87%	5.50% - 9.00%	6.25% - 10.00%
Unanchored Open-Air Centre	33	7.43%	5.50% - 9.00%	6.50% - 11.50%
Enclosed Malls – Community	3	9.15%	8.00% - 12.50%	7.75% - 13.50%
	209	6.80%		

⁽¹⁾ Excludes properties under development and non-consolidated trusts and partnerships.

Freestanding or Mini Box - defined as a freestanding retail, non-restaurant use such as a pharmacy or equivalent national box retailer. May include nominal additional gross leasable area ("GLA") if the additional GLA is 15% or less than the total GLA or gross revenue.

Quick Service Restaurant – defined as freestanding retail quick-service restaurant.

Anchored Open-Air Centre – Class A - defined as a food or equivalent-anchored retail open-air centre, 20,000-125,000 square feet and where the anchor tenant(s) represents 70% or more of GLA or gross revenue.

Anchored Open-Air Centre – Class B - defined as a food or equivalent-anchored retail open-air centre, 20,000-200,000 square feet and where the anchor tenant(s) represents less than 70% of GLA or gross revenue.

Unanchored Open-Air Centre – defined as an unanchored retail open-air centre less than 75,000 square feet.

Enclosed Malls - Community – defined as an enclosed community mall with food or department/junior department store or equivalent anchors.

At September 30, 2023 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 \$42.5 million. An increase of 0.25% in the capitalization rates used would have resulted in a decrease in investment properties of approximately \$39.5 million.

Although the fair value of investment properties reflects the Trust's best estimates as at September 30, 2023, the Trust continues to review its future net property operating income and cash flow projections and valuation of investment properties in light of the current interest rate and macro-economic environment. Certain aspects of Plaza's operations could be further

Plaza Retail REIT

Notes to the Condensed Interim Consolidated Financial Statements

September 30, 2023 (unaudited)

(tabular amounts in thousands of Canadian dollars, except per unit amounts and as otherwise indicated)

affected, including rental and occupancy rates, consumer demand and demand for retail space, capitalization rates, temporary or long-term labour or supply chain disruptions and the impact on construction costs and development projects, and the resulting value of Plaza's properties.

As at December 31, 2022 the Trust has utilized the following range of capitalization rates:

Capitalization Rate Matrix Ranges				
	Number of Properties ⁽¹⁾	Weighted average capitalization rates ⁽¹⁾	Primary Market	Secondary Market
Freestanding or Mini Box	69	6.23%	5.00% - 8.25%	5.75% - 9.75%
Quick Service Restaurant	60	6.65%	5.25% - 8.50%	5.75% - 10.50%
Anchored Open-Air Centre – Class A	16	6.45%	5.00% - 8.00%	5.50% - 8.75%
Anchored Open-Air Centre – Class B	43	6.82%	5.25% - 9.00%	6.25% - 10.00%
Unanchored Open-Air Centre	35	7.04%	5.25% - 9.00%	6.50% - 11.50%
Enclosed Malls – Community	3	9.25%	8.00% - 12.50%	7.75% - 13.50%
	226	6.73%		

⁽¹⁾ Excludes properties under development and non-consolidated trusts and partnerships.

(a) Straight-line Rent

Included in investment properties at September 30, 2023 is \$11.6 million (December 31, 2022 - \$11.9 million) of straight-line rents receivable arising from the recognition of rental revenue on a straight-line basis over the lease terms in accordance with IFRS 16, *Leases*.

(b) Surplus Land

Included in investment properties at September 30, 2023 is \$12.6 million of surplus lands at fair value (December 31, 2022 - \$8.1 million).

(c) Borrowing Costs

The total amount of borrowing costs capitalized for the period ended September 30, 2023 is \$2.8 million (for the period ended September 30, 2022 - \$898 thousand).

(d) Acquisitions of Investment Properties and Land

	% Acquired	Nine Months Ended September 30, 2023 ⁽¹⁾	Year Ended December 31, 2022 ⁽¹⁾
Properties Acquired			
Gibson Boulevard Plaza, Stewiacke, NS	100%	\$ -	\$ 399
Dieppe Boulevard Plaza, Dieppe, NB	100%	-	3,242
Niagara Street Plaza, Welland, ON	50%	-	9,580
Total properties acquired		\$ -	\$ 13,221

⁽¹⁾ Including closing costs

Plaza Retail REIT

Notes to the Condensed Interim Consolidated Financial Statements

September 30, 2023 (unaudited)

(tabular amounts in thousands of Canadian dollars, except per unit amounts and as otherwise indicated)

(e) Disposals

		Gross Proceeds Nine Months Ended September 30, 2023 ⁽¹⁾	Gross Proceeds Year Ended December 31, 2022
Properties Disposed	% Disposed		
Quick Service Restaurants, excess land and non-core assets	100%	\$ 25,829	\$ 8,355
Non-core asset in Port Hope, ON	50%	-	3,993
Non-core asset in Brampton, ON	100%	15,513	-
Total disposals		\$ 41,342	\$ 12,348
Less: assets previously held for sale		(19,260)	-
Disposals excluding assets previously held for sale		\$ 22,082	\$ 12,348

⁽¹⁾ Gross proceeds after closing costs, before repayment of mortgages.

	Net Proceeds Nine Months Ended September 30, 2023	Net Proceeds Year Ended December 31, 2022
Reconciliation of disposals with the Statements of Cash Flows		
Total disposals	\$ 41,342	\$ 12,348
Mortgages repaid on disposal	(13,762)	(3,769)
Net proceeds - cash	\$ 27,580	\$ 8,579

Recorded on the Statement of Cash Flows in:

Investing activities: Proceeds from disposal of investment properties and land	\$ 31,623	\$ 12,348
Financing activities: Mortgages repaid on disposal of investment properties and land	(13,762)	(3,769)
Investing activities: Proceeds from assets previously held for sale	9,719	-
Net proceeds - cash	\$ 27,580	\$ 8,579

(f) Right-of-use land lease assets

The Trust has investment properties located on land which is leased. The Trust has 27 long-term land leases (affecting 26 properties). Land leases expire (excluding any non-automatic renewal periods) on dates ranging from 2027 to 2084 with an average life of 31 years, with some of the leases also containing non-automatic renewal options, extending the average life of the leases to 57 years including these non-automatic renewal options.

(g) Investment properties held for sale

The Trust has segregated one investment property as held for sale with a fair value of \$736 thousand for a property located in Dolbeau-Mistassini, QC (December 31, 2022 - \$19.3 million). The sale closed in October 2023.

5. Receivables

Receivables consist of the following:

	September 30, 2023	December 31, 2022
Tenant accounts receivable, net of allowance	\$ 416	\$ 751
Tenant CAM and tax recovery accrual	1,137	1,040
Tenant accounts receivable – annual tax billings	75	6
Excise tax	2,026	1,090
Other receivables	1,270	1,127
Income tax receivable	22	124
Total receivables	\$ 4,946	\$ 4,138

Plaza Retail REIT

Notes to the Condensed Interim Consolidated Financial Statements

September 30, 2023 (unaudited)

(tabular amounts in thousands of Canadian dollars, except per unit amounts and as otherwise indicated)

The Trust determines its allowance for doubtful accounts on a tenant-by-tenant basis using an expected credit loss model taking into consideration lease terms, industry conditions and status of the tenants' accounts, among other factors. Accounts are written off only when all collection efforts have been exhausted. The allowance for doubtful accounts balance at September 30, 2023 is \$481 thousand (December 31, 2022 - \$674 thousand). This amount is deducted from tenant accounts receivable.

6. Prepaid Expenses and Deposits

Prepaid expenses and deposits consist of the following:

	September 30, 2023	December 31, 2022
Prepaid expenses	\$ 750	\$ 1,475
Prepaid property taxes	3,849	1,170
Deposits for acquisitions and financings	772	788
Total prepaid expenses and deposits	\$ 5,371	\$ 3,433

7. Notes and Advances Receivable

The notes and advances receivable are owed by co-owners of investment properties as a result of funding requirements on a short-term basis during development of investment properties, and by minority interest shareholders of consolidated entities. The notes and advances are due on demand.

Due from:	Interest Rate	September 30, 2023	December 31, 2022
Co-owners of certain investment properties (payable on demand)	6.00% ⁽¹⁾	\$ 7,137	\$ 7,129
	Prime + 1.5% ⁽¹⁾	322	322
	Prime + 1.25%	1,250	-
	Prime + 6.0%	2,418	2,165
	Non-interest bearing	44	794
Minority interest shareholders (payable on demand)	Prime + 0.75% or BA plus 2.25%	502	502
	Prime + 2.0%	50	50
	Non-interest bearing	-	2
Total notes and advances receivable		\$ 11,723	\$ 10,964

⁽¹⁾ Michael Zakuta and Earl Brewer, related parties, own interests in common with the Trust in the underlying properties (Mountainview Plaza, Midland, ON and Park St. Plaza, Kenora, ON). See Note 23(c)(ii) for additional information.

8. Debentures Payable

Debentures payable consist of the following:

	Maturity Date	Interest Rate	September 30, 2023	December 31, 2022
Convertible ⁽¹⁾				
Series E (TSX: PLZ.DB.E)	March 31, 2023	5.10%	\$ -	\$ 46,806
Series VIII	March 31, 2026	5.95%	10,803	11,906
Total convertible debentures			10,803	58,712
Series II non-convertible debentures ⁽²⁾⁽³⁾	February 28, 2027	5.00%	3,498	3,488
Series III non-convertible debentures ⁽²⁾⁽³⁾ – Tranche A	February 14, 2024	6.25%	1,508	-
Series III non-convertible debentures ⁽²⁾⁽³⁾ – Tranche B	March 31, 2024	6.25%	4,483	-
Net debentures payable			20,292	62,200
Less: current portion of debentures payable			(5,991)	(46,806)
Total debentures payable – long-term portion			\$ 14,301	\$ 15,394

⁽¹⁾ Recorded at fair value based on closing market trading prices for the Series E debentures and market rates for the Series VIII debentures. The fair value change of the total convertible debentures during 2023 was a gain of \$658 thousand (for the year ended December 31, 2022 – gain of \$693 thousand).

⁽²⁾ Recorded at amortized cost.

⁽³⁾ Net of unamortized finance charges of \$49 thousand (December 31, 2022 - \$49 thousand)

Plaza Retail REIT

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Convertible and non-convertible debentures are subordinate and unsecured.

In February and March 2023, a total of \$6.0 million in Series III unsecured debentures were issued with a term of one year, at an interest rate of 6.25%.

On March 31, 2023, Plaza's Series E convertible debentures matured and the balance of \$47.25 million was repaid in full.

Current convertible debenture terms are as follows:

	Series VIII
Conversion price	\$4.75
Trust's first redemption date	March 31, 2024
Par call date	March 31, 2025
Maturity date	March 31, 2026
Face value outstanding	\$12,019
Publicly listed	no

Non-convertible debenture maturities are as follows:

	Series II	Series III	Series III
Face value outstanding	\$3,537	\$1,510	\$4,490
Maturity date	February 28, 2027	February 14, 2024	March 31, 2024

9. Mortgage Bonds Payable

Mortgage bonds payable are secured by 1st mortgages on various properties:

			September 30, 2023	December 31, 2022
	Interest Rates	Maturity Dates	Total	Total
Series X.2	6.00%	June 25, 2023	\$ -	\$ 250
Series X.2	4.25%	June 25, 2023	-	725
Series X.2	6.00%	December 25, 2023	500	500
Series X.2	6.00%	January 15, 2024	250	-
Series X.2	4.75%	June 25, 2024	1,510	1,510
Series X.2	6.00%	July 15, 2024	725	-
Total Series X.2			2,985	2,985
Series XII	3.75%	January 15, 2023	-	1,285
Series XII	6.00%	January 15, 2024	1,160	-
Series XII	6.00%	July 15, 2024	85	85
Series XII	4.75%	July 15, 2024	435	435
Total Series XII			1,680	1,805
Gross mortgage bonds payable			4,665	4,790
Less: unamortized finance charges			(12)	(13)
Net mortgage bonds payable			4,653	4,777
Less: current portion of mortgage bonds payable			(4,653)	(2,832)
Net mortgage bonds payable – long-term portion			\$ -	\$ 1,945

The Series X.2 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.

In January 2023, Series XII mortgage bonds maturing January 15, 2023, were renewed with an interest rate of 6% per annum. Of the \$1.285 million, \$125 thousand were renewed for six months, maturing July 15, 2023, and \$1.16 million were renewed for one year to January 15, 2024.

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In June 2023, Series X.2 mortgage bonds maturing June 25, 2023, were renewed with an interest rate of 6% per annum. Of the \$975 thousand, \$250 thousand were renewed until January 15, 2024, and \$725 thousand were renewed until July 15, 2024.

In July 2023, the \$125 thousand in Series XII mortgage bonds which matured on July 15, 2023 were repaid and the \$85 thousand in Series XII mortgage bonds were extended for one year at 6.00%.

10. Mortgages Payable and Other Loans

	Interest Rate Range	Weighted Average Effective Interest Rate	Maturity Dates	September 30, 2023	December 31, 2022
Secured fixed rate loans:	2.29% - 7.00%	4.17%	Up to June 2034	\$ 473,148	\$ 481,122
Unsecured interest-only fixed rate loans ⁽¹⁾ :	5.00%	5.00%	Up to Sept 2025	3,600	9,243
Revaluation of loans upon acquisitions, net of amortization of \$6,538 (December 31, 2022 - \$6,505)				235	268
Less: unamortized finance charges				(2,246)	(2,374)
Total net fixed rate loans				474,737	488,259
Variable rate loans:					
- \$20 million development facility	Prime plus 0.75% or BA plus 2.25%		July 31, 2024	2,008	2,008
- \$15 million development facility	Prime plus 0.75% or BA plus 2.00%		July 31, 2024	793	-
- \$8.0 million interim facility	Prime plus 1.50% or BA plus 2.50%		July 16, 2024	7,163	9,150
- \$1.2 million unsecured interest-only loan ⁽¹⁾	Prime plus 1.05% (min. 5.00% rate)		January 15, 2024	1,171	1,171
- \$10.08 million interim facility	Prime plus 1.00% or BA plus 2.25%		April 24, 2023	-	9,980
- \$13.4 million interim facility	Prime plus 1.00% or BA plus 2.50%		August 31, 2024	12,992	8,017
- \$6.75 million interim facility	Prime plus 1.00% or BA plus 2.50%		December 20, 2023	3,750	3,750
- \$6.2 million interim facility	Prime plus 0.90% or BA plus 2.15%		July 28, 2024	6,238	6,238
- \$6.75 million interim facility	Prime plus 0.95% or BA plus 1.00%		April 11, 2024	6,750	6,073
- \$7.25 million interim facility	Prime plus 1.00% or BA plus 2.5%		June 21, 2024	6,379	2,407
- \$5.0 million interim facility	Prime plus 0.95% or BA plus 2.45%		December 31, 2024	1,754	-
Less: unamortized finance charges				(88)	(84)
Total net variable rate loans				48,910	48,710
Net mortgages payable				523,647	536,969
Less: mortgages payable – current portion				(86,020)	(74,723)
Total mortgages payable – long-term portion				\$ 437,627	\$ 462,246

⁽¹⁾ These loans are unsecured, however the lenders have recourse to the underlying properties in case of default.

All mortgages and facilities are secured by charges against specific assets. The unamortized finance charges are made up of fees and costs incurred to obtain the mortgage financing, less accumulated amortization.

To fund development activities the Trust has two revolving development facilities with Canadian chartered banks available upon pledging of specific assets. One is a \$20.0 million one-year revolving facility that bears interest at prime plus 0.75% or bankers' acceptances ("BAs") plus 2.25%, and the other is a \$15.0 million revolving facility that bears interest at prime plus 0.75% or BAs plus 2.00%. At September 30, 2023 there is \$32.2 million available on these development facilities (December 31, 2022 - \$33.0 million). The Trust must maintain certain financial ratios to comply with the facilities. These covenants

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include loan-to-value, debt coverage, interest coverage and occupancy covenants, as well as unitholder equity tests. As of September 30, 2023, the Trust is in compliance with all financial covenants.

Funding is generally secured by first mortgage charges on properties or development properties as applicable. Interim facilities are in place for financing the construction and development of specific properties. The \$8.0 million interim facility is secured by a property which is undergoing repositioning and stabilization. The remaining interim facilities are funding specific developments in progress; management expects that available funds under the respective facilities are sufficient to complete the respective developments. As the interim facilities mature, it is expected they will either be extended until construction has been completed or they will be converted to long-term mortgages on completion of the construction projects. The Trust must maintain certain financial ratios to comply with certain facilities. As of September 30, 2023, the Trust is in compliance with all financial covenants.

11. Derivative Assets and Liabilities

The Trust utilizes interest rate swaps in order to fix the variable interest rate on six mortgages. The interest rate swaps mature in August 2027, May, June and August 2029 and are recorded at fair value, with movements in fair value recorded in profit and total comprehensive income. The interest rate swaps result in derivative assets of \$5.143 million at September 30, 2023, (December 31, 2022 – derivative assets of \$3.129 million). The Trust recorded a fair value gain on the interest rate swaps of \$2.0 million for the nine months ended September 30, 2023 (for the year ended December 31, 2022 – gain of \$4.3 million).

12. Bank Indebtedness

The Trust has a \$55.0 million (December 31, 2022 - \$55.0 million) revolving operating line of credit facility with a Canadian chartered bank at the rate of prime plus 0.75% or BAs plus 2.00%, maturing July 31, 2024. The amount available to be drawn fluctuates depending on the specific assets pledged as security. Based on the assets pledged at September 30, 2023, the available limit was \$55.0 million of which \$46.5 million (December 31, 2022 – \$37.8 million) was drawn and therefore the maximum amount remaining available to be drawn on the facility was \$8.0 million (December 31, 2022 – \$16.5 million), net of letters of credit outstanding of \$508 thousand (December 31, 2022 - \$677 thousand). As security, at September 30, 2023, the Trust has provided a \$60.0 million demand debenture secured by a first mortgage over thirty-four properties.

13. Land Lease Liabilities

The Trust has investment properties located on land which is leased. The land lease liabilities relate to the right-of-use assets included in investment properties (Note 4). The Trust has 27 long-term land leases (affecting 26 properties). Of the 27 land leases, 9 are with related parties. Land leases expire (excluding any non-automatic renewal periods) on dates ranging from 2027 to 2084 with an average life of 31 years, with some of the leases also containing non-automatic renewal options, extending the average life of the leases to 57 years including these non-automatic renewal options.

14. Accounts Payable, Accrued Liabilities, Tenant Payables and Tenant Deposits

Accounts payable, accrued liabilities, tenant payables and tenant deposits consist of the following:

	September 30, 2023	December 31, 2022
Accounts payable and accrued liabilities	\$ 14,931	\$ 13,687
Tenant CAM and tax accrual	666	908
Distributions payable	2,602	2,403
Excise tax payable	1,650	1,347
Accrued interest payable	1,813	2,197
Deferred tenant revenue and deposits	5,811	4,560
Other	327	371
Total accounts payable, accrued liabilities, tenant payables and tenant deposits	\$ 27,800	\$ 25,473

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15. Notes Payable

Notes payable consist of the following:

	Interest Rate	September 30, 2023	December 31, 2022
Non-interest bearing notes:			
Entities owned (directly and indirectly), controlled or significantly influenced by Michael Zakuta, President, CEO and Trustee of the Trust ⁽¹⁾	n/a	\$ 261	\$ 261
Unrelated parties and non-controlling interests	n/a	939	927
Total notes payable		\$ 1,200	\$ 1,188

⁽¹⁾ The notes are repayable on sale or refinancing of the related asset.

16. Revenues

	3 Months Ended September 30, 2023	3 Months Ended September 30, 2022	9 Months Ended September 30, 2023	9 Months Ended September 30, 2022
Contractual revenue	\$ 19,441	\$ 19,197	\$ 58,165	\$ 57,512
Straight-line rent	16	15	27	(119)
Property tax and insurance recoveries	5,847	5,566	17,138	16,571
Cost recovery revenue	2,995	2,788	9,628	9,110
Lease termination revenue	-	12	-	117
Other revenue	(5)	31	144	76
Total property revenues	\$ 28,294	\$ 27,609	\$ 85,102	\$ 83,267

17. Operating Expenses

	3 Months Ended September 30, 2023	3 Months Ended September 30, 2022	9 Months Ended September 30, 2023	9 Months Ended September 30, 2022
Property taxes and insurance	\$ 5,897	\$ 5,996	\$ 17,869	\$ 17,662
Recoverable expenses	3,291	3,097	12,346	11,169
Non-recoverable expenses	646	360	1,969	1,445
Total operating expenses	\$ 9,834	\$ 9,453	\$ 32,184	\$ 30,276

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18. Administrative Expenses

	3 Months Ended September 30, 2023	3 Months Ended September 30, 2022	9 Months Ended September 30, 2023	9 Months Ended September 30, 2022
Salaries and benefits	\$ 1,184	\$ 1,124	\$ 4,027	\$ 3,867
Restricted units	16	33	107	38
Restricted unit fair value	(11)	(1)	(22)	(3)
Professional services	265	236	795	733
Trustee fees	222	153	440	385
Deferred unit fair value	(216)	(87)	(361)	(243)
Office, travel and IT related expenses	353	353	1,090	916
Total administrative expenses	\$ 1,813	\$ 1,811	\$ 6,076	\$ 5,693

Total employee salaries and benefits, including restricted units, recorded by the Trust during the period ended September 30, 2023 were \$9.3 million, of which \$4.0 million is included in operating expenses, \$4.2 million is included in administrative expenses and \$1.1 million has been capitalized to investment properties (for the period ended September 30, 2022 – \$8.6 million, of which \$3.7 million is in operating expenses, \$3.9 million is in administrative expenses and \$986 thousand is in investment properties).

19. Finance Costs - Operations

	3 Months Ended September 30, 2023	3 Months Ended September 30, 2022	9 Months Ended September 30, 2023	9 Months Ended September 30, 2022
Mortgage interest	\$ 5,756	\$ 5,376	\$ 17,465	\$ 15,093
Debenture interest	317	826	1,471	2,497
Mortgage bond interest	64	69	188	248
Distributions paid to Class B exchangeable LP unitholders	81	83	245	250
Operating line of credit interest	820	583	1,973	1,166
Interest and bank charges	180	84	547	273
Amortization of finance charges	178	159	524	505
Loan defeasance and early mortgage discharge fees	-	174	50	180
Imputed interest on land lease liabilities	625	624	1,875	1,866
Mark to market amortization	(11)	(21)	(33)	(63)
Capitalization of interest	(981)	(591)	(2,778)	(898)
Finance costs - operations	\$ 7,029	\$ 7,366	\$ 21,527	\$ 21,117

20. Units of the REIT

(a) Authorized

The Declaration of Trust authorizes the issuance of an unlimited number of units and special voting units. Special voting units are only issued in tandem with the issuance of securities exchangeable into units.

Each special voting unit shall have no economic entitlement nor beneficial interest in the Trust including in the distributions or assets of the Trust but shall entitle the holder of record thereof to a number of votes at any meeting of the unitholders equal to the number of units that may be obtained upon the exchange of the exchangeable security to which such special voting unit is attached. Special voting units may only be issued in connection with or in relation to, securities exchangeable into units, for the purpose of providing voting rights with respect to the Trust to the holders of such securities. The creation or issuance of special voting units is subject to the prior written consent of the Toronto Stock Exchange ("TSX").

In addition, preferred units may from time to time be created and issued in one or more classes (each of which may be made up of unlimited series) without requiring voting unitholder approval. Before the issuance of preferred units of a series, the Board

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will execute an amendment to the Declaration of Trust containing a description of such series, including the designations, rights, privileges, restrictions and conditions determined by the Board, and the class of preferred units of which such series is a part. The issuance of preferred units is also subject to the prior written consent of the TSX.

(b) Issued and Outstanding

(i) Class B Exchangeable LP Units

The Class B exchangeable units are economically equivalent to units of the Trust and are exchangeable at any time into units of the Trust on a one-for-one basis. These units are puttable instruments where the Trust has a contractual obligation to issue Trust units to the exchangeable unitholders upon redemption. Holders of the exchangeable LP units are entitled to receive distributions per LP unit equal to distributions per unit provided to the unitholders of the Trust.

	September 30, 2023		December 31, 2022	
	Units (000s)	Amount	Units (000s)	Amount
Exchangeable LP units outstanding, beginning of the period	1,191	\$ 5,336	1,191	\$ 5,622
Exchanges	(35)	(145)	-	-
Fair value adjustment for the period		(1,017)		(286)
Exchangeable LP units outstanding, end of the period	1,156	\$ 4,174	1,191	\$ 5,336

(ii) Special Voting Units

At September 30, 2023, there were 1,156,000 (December 31, 2022 - 1,191,000) special voting units outstanding, issued in connection with 1,156,000 (December 31, 2022 - 1,191,000) Class B exchangeable LP units of a subsidiary of the Trust (see above).

(iii) Units

	Nine Months Ended September 30, 2023		Year Ended December 31, 2022	
	Trust Units (000s)	Amount	Trust Units (000s)	Amount
Units outstanding, beginning of the period	101,800	\$ 275,512	101,804	\$ 275,493
Issuance of units:				
Units issued through bought deal	8,548	37,873	-	-
Exchange of Class B exchangeable LP units	35	145		
RU and DU plan	11	-	15	70
Repurchase and cancellation of units under normal course issuer bid	(20)	(56)	(19)	(51)
Units outstanding, end of the period	110,374	\$ 313,474	101,800	\$ 275,512

Unitholders have the right to redeem their units at the lesser of (i) 90% of the Market Price of the unit (Market Price is defined for this purpose in the Declaration of Trust as the weighted average trading price of the previous 10 trading days) and (ii) the most recent Closing Market Price (Closing Market Price is defined for this purpose in the Declaration of Trust as the weighted average trading price on the specified date) at the time of the redemption. The redemption price will be satisfied by cash, up to a limit of \$50 thousand for all redemptions in a calendar month, or a note payable. For the nine month period ended September 30, 2023 no unitholder had redeemed units.

On September 26, 2023, the Trust announced that it had received approval from the TSX for the renewal of its normal course issuer bid ("NCIB") for a further year. Plaza's prior NCIB expired on September 27, 2023. The period of the renewed NCIB commenced on September 28, 2023, and will conclude on the earlier of the date on which purchases under the bid have been completed and September 27, 2024. Under the terms of the renewed NCIB, the Trust can purchase up to 7,107,380 of its issued and outstanding units through the facilities of the TSX and any alternative trading system in Canada. Subject to certain prescribed exemptions and any block purchase made in accordance with the rules of the TSX, daily purchases made by the Trust may not exceed 11,148 units, representing 25% of the average daily trading volume of the units on the TSX for the six-month period ended August 31, 2023 (being 44,595 units). All units that are purchased under the renewed NCIB will be cancelled (on a monthly basis, on or before the record date for each monthly distribution). Unitholders may obtain a copy of the NCIB renewal notice, without charge, by contacting the Trust.

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Plaza also entered into a new automatic securities purchase plan agreement (the “Purchase Plan”) with its designated broker in order to facilitate purchases of units under the renewed NCIB. The Purchase Plan, which was pre-cleared by the TSX, allows for purchases of units by Plaza at times when it would ordinarily not be permitted to make purchases due to regulatory restrictions or self-imposed blackout periods. The Purchase Plan will terminate on September 27, 2024.

For the nine months ended September 30, 2023, 19,627 units have been repurchased for cancellation under Plaza’s former and renewed NCIB at a weighted average price of \$4.0688. With this, to September 30, 2023, Plaza has purchased a total of 1,183,780 units for cancellation since the commencement of the original NCIB on September 28, 2018 at a weighted average price of \$4.0210.

On March 28, 2023, the Trust completed a bought deal public offering of 8.548 million units at a price of \$4.68 per unit for gross proceeds of \$40.0 million, and net proceeds of \$37.9 million after closing costs.

21. Distributions

Distributions are declared monthly at the discretion of the Board.

	3 Months Ended September 30, 2023	3 Months Ended September 30, 2022	9 Months Ended September 30, 2023	9 Months Ended September 30, 2022
Distributions declared to unitholders ⁽¹⁾	\$ 7,725	\$ 7,126	\$ 22,775	\$ 21,378

⁽¹⁾ Distributions declared to unitholders exclude cash distributions paid on Class B exchangeable LP units classified as finance costs - operations.

22. Additional Cash Flow Information

(a) Changes in Non-Cash Working Capital

	3 Months Ended September 30, 2023	3 Months Ended September 30, 2022	9 Months Ended September 30, 2023	9 Months Ended September 30, 2022
Receivables	\$ (894)	\$ 53	\$ (537)	\$ 714
Prepaid expenses and deposits	3,254	2,247	(1,954)	(2,540)
Change in construction accruals removed from investing activities	(1,901)	(1,441)	(2,116)	(2,305)
Accounts payable, accrued liabilities, tenant payables and tenant deposits	1,182	(1,063)	2,528	261
Total cash from change in non-cash working capital	\$ 1,641	\$ (204)	\$ (2,079)	\$ (3,870)

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(b) Changes in Liabilities Arising from Financing Activities

	September 30, 2023	December 31, 2022
Current and long-term debt ⁽¹⁾ – beginning of the period	\$ 675,676	\$ 650,412
Repayment of convertible debentures	(47,250)	-
Gross proceeds from non-convertible debentures	6,000	1,300
Redemption/repayment of mortgage bonds and debentures	(2,470)	(7,248)
Gross proceeds from mortgage bonds	2,345	2,080
Periodic mortgage principal repayments	(9,099)	(12,709)
Land lease principal repayments	(601)	(780)
Mortgages repaid	(35,735)	(65,709)
Mortgages repaid on sale of investment properties	(13,762)	(3,769)
Gross mortgage proceeds	45,184	113,610
Fees incurred for placement of debt	(400)	(595)
Increase (decrease) in notes payable	12	(24)
Non-cash changes in current and long-term debt:		
Net change in fair value of Class B exchangeable LP units	(1,017)	(286)
Net change in fair value of convertible debentures	(1,103)	(693)
Net change in fair value of convertible debentures prior to repayment	445	-
Transfer to accounts payable	-	(476)
Exchange of Class B exchangeable LP units	(145)	-
Amortization of finance charges	524	647
Mark to market amortization	(33)	(84)
Current and long-term debt ⁽¹⁾ – end of the period	\$ 618,571	\$ 675,676

(1) Debt defined for this purpose as mortgage bonds, debentures, mortgages payable, notes payable, Class B exchangeable LP units and land lease liabilities.

(c) Reconciliation for Additions to Investment Properties

	3 Months Ended September 30, 2023	3 Months Ended September 30, 2022	9 Months Ended September 30, 2023	9 Months Ended September 30, 2022
Reconciliation with Note 4				
Additions to Investment Properties (Note 4)	\$ 18,590	\$ 11,141	\$ 38,327	\$ 26,723
Acquisitions of investment properties and land (Note 4)	-	12,822	-	13,221
Non-cash impacts included in above:				
Amortization of tenant improvements	29	14	61	37
Change in construction accrual	(1,901)	(1,440)	(2,116)	(2,304)
Additions to Investment Properties – cash	\$ 16,718	\$ 22,537	\$ 36,272	\$ 37,677
Recorded on Consolidated Statement of Cash Flows in:				
Operating activities: Leasing commissions paid	\$ 288	\$ 78	\$ 600	\$ 184
Investing activities: Investment Properties – additions	16,430	9,637	35,672	24,272
Investing activities: Acquisitions of investment properties and land	-	12,822	-	13,221
Additions to Investment Properties – cash	\$ 16,718	\$ 22,537	\$ 36,272	\$ 37,677

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23. Related Party Transactions

The following are the related party transactions of the Trust. All related party transactions have been recorded at the exchange amount.

(a) Bonds and Debentures

The trustees of the Trust (individually a “Trustee”, collectively the “Trustees”) own directly or indirectly the following mortgage bonds or unsecured debentures of the Trust (stated at face value):

	September 30, 2023	December 31, 2022
Doug McGregor (Chairman and Trustee)	\$ 400	\$ 400
Stephen Johnson (Trustee)	384	-
Lynda Savoie (Trustee)	15	15
Michael Zakuta (President and Chief Executive Officer and Trustee)	425	300
Total	\$ 1,224	\$ 715

No other Trustee or key management personnel own mortgage bonds or debentures of the Trust at September 30, 2023 (December 31, 2022 - nil).

(b) Notes Payable to Related Parties

The following non-interest bearing notes existed at the time of acquisition of properties in September 2000. The notes are repayable on sale or refinancing of the related asset.

	September 30, 2023	December 31, 2022
Entities owned (directly or indirectly), controlled or significantly influenced by Michael Zakuta.	\$ 261	\$ 261

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(c) Other Transactions with Related Parties

- (i) Plaza leases 9 parcels of land from an entity owned by the below-noted related parties at market rates. The land leases expire at various times from October 2043 to November 2047, subject to options to renew. All the land leases have options to purchase in favour of the Trust, of which one is at a fixed price with the remainder at fair market value.

Related Parties:	Land Rent Paid	
	September 30, 2023	September 30, 2022
A company beneficially owned by Earl Brewer and Michael Zakuta	\$ 900	\$ 900

- (ii) The following related parties hold interests in common with the Trust's interest in the noted properties below:

Property	Ownership %	
	Earl Brewer	Michael Zakuta
Gateway Mall, Sussex, NB	25.00%	21.50%
Mountainview Plaza, Midland, ON and Park Street Plaza, Kenora, ON	4.33%	4.81%
Amherstview, Amherstview, ON and 1865 Scugog St, Port Perry, ON	4.87%	4.67%
KGH Plaza, Miramichi, NB, 681 Mountain Rd., Moncton, NB, 201 Main St., Sussex, NB, and Robie St Truro Plaza, Truro, NS ⁽¹⁾	2.62%	5.08%
Main St Alexandria, Alexandria, ON, Ottawa Street Plaza, Almonte, ON, and Hastings Street Plaza, Bancroft, ON	2.68%	5.19%
Quispamsis Town Centre, Quispamsis, NB	-	5.91%
Scott Street Plaza, St. Catharines, ON, 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, Ganoque, ON	2.17%	2.17%
Boulevard Hebert Plaza and Victoria Street Plaza in Edmundston, NB, Grand Falls Shopping Centre and Madawaska Road Plaza, Grand Falls, NB, Connell Road Plaza, Woodstock, NB, Welton Street Plaza, Sydney, NS, and Pleasant Street Plaza and Starrs Road Plaza in Yarmouth, NS	0.69%	5.17%
5628 4th Street NW, Calgary, AB, 303 Main St., Antigonish, NS, 912 East River Rd., New Glasgow, NS, 1 Mont-Royal Ave E, and 8222 Maurice-Duplessis Blvd., Montreal, QC ⁽¹⁾	-	4.28%

⁽¹⁾ Barbara Trenholm was a related party until her retirement from the Board of Trustees in May 2023.

The related parties' resulting beneficial interest in accounts receivable owing to the Trust from the underlying properties, and in fees earned by a subsidiary of the Trust from the underlying properties are as follows:

Related Party:	Related parties' beneficial ownership of accounts receivable balance owing to the Trust from the underlying properties		Related parties' beneficial ownership of fees earned by a subsidiary of the Trust from the underlying properties	
	September 30, 2023	December 31, 2022	September 30, 2023	September 30, 2022
Earl Brewer	\$ 412	\$ 410	\$ 44	\$ 30
Michael Zakuta	\$ 458	\$ 458	\$ 60	\$ 41

- (iii) 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. The Trust pays no rent for the space.

Plaza Retail REIT

Notes to the Condensed Interim Consolidated Financial Statements

September 30, 2023 (unaudited)

(tabular amounts in thousands of Canadian dollars, except per unit amounts and as otherwise indicated)

24. Financial Instruments and Risk Management

The fair value of the Trust's financial assets and liabilities that represent net working capital, including cash, receivables, notes and advances receivable, bank indebtedness, accounts payable, accrued liabilities, tenant payables and tenant deposits and notes payable approximate their recorded values due to their short-term nature. In accordance with IFRS, the Trust is required to classify its financial instruments carried at fair value in the financial statements using a fair value hierarchy that exhibits the significance of the inputs used in making the measurements.

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3 - Inputs for the asset or liability that are not based on observable market data.

The following table provides information on financial assets and liabilities measured at fair value.

	September 30, 2023			December 31, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Derivative assets	\$ -	\$ -	\$ 5,143	\$ -	\$ -	\$ 3,129
	\$ -	\$ -	\$ 5,143	\$ -	\$ -	\$ 3,129
Class B exchangeable LP units	\$ 4,174	\$ -	\$ -	\$ 5,336	\$ -	\$ -
Series E convertible debentures	-	-	-	46,806	-	-
Series VIII convertible debentures	-	-	10,803	-	11,906	-
	\$ 4,174	\$ -	\$ 10,803	\$ 52,142	\$ 11,906	\$ -

The fair value of the Derivative assets are based on market data including interest rates, as well as terms and cash flows of the underlying mortgages. The Class B exchangeable LP units are valued using the trading price of the Trust's units at the end of the reporting period. Series E and Series VIII convertible debentures are valued as described in Note 8.

25. Subsequent Events

Unitholders' Equity

Between October 1st and November 9th 2023, an additional 3,598 units have been repurchased under the normal course issuer bid at an average unit price of \$3.5688.

Investment Properties

In October 2023, the Trust sold a property located in Dolbeau-Mistassini, QC for \$736 thousand. This property was segregated as investment property held for sale.

Distributions

The Trust paid a cash distribution of \$0.02333 per unit for a total of \$2.6 million on October 16, 2023.

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