plaza
REIT

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

FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2024 AND 2023

DATED: NOVEMBER 7, 2024

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Plaza Retail REIT

Condensed Interim Consolidated Statements of Financial Position

(unaudited) (in thousands of Canadian dollars)	**September 30, 2024**	December 31, 2023[1]	January 1, 2023[1]
Assets			
Non-Current Assets			
Investment properties (Note 4)	**$ 1,151,874**	$ 1,173,665	$ 1,169,075
Investments	**56,872**	54,562	51,180
Tenant loans	**510**	321	235
Derivative assets (Note 11)	**1,037**	1,725	3,129
Deferred income tax asset	**289**	285	280
Total non-current assets	**1,210,582**	1,230,558	1,223,899
Current Assets			
Cash	**8,647**	10,868	7,262
Receivables (Note 5)	**4,623**	5,041	4,138
Investment properties held for sale (Note 4(f))	**3,884**	1,140	19,260
Prepaid expenses and deposits (Note 6)	**7,803**	3,281	3,433
Tenant loans	**61**	62	55
Notes and advances receivable (Note 7)	**9,142**	12,466	10,964
Total current assets	**34,160**	32,858	45,112
Total assets	**$ 1,244,742**	$ 1,263,416	$ 1,269,011
Liabilities and Unitholders' Equity			
Non-Current Liabilities			
Debentures payable (Note 8)	**$ 3,522**	$ 3,513	$ 3,500
Mortgage bonds payable (Note 9)	**-**	-	1,945
Mortgages payable and other loans (Note 10)	**428,198**	424,317	462,246
Derivative liabilities (Note 11)	**1,049**	-	-
Right-of-use land lease liabilities (Note 13)	**62,961**	63,585	64,403
Deferred income tax liability	**8,936**	8,834	8,757
Total non-current liabilities	**504,666**	500,249	540,851
Current Liabilities			
Current portion of debentures payable (Note 8)	**25,500**	20,477	58,700
Current portion of mortgage bonds payable (Note 9)	**2,699**	4,155	2,832
Bank indebtedness (Note 12)	**33,312**	49,344	37,800
Current portion of mortgages payable and other loans (Note 10)	**107,028**	105,066	74,723
Accounts payable, accrued liabilities, tenant payables and tenant deposits (Note 14)	**22,252**	28,938	25,473
Current portion of right-of-use land lease liabilities (Note 13)	**830**	818	803
Notes payable (Note 15)	**1,208**	1,190	1,188
Class B exchangeable LP units (Note 20(b))	**4,498**	4,255	5,336
Total current liabilities	**197,327**	214,243	206,855
Total liabilities	**701,993**	714,492	747,706
Unitholders' equity	**540,234**	546,487	518,900
Non-controlling interests	**2,515**	2,437	2,405
Total unitholders' equity	**542,749**	548,924	521,305
Total liabilities and unitholders' equity	**$ 1,244,742**	$ 1,263,416	$ 1,269,011

[1] Restated to reflect retroactive application of amendments to IAS 1, refer to Note 3(i).

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, 2024**	3 Months Ended September 30, 2023	**9 Months Ended September 30, 2024**	9 Months Ended September 30, 2023
Revenues (Note 16)	**$ 30,414**	$ 28,294	**$ 90,657**	$ 85,102
Operating expenses (Note 17)	**(10,763)**	(9,834)	**(34,564)**	(32,184)
Net property operating income	**19,651**	18,460	**56,093**	52,918
Share of profit of associates	**2,123**	1,337	**3,765**	2,608
Administrative expenses (Note 18)	**(2,597)**	(1,813)	**(7,519)**	(6,076)
Investment income	**306**	211	**956**	676
Other income	**697**	867	**2,417**	2,918
Income before finance costs, fair value adjustments and income taxes	**20,180**	19,062	**55,712**	53,044
Finance costs - operations (Note 19)	**(7,816)**	(7,029)	**(22,968)**	(21,527)
Finance costs - net change in fair value of convertible debentures (Note 8)	**(426)**	450	**(279)**	658
Finance costs - net change in fair value of Class B exchangeable LP units (Note 20(b))	**(544)**	416	**(243)**	1,017
Finance costs - net change in fair value of interest rate swaps (Note 11)	**(2,366)**	1,486	**(1,737)**	2,014
Net change in fair value of right-of-use land lease assets (Note 4)	**(205)**	(202)	**(611)**	(601)
Impairment of notes receivables (Note 7)	**(140)**	-	**(330)**	-
Net change in fair value of investment properties (Note 4)	**(3,596)**	(10,919)	**(12,224)**	(10,472)
Profit before income tax	**5,087**	3,264	**17,320**	24,133
Income tax expense				
- Current	**(67)**	(52)	**(211)**	(161)
- Deferred	**99**	143	**(97)**	119
	32	91	**(308)**	(42)
Profit and total comprehensive income for the period	**$ 5,119**	$ 3,355	**$ 17,012**	$ 24,091
Profit and total comprehensive income for the period attributable to:				
- Unitholders	**$ 5,073**	$ 3,375	**$ 16,862**	$ 24,009
- Non-controlling interests	**46**	(20)	**150**	82
	$ 5,119	$ 3,355	**$ 17,012**	$ 24,091

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 January 1, 2023	$ 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	37,873	-	37,873	-	37,873
- Exchangeable unit redemption (Note 20)	145	-	145	-	145
- Repurchase of units under normal course issuer bid	(56)	(25)	(81)	-	(81)
- Distributions declared to unitholders		(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**
Balance as at January 1, 2024	$ 313,442	$233,045	$ 546,487	$ 2,437	$ 548,924
Profit and total comprehensive income for the period	-	16,862	16,862	150	17,012
Transactions with unitholders, recorded directly in equity:					
- Issuance of units under the RU plan (Note 20)	78	-	78	-	78
- Repurchase of units under normal course issuer bid (Note 20)	(14)	(4)	(18)	-	(18)
- Distributions declared to unitholders (Note 21)	-	(23,175)	(23,175)	-	(23,175)
- Contributions to non-controlling interests	-	-	-	(72)	(72)
Balance as at September 30, 2024	**$ 313,506**	**$ 226,728**	**$ 540,234**	**$ 2,515**	**$ 542,749**

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, 2024	3 Months Ended September 30, 2023	**9 Months Ended September 30, 2024**	9 Months Ended September 30, 2023
Cash obtained from (used for):				
Operating activities				
Profit and total comprehensive income for the period	**$ 5,119**	$ 3,355	**$ 17,012**	$ 24,091
Items not affecting cash:				
Finance costs - operations (Note 19)	**7,816**	7,029	**22,968**	21,527
Share of profit of associates	**(2,123)**	(1,337)	**(3,765)**	(2,608)
Net change in fair value of investment properties	**3,596**	10,919	**12,224**	10,472
Net change in fair value of convertible debentures	**426**	(450)	**279**	(658)
Net change in fair value of Class B exchangeable LP units	**544**	(416)	**243**	(1,017)
Net change in fair value of interest rate swaps (Note 11)	**2,366**	(1,486)	**1,737**	(2,014)
Net change in fair value of right-of-use land lease assets	**205**	202	**611**	601
Issuance of units under the RU plan	**78**	-	**78**	-
Impairment of notes receivable	**140**	-	**330**	-
Current and deferred income taxes	**(32)**	(91)	**308**	42
Straight-line rent (Note 16)	**(169)**	(16)	**(387)**	(27)
Interest paid	**(6,730)**	(5,919)	**(19,787)**	(19,132)
Imputed interest paid on right-of-use land lease liabilities (Note 19)	**(632)**	(625)	**(1,893)**	(1,875)
Cash distributions paid to Class B exchangeable LP unitholders (Note 19)	**(81)**	(81)	**(243)**	(245)
Income taxes paid	**(37)**	(56)	**(345)**	(75)
Distributions from equity accounted investments	**473**	462	**1,345**	1,526
Leasing commissions paid (Note 22(c))	**(105)**	(288)	**(253)**	(600)
Change in non-cash working capital (Note 22(a))	**(993)**	1,641	**(4,613)**	(2,079)
	9,861	12,843	**25,849**	27,929
Financing activities				
Cash distributions paid to unitholders	**(7,725)**	(7,725)	**(23,174)**	(22,574)
Repurchase of units under normal course issuer bid (Note 20)	**-**	(32)	**(18)**	(81)
Net proceeds from bought deal	**-**	-	**-**	37,873
Gross mortgage proceeds	**20,518**	7,172	**68,966**	45,184
Fees incurred for placement of mortgages	**(336)**	(153)	**(599)**	(377)
Early mortgage discharge fees paid (Note 19)	**-**	-	**(211)**	(50)
Mortgages repaid	**(15,408)**	(2,684)	**(49,336)**	(35,735)
Mortgages repaid on disposal of investment properties and land (Note 4(d))	**(557)**	-	**(4,401)**	(13,762)
Early mortgage discharge fees paid on disposal of investment properties	**-**	-	**(40)**	-
Periodic mortgage principal repayments	**(3,065)**	(3,097)	**(9,224)**	(9,099)
Right-of-use land lease principal repayments	**(205)**	(202)	**(611)**	(601)
Gross proceeds of mortgage bonds	**-**	85	**70**	2,345
Redemption of mortgage bonds	**(50)**	(210)	**(1,530)**	(2,470)
Gross proceeds from non-convertible debentures (Note 8)	**-**	-	**5,150**	6,000
Redemption of debentures (Note 8)	**-**	-	**(401)**	(47,250)
Fees incurred for placement of mortgage bonds and debentures	**(6)**	(4)	**(27)**	(23)
Distribution from equity accounted investments from financing proceeds	**-**	-	**110**	-
Increase in notes payable	**-**	10	**18**	12
	(6,834)	(6,840)	**(15,258)**	(40,608)
Investing activities				
Investment properties – additions (Note 22(c))	**(2,925)**	(16,430)	**(21,499)**	(35,672)
Proceeds from disposal of investment properties and land (Note 4(d))	**11,200**	7,529	**22,041**	31,623
Proceeds from assets previously held for sale (Note 4(d))	**-**	-	**1,140**	9,719
Advances to equity accounted investments for developments	**-**	(580)	**-**	(780)
Contributions to non-controlling interests, recorded in non-controlling interests and in liabilities	**(52)**	(52)	**(155)**	(162)
Decrease (increase) in deposits for acquisitions and financings (Note 6)	**(761)**	44	**(1,113)**	16
Decrease (increase) in notes and advances receivable	**(394)**	(233)	**2,994**	(759)
Repayment of tenant loans	**23**	15	**58**	50
Issuance of tenant loans	**-**	(61)	**(246)**	(159)
	7,091	(9,768)	**3,220**	3,876
Net increase (decrease) in cash	**10,118**	(3,765)	**13,811**	(8,803)
Cash less bank indebtedness, beginning of the period	**(34,783)**	(35,576)	**(38,476)**	(30,538)
Cash less bank indebtedness, end of the period	**$ (24,665)**	$ (39,341)	**$ (24,665)**	$ (39,341)

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

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, 2023, 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 7, 2024.

3. Summary of Material Accounting Policies

(i) Changes in Accounting Policies

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" or 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.

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 adopted the Amendments in the interim condensed consolidated financial statements beginning on January 1, 2024, when they became effective. As of result of adopting the amendments, Class B exchangeable LP units of $4.255 million and $5.336 million and Series VIII convertible debentures of $11.244 million and $11.894 million were reclassified from non-current liabilities to current liabilities on the Consolidated Statement of Financial Position, at December 31, 2023 and January 1, 2023, respectively. Consistent with the requirements under IAS 1 and National Instrument 51-102, Plaza has presented a third statement of financial position as at January 1, 2023, to show the effect of the adoption of the amendments at the beginning of the preceding period.

(ii) Future Accounting Policy Changes

On April 9, 2024, the IASB issued IFRS 18 *Presentation and Disclosure in Financial Statements* to improve reporting of financial performance. IFRS 18 replaces IAS 1 *Presentation of Financial Statements*. It carries forward many requirements from IAS 1 unchanged.

IFRS 18 applies for annual reporting periods beginning on or after January 1, 2027. Earlier application is permitted.

The new Accounting Standard introduces significant changes to the structure of a company's income statement, more discipline and transparency in presentation of management's own performance measures (commonly referred to as 'non-GAAP measures,') and less aggregation of items into large, single numbers.

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

The main impacts of the new Accounting Standard include:

- introducing a newly defined 'operating profit' subtotal and a requirement for all income and expenses to be allocated between three new distinct categories based on a company's main business activities (i.e. operating, investing and financing);
- requiring disclosure about management performance measures (MPMs); and
- adding new principles for aggregation and disaggregation of information.

Plaza intends to adopt IFRS 18 in its consolidated financial statements beginning on January 1, 2027, when the standard becomes effective.

4. Investment Properties

	September 30, 2024[1]				December 31, 2023[1]			
	Income producing properties	**Properties under development**	**ROU land lease assets**	**Total**	Income producing properties	Properties under development	ROU land lease assets	Total
Balance, beginning of the period:	**$ 1,036,377**	**$ 72,886**	**$ 64,402**	**$ 1,173,665**	$ 1,025,249	$ 78,620	$ 65,206	$ 1,169,075
Additions (deductions):								
Additions to investment properties (Note 22(c))	**4,159**	**12,423**	**-**	**16,582**	16,891	37,248	-	54,139
Disposals (Note 4(d))	**(22,041)**	**-**	**-**	**(22,041)**	(27,696)	-	-	(27,696)
Transfers	**68,350**	**(68,350)**	**-**	**-**	44,046	(44,046)	-	-
Straight line rent receivable change	**345**	**42**	**-**	**387**	35	25	-	60
Reclass to investment properties held for sale (Note 4(f))	**(3,884)**	**-**	**-**	**(3,884)**	(1,140)	-	-	(1,140)
Change in fair value – income producing and under development	**(10,808)**	**(1,416)**	**-**	**(12,224)**	(21,008)	1,039	-	(19,969)
Change in fair value – right-of-use land lease assets	**-**	**-**	**(611)**	**(611)**	-	-	(804)	(804)
Balance, end of the period:	**$ 1,072,498**	**$ 15,585**	**$ 63,791**	**$ 1,151,874**	$ 1,036,377	$ 72,886	$ 64,402	$ 1,173,665

[1] Reconciling numbers between the opening and ending balance for September 30, 2024, include nine months of activity and between the opening and ending balance for December 31, 2023 include twelve months of activity.

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 significant unobservable inputs include capitalization rates and 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.

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

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. In addition, adjustments may be made to the internal valuations to reflect assumptions contained in external appraisals, discussed below, where the appraisal may better reflect the specific qualities of a property. 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.

(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 valuators in preparing their reports, as well as their value conclusions using direct capitalization, discounted cash flow and direct comparison approaches, and holds discussions with them on the reasonableness of their assumptions. When the external appraisal better reflects the value of a property, the external appraisal 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, $118.1 million were based on external appraisals, of which $27.7 million were based on external appraisals obtained during the current quarter, (year ended December 31, 2023 - $100.1 million).

As at September 30, 2024 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	64	6.27%	5.25% - 8.25%	5.75% - 9.75%
Quick Service Restaurant	39	6.83%	5.50% - 8.25%	5.50% - 10.00%
Anchored Open-Air Centre – Class A	16	6.51%	5.25% - 8.00%	5.75% - 8.75%
Anchored Open-Air Centre – Class B	41	6.96%	5.50% - 9.00%	6.25% - 10.00%
Unanchored Open-Air Centre	32	7.30%	5.50% - 9.00%	6.50% - 11.50%
Enclosed Malls – Community	3	9.83%	8.00% - 12.50%	7.75% - 13.50%
	195	6.86%		

(1) Excludes 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.

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

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

A sensitivity analysis of fair values of investment properties at September 30, 2024, based on changes to the capitalization rates used to determine fair values, is as follows:

Capitalization Rate Sensitivity Increase (Decrease)	Weighted average capitalization rate	Fair Value of Investment Properties[1]	Fair Value Variance	% Change
(0.75%)	6.11%	1,226,880	134,913	12.4%
(0.50%)	6.36%	1,178,258	86,291	7.9%
(0.25%)	6.61%	1,133,431	41,464	3.8%
September 30, 2024	**6.86%**	**1,091,967**	**-**	**-**
0.25%	7.11%	1,053,492	(38,475)	(3.5%)
0.50%	7.36%	1,017,692	(74,275)	(6.8%)
0.75%	7.61%	984,293	(107,674)	(9.9%)

(1) Includes assets held for sale and excludes right of use land lease assets and non-consolidated trusts and partnerships.

Although the fair value of investment properties reflects the Trust's best estimates as at September 30, 2024, the Trust continues to review its future net property operating income and cash flow projections and valuation of investment properties. Certain aspects of Plaza's operations could be further affected, including rental and occupancy rates, consumer demand and demand for retail space, capitalization rates, and construction costs, and the resulting value of Plaza's properties.

As at December 31, 2023 the Trust has utilized the following range of capitalization rates:

	Number of Properties[1]	Weighted average capitalization rates[1]	Capitalization Rate Matrix Ranges	
			Primary Market	**Secondary Market**
Freestanding or Mini Box	68	6.31%	5.25% - 8.25%	6.00% - 9.75%
Quick Service Restaurant	47	6.77%	5.50% - 8.50%	5.75% - 10.50%
Anchored Open-Air Centre – Class A	16	6.49%	5.25% - 8.00%	5.75% - 8.75%
Anchored Open-Air Centre – Class B	41	6.93%	5.50% - 9.00%	6.25% - 10.00%
Unanchored Open-Air Centre	33	7.33%	5.50% - 9.00%	6.50% - 11.50%
Enclosed Malls – Community	3	9.89%	8.00% - 12.50%	7.75% - 13.50%
	208	6.86%		

(1) Excludes non-consolidated trusts and partnerships.

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.

(a) Straight-line Rent

Included in investment properties at September 30, 2024 is $11.7 million (December 31, 2023 - $11.5 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, 2024 is $9.5 million of surplus lands at fair value (December 31, 2023 - $8.1 million).

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

(c) Borrowing Costs

The total amount of borrowing costs capitalized for the period ended September 30, 2024 is $1.8 million (for the period ended September 30, 2023 - $2.8 million).

(d) Disposals

Properties Disposed	**% Disposed**	**Gross Proceeds 9 Months Ended September 30, 2024[(1)]**	Gross Proceeds Year Ended December 31, 2023
Quick Service Restaurants and other non-core assets	**100%**	**$ 18,731**	$ 26,727
Non-core asset in Windsor, ON	**100%**	**4,450**	-
Non-core asset in Brampton, ON	**100%**	**-**	15,725
Surplus land in Welland, ON		**-**	4,504
Total disposals		**$ 23,181**	$ 46,956
Less: assets previously held for sale		**(1,140)**	(19,260)
Disposals excluding assets previously held for sale		**$ 22,041**	$ 27,696

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

Reconciliation of disposals with the Statements of Cash Flows	**Net Proceeds 9 Months Ended September 30, 2024**	Net Proceeds Year Ended December 31, 2023
Total disposals	**$ 23,181**	$ 46,956
Mortgages repaid on disposal	**(4,401)**	(16,063)
Net proceeds - cash	**$ 18,780**	$ 30,893
Recorded on the Statement of Cash Flows in:		
Investing activities: Proceeds from disposal of investment properties and land	**$ 22,041**	$ 37,237
Financing activities: Mortgages repaid on disposal of investment properties and land	**(4,401)**	(16,063)
Investing activities: Proceeds from assets previously held for sale	**1,140**	9,719
Net proceeds - cash	**$ 18,780**	$ 30,893

(e) 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 30 years, with some of the leases also containing non-automatic renewal options, extending the average life of the leases to 56 years including these non-automatic renewal options.

(f) Investment properties held for sale

The Trust has segregated five non-core investment properties located in New Brunswick as held for sale with a fair value of $3.9 million (December 31, 2023 - $1.1 million).

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

5. Receivables

Receivables consist of the following:

	September 30, 2024	December 31, 2023
Tenant accounts receivable, net of allowance	**$ 188**	$ 235
Tenant CAM and tax recovery accrual	**766**	1,497
Tenant accounts receivable – annual tax billings	**172**	263
Excise tax	**403**	1,968
Other receivables[(1)]	**3,028**	1,078
Income tax receivable	**66**	-
Total receivables	**$ 4,623**	$ 5,041

(1) Other receivables include a mortgage receivable of $1.6 million for a mortgage that closed in late September, but for which proceeds were not received until after September 30th.

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, 2024 is $246 thousand (December 31, 2023 - $320 thousand). This amount is deducted from tenant accounts receivable.

6. Prepaid Expenses and Deposits

Prepaid expenses and deposits consist of the following:

	September 30, 2024	December 31, 2023
Prepaid expenses	**$ 757**	$ 1,546
Prepaid property taxes	**5,311**	1,113
Deposits for acquisitions and financings	**1,735**	622
Total prepaid expenses and deposits	**$ 7,803**	$ 3,281

7. Notes and Advances Receivable

The notes and advances receivable are owed by co-owners of investment properties as a result of funding requirements 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, 2024**	December 31, 2023
Co-owners of certain investment properties (payable on demand)	6.00%[(1)]	**$ 3,417**	$ 7,017
	Prime + 1.5%[(1)]	**281**	281
	Prime + 1.25%	**550**	1,250
	Prime + 6.0%	**5,714**	4,658
	Non-interest bearing	**44**	44
Minority interest shareholders (payable on demand)	Prime + 0.75% or BA plus 2.25%	**502**	502
	Prime + 2.0%	**50**	50
Vendor take-back mortgage on sale of asset	7.5%	**250**	-
Impairment of notes receivable		**(1,666)**	(1,336)
Total notes and advances receivable		**$ 9,142**	$ 12,466

(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.

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

8. Debentures Payable

Debentures payable consist of the following:

	Maturity Date	Interest Rate	September 30, 2024	December 31, 2023[3]
Convertible[1]				
Series VIII	March 31, 2026	5.95%	**$ 11,523**	$ 11,244
Total convertible debentures			**11,523**	11,244
Series II non-convertible debentures[2]	February 28, 2027	5.00%	**3,537**	3,537
Series III non-convertible debentures[2] – Tranche A & B	March 31, 2025	6.75%	**6,000**	6,000
Series IV non-convertible debentures[2] – Tranche A & C	December 16, 2024	6.75%	**5,000**	3,251
Series V non-convertible debentures[2]	October 30, 2024	6.75%	**3,000**	-
Total non-convertible debentures			**17,537**	12,788
Total debentures payable			**29,060**	24,032
Less: unamortized finance charges – non-convertible debentures			**(38)**	(42)
Net debentures payable			**29,022**	23,990
Less: current portion of debentures payable			**(25,500)**	(20,477)
Total debentures payable – long-term portion			**$ 3,522**	$ 3,513

(1) Recorded at fair value based on a valuation methodology that uses differential equations for the Series VIII debentures. The fair value change of the total convertible debentures for the nine month period ending September 30, 2024 was a loss of $279 thousand (for the nine month period ended September 30, 2023 – gain of $658 thousand).
(2) Recorded at amortized cost.
(3) Restated to reflect retroactive application of amendments to IAS 1, refer to Note 3(i).

Convertible and non-convertible debentures are subordinate and unsecured.

In January 2024, $1.7 million in Series IV unsecured debentures were issued at an interest rate of 6.75%, maturing December 16, 2024.

In February and March 2024, a total of $6.0 million in Series III unsecured debentures were extended until March 31, 2025, at an interest rate of 6.75%.

In April 2024, $3.0 million in Series V unsecured debentures were issued at an interest rate of 6.75%, maturing October 30, 2024.

In June 2024, $579 thousand of Series IV unsecured debentures were extended at the same rate until December 16, 2024.

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

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

9. Mortgage Bonds Payable

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

			September 30, 2024	December 31, 2023
	Interest Rates	**Maturity Dates**	**Total**	Total
Series X.2	6.00%	January 15, 2024	**$ -**	$ 250
Series X.2	6.15%	July 15, 2025	**2,235**	2,235
Total Series X.2			**2,235**	2,485
Series XII	6.00%	January 15, 2024	**-**	1,160
Series XII	6.15%	July 15, 2025	**470**	520
Total Series XII			**470**	1,680
Gross mortgage bonds payable			**2,705**	4,165
Less: unamortized finance charges			**(6)**	(10)
Net mortgage bonds payable			**2,699**	4,155
Less: current portion of mortgage bonds payable			**(2,699)**	(4,155)
Net mortgage bonds payable – long-term portion			**$ -**	$ -

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 2024, the $250 thousand Series X.2 mortgage bonds and the $1.16 million Series XII mortgage bonds matured. Of the total matured, $150 thousand was repaid and the remaining $1.26 million participated in the issuance of Series IV non-convertible debentures.

In June 2024, the $1.5 million Series X.2 mortgage bonds matured and were extended to July 15, 2025. Of the total matured, $70 thousand was repaid, $1.43 million were extended and $70 thousand new bonds were issued.

In July 2024, the $725 thousand Series X.2 mortgage bonds, the $85 thousand Series XII mortgage bonds and $385 thousand of the Series XII mortgage bonds matured and were extended to July 15, 2025, and $50 thousand of Series XII were repaid.

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

10. Mortgages Payable and Other Loans

	Interest Rate Range	Weighted Average Effective Interest Rate	Maturity Dates	September 30, 2024	December 31, 2023
Secured fixed rate loans:	2.33% - 6.45%	4.33%	Up to Sept 2034	**$ 478,936**	$ 471,191
Unsecured interest-only fixed rate loans[(1)]:	5.00%	5.00%	Up to Sept 2025	**1,800**	3,600
Revaluation of loans upon acquisitions, net of amortization of $6,582 (December 31, 2023 - $6,549)				**191**	224
Less: unamortized finance charges				**(2,189)**	(2,154)
Total net fixed rate loans				**478,738**	472,861
Variable rate loans:					
- $20 million development facility	Prime plus 0.75% or CORRA plus 2.5%		July 31, 2025	**12,571**	8,889
- $15 million development facility	Prime plus 0.75% or CORRA plus 2.30%		July 31, 2025	**-**	1,293
- $8.0 million interim facility	Prime plus 1.50% or CORRA plus 2.80%		July 16, 2026	**4,309**	7,075
- $1.2 million unsecured interest-only loan[(1)]	Prime plus 1.05% (min. 5.00% rate)		January 15, 2024	**-**	1,171
- $13.4 million interim facility	Prime plus 1.00% or CORRA plus 2.80%		October 31, 2024	**13,312**	13,057
- $6.75 million interim facility	Prime plus 1.00% or CORRA plus 2.80%		December 21, 2024	**6,221**	5,760
- $6.2 million interim facility	Prime plus 0.90% or CORRA plus 2.45%		February 28, 2025	**3,938**	3,938
- $6.75 million interim facility	Prime plus 0.95% or CORRA plus 2.75%		April 8, 2025	**6,750**	6,750
- $7.25 million interim facility	Prime plus 1.00% or CORRA plus 2.80%		January 1, 2025	**7,171**	6,667
- $5.0 million interim facility	Prime plus 0.95% or CORRA plus 2.75%		December 31, 2024	**2,373**	1,984
Less: unamortized finance charges				**(157)**	(62)
Total net variable rate loans				**56,488**	56,522
Net mortgages payable				**535,226**	529,383
Less: mortgages payable and other loans – current portion				**(107,028)**	(105,066)
Total mortgages payable and other loans – long-term portion				**$ 428,198**	$ 424,317

(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 Canadian Overnight Repo Rate Average ("CORRA") plus 2.5%, and the other is a $15.0 million revolving facility that bears interest at prime plus 0.75% or CORRA plus 2.30%. At September 30, 2024 there is $22.4 million available on these development facilities (December 31, 2023 - $24.8 million). The Trust must maintain certain financial ratios to comply with the facilities. These covenants include loan-to-value, debt coverage, interest coverage and occupancy covenants, as well as unitholder equity tests. As of September 30, 2024, 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, 2024, 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 seven mortgages. The interest rate swaps mature in August 2027, May, June and August 2029, November 2033, and September 2034 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 $1.0 million at September 30, 2024 and derivative liabilities of $1.0 million at September 30, 2024, (December 31, 2023 – derivative assets of $1.7 million). The Trust recorded a fair value loss on the interest rate swaps of $1.7 million for the nine months ended September 30, 2024 (for the nine months ended September 30, 2023 – gain of $2.0 million).

12. Bank Indebtedness

The Trust has a $60.0 million (December 31, 2023 - $60.0 million) revolving operating line of credit facility with a Canadian chartered bank at the rate of prime plus 0.75% or CORRA plus 2.30%, maturing July 31, 2026. The amount available to be drawn fluctuates depending on the specific assets pledged as security. Based on the assets pledged at September 30, 2024, the available limit was $52.5 million of which $33.3 million (December 31, 2023 – $49.3 million) was drawn and therefore the maximum amount remaining available to be drawn on the facility was $18.7 million (December 31, 2023 – $6.7 million), net of letters of credit outstanding of $473 thousand (December 31, 2023 - $508 thousand). As security, at September 30, 2024, the Trust has provided a $60.0 million demand debenture secured by a first mortgage over twenty-four properties.

13. Right-of-use Land Lease Liabilities

The Trust has investment properties located on land which is leased. The right-of-use 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 30 years, with some of the leases also containing non-automatic renewal options, extending the average life of the leases to 56 years including these non-automatic renewal options.

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

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, 2024	December 31, 2023
Accounts payable and accrued liabilities	**$ 9,120**	$ 17,198
Tenant CAM and tax accrual	**855**	636
Distributions payable	**2,602**	2,603
Excise tax payable	**1,705**	1,712
Accrued interest payable	**1,841**	1,686
Deferred tenant revenue and deposits	**5,773**	4,635
Income tax payable	**-**	47
Other	**356**	421
Total accounts payable, accrued liabilities, tenant payables and tenant deposits	**$ 22,252**	$ 28,938

15. Notes Payable

Notes payable consist of the following:

	Interest Rate	**September 30, 2024**	December 31, 2023
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	**947**	929
Total notes payable		**$ 1,208**	$ 1,190

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

16. Revenues

	3 Months Ended September 30, 2024	3 Months Ended September 30, 2023	**9 Months Ended September 30, 2024**	9 Months Ended September 30, 2023
Contractual revenue	**$ 20,218**	$ 19,441	**$ 59,955**	$ 58,165
Straight-line rent	**169**	16	**387**	27
Property tax and insurance recoveries – current year	**6,560**	5,876	**19,543**	17,121
Property tax and insurance recoveries – prior year	**72**	(29)	**182**	17
Cost recovery revenue	**3,221**	2,995	**10,348**	9,628
Lease termination revenue	**168**	-	**201**	-
Other revenue	**6**	(5)	**41**	144
Total property revenues	**$ 30,414**	$ 28,294	**$ 90,657**	$ 85,102

17. Operating Expenses

	3 Months Ended September 30, 2024	3 Months Ended September 30, 2023	**9 Months Ended September 30, 2024**	9 Months Ended September 30, 2023
Property taxes and insurance	**$ 7,006**	$ 5,897	**$ 20,682**	$ 17,869
Recoverable expenses	**3,305**	3,291	**12,573**	12,346
Non-recoverable expenses	**452**	646	**1,309**	1,969
Total operating expenses	**$ 10,763**	$ 9,834	**$ 34,564**	$ 32,184

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

18. Administrative Expenses

	3 Months Ended September 30, 2024	3 Months Ended September 30, 2023	**9 Months Ended September 30, 2024**	9 Months Ended September 30, 2023
Salaries and benefits	**$ 1,485**	$ 1,184	**$ 4,868**	$ 4,027
Restricted units	**110**	16	**190**	107
Professional services	**211**	265	**749**	795
Trustee fees	**169**	222	**485**	440
Office, travel and IT related expenses	**341**	353	**1,092**	1,090
Total administrative expenses before fair value impact	**2,316**	2,040	**7,384**	6,459
Fair value items:				
- Restricted unit fair value	**26**	(11)	**13**	(22)
- Deferred unit fair value	**255**	(216)	**122**	(361)
Total administrative expenses	**$ 2,597**	$ 1,813	**$ 7,519**	$ 6,076

Total employee salaries and benefits, including restricted units, recorded by the Trust during the period ended September 30, 2024 were $10.4 million, of which $4.3 million is included in operating expenses, $5.1 million is included in administrative expenses and $1.0 million has been capitalized to investment properties (for the period ended September 30, 2023 – $9.3 million, of which $4.0 million is in operating expenses, $4.2 million is in administrative expenses and $1.1 million is in investment properties).

19. Finance Costs - Operations

	3 Months Ended September 30, 2024	3 Months Ended September 30, 2023	**9 Months Ended September 30, 2024**	9 Months Ended September 30, 2023
Mortgage interest	**$ 5,884**	$ 5,756	**$ 17,504**	$ 17,465
Debenture interest	**460**	317	**1,298**	1,471
Mortgage bond interest	**42**	64	**116**	188
Distributions paid to Class B exchangeable LP unitholders	**81**	81	**243**	245
Operating line of credit interest	**693**	820	**2,577**	1,973
Interest and bank charges	**158**	180	**413**	547
Amortization of finance charges	**161**	178	**504**	524
Early mortgage discharge fees	**-**	-	**251**	50
Imputed interest on right-of-use land lease liabilities	**632**	625	**1,893**	1,875
Mark to market amortization	**(11)**	(11)	**(33)**	(33)
Capitalization of interest	**(284)**	(981)	**(1,798)**	(2,778)
Finance costs - operations	**$ 7,816**	$ 7,029	**$ 22,968**	$ 21,527

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 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, 2024		December 31, 2023	
	Units (000s)	**Amount**	Units (000s)	Amount
Exchangeable LP units outstanding, beginning of the period	**1,156**	**$ 4,255**	1,191	$ 5,336
Exchanges	**-**	**-**	(35)	(145)
Fair value adjustment for the period		**243**		(936)
Exchangeable LP units outstanding, end of the period	**1,156**	**$ 4,498**	1,156	$ 4,255

(ii) Special Voting Units

At September 30, 2024, there were 1,156,000 (December 31, 2023 - 1,156,000) special voting units outstanding, issued in connection with 1,156,000 (December 31, 2023 - 1,156,000) Class B exchangeable LP units of a subsidiary of the Trust (see above).

(iii) Units

	Nine Months Ended September 30, 2024		Year Ended December 31, 2023	
	Trust Units (000s)	**Amount**	Trust Units (000s)	Amount
Units outstanding, beginning of the period	**110,368**	**$ 313,442**	101,800	$ 275,512
Issuance of units:				
Units issued through bought deal	**-**	**-**	8,548	37,863
Exchange of Class B exchangeable LP units	**-**	**-**	35	145
RU and DU plan	**22**	**78**	13	-
Repurchase and cancellation of units under normal course issuer bid	**(5)**	**(14)**	(28)	(78)
Units outstanding, end of the period	**110,385**	**$ 313,506**	110,368	$ 313,442

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 period ended September 30, 2024 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 concluded on September 27, 2024. All units purchased under the renewed NCIB were 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 concluded on September 27, 2024.

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

For the period ended September 30, 2024, 4,920 units have been repurchased for cancellation under Plaza's renewed NCIB at a weighted average price of $3.6391. With this, to September 30, 2024, Plaza has purchased a total of 1,196,730 units for cancellation since the commencement of the original NCIB on September 28, 2018 at a weighted average price of $4.0162.

21. Distributions

Distributions are declared monthly at the discretion of the Board.

	3 Months Ended September 30, 2024	3 Months Ended September 30, 2023	**9 Months Ended September 30, 2024**	9 Months Ended September 30, 2023
Distributions declared to unitholders[(1)]	**$ 7,726**	$ 7,725	**$ 23,175**	$ 22,775

[(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, 2024	3 Months Ended September 30, 2023	**9 Months Ended September 30, 2024**	9 Months Ended September 30, 2023
Receivables	**$ (346)**	$ (894)	**$ 484**	$ (537)
Prepaid expenses and deposits	**2,462**	3,254	**(3,410)**	(1,954)
Change in construction accruals removed from investing activities	**(21)**	(1,901)	**5,078**	(2,116)
Accounts payable, accrued liabilities, tenant payables and tenant deposits	**(3,088)**	1,182	**(6,765)**	2,528
Total cash from change in non-cash working capital	**$ (993)**	$ 1,641	**$ (4,613)**	$ (2,079)

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

(b) Changes in Liabilities Arising from Financing Activities

	September 30, 2024	December 31, 2023
Current and long-term debt [1] – beginning of the period	**$ 627,376**	$ 675,676
Repayment of convertible debentures	**-**	(47,250)
Gross proceeds from non-convertible debentures	**5,150**	9,251
Redemption/repayment of debentures	**(401)**	-
Redemption/repayment of mortgage bonds	**(1,530)**	(2,970)
Gross proceeds from mortgage bonds	**70**	2,345
Periodic mortgage principal repayments	**(9,224)**	(12,209)
Right-of-use land lease principal repayments	**(611)**	(804)
Mortgages repaid	**(48,779)**	(42,130)
Mortgages repaid on sale of investment properties	**(4,958)**	(16,063)
Gross mortgage proceeds	**68,966**	62,617
Fees incurred for placement of debt	**(626)**	(422)
Increase (decrease) in notes payable	**18**	2
Non-cash changes in current and long-term debt:		
Net change in fair value of Class B exchangeable LP units	**243**	(936)
Net change in fair value of convertible debentures	**279**	(662)
Net change in fair value of convertible debentures prior to repayment	**-**	445
Exchange of Class B exchangeable LP units	**-**	(145)
Amortization of finance charges	**504**	675
Mark to market amortization	**(33)**	(44)
Current and long-term debt [1] – end of the period	**$ 636,444**	$ 627,376

[1] Debt defined for this purpose as mortgage bonds, debentures, mortgages payable, notes payable, Class B exchangeable LP units and right-of-use land lease liabilities.

(c) Reconciliation for Additions to Investment Properties

Reconciliation with Note 4	**3 Months Ended September 30, 2024**	3 Months Ended September 30, 2023	**9 Months Ended September 30, 2024**	9 Months Ended September 30, 2023
Additions to Investment Properties (Note 4)	**$ 3,022**	$ 18,590	**$ 16,582**	$ 38,327
Non-cash impacts included in above:				
Amortization of tenant improvements	**29**	29	**92**	61
Change in construction accrual	**(21)**	(1,901)	**5,078**	(2,116)
Additions to Investment Properties – cash	**$ 3,030**	$ 16,718	**$ 21,752**	$ 36,272
Recorded on Consolidated Statement of Cash Flows in:				
Operating activities: Leasing commissions paid	**$ 105**	$ 288	**$ 253**	$ 600
Investing activities: Investment Properties – additions	**2,925**	16,430	**21,499**	35,672
Additions to Investment Properties - cash	**$ 3,030**	$ 16,718	**$ 21,752**	$ 36,272

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

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, 2024	December 31, 2023
Doug McGregor (Chairman and Trustee)	**$ 400**	$ 400
Stephen Johnson (Trustee)	**519**	519
Lynda Savoie (Trustee)	**15**	15
Michael Zakuta (President and Chief Executive Officer and Trustee)	**1,065**	684
Total	**$ 1,999**	$ 1,618

Key management personnel own $200 thousand in non-convertible debentures of the Trust at September 30, 2024 (December 31, 2023 - 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, 2024	December 31, 2023
Entities owned (directly or indirectly), controlled or significantly influenced by Michael Zakuta.	**$ 261**	$ 261

(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.

	Land Rent Paid	
Related Parties:	**September 30, 2024**	September 30, 2023
A company beneficially owned by Earl Brewer and Michael Zakuta	$ 903	$ 900

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

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

	Ownership %	
Property	**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	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	-	4.28%

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 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**	
Related Party:	**September 30, 2024**	December 31, 2023	**September 30, 2024**	September 30, 2023
Earl Brewer	**$ 216**	$ 402	**$ 37**	$ 44
Michael Zakuta	**$ 244**	$ 447	**$ 53**	$ 60

(iii) The Montreal office of Plaza Group Management Limited, a wholly owned subsidiary of the Trust and Plaza's internalized property manager, 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.

(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 Accounting Standards, 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, 2024			December 31, 2023		
	Level 1	**Level 2**	**Level 3**	Level 1	Level 2	Level 3
Derivative assets	**$ -**	**$ -**	**$ 1,037**	$ -	$ -	$ 1,725
	$ -	**$ -**	**$ 1,037**	$ -	$ -	$ 1,725
Class B exchangeable LP units	**$ 4,498**	**$ -**	**$ -**	$ 4,255	$ -	$ -
Derivative liabilities	**-**	**-**	**1,049**	-	-	-
Series VIII convertible debentures	**-**	**-**	**11,523**	-	-	11,244
	$ 4,498	**$ -**	**$ 12,572**	$ 4,255	$ -	$ 11,244

The fair value of the derivative assets and derivative liabilities 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 VIII convertible debentures are valued as described in Note 8.

25. Subsequent Events

Distributions

The Trust paid a cash distribution of $0.02333 per unit for a total of $2.6 million on October 15, 2024.

Financings

In October 2024, the $13.4 million interim financing facility was repaid with the placement of long-term debt on the underlying property.

In October 2024, the $3.0 million Series V debentures renewed with a maturity of April 30, 2025, and an interest rate of 6.00%.