

# 2023 THIRD QUARTER REPORT

MANAGEMENT'S DISCUSSION AND ANALYSIS  
AND CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS

MORGUARD NORTH AMERICAN RESIDENTIAL REIT

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

### TABLE OF CONTENTS

#### Part I

Forward-Looking Statements Disclaimer	3
Specified Financial Measures	3

#### Part II

Business Overview and Strategy	8
Financial and Operational Highlights	9
Real Estate Properties	10
Average Monthly Rent and Occupancy by Region	11

#### Part III

Review of Operational Results	14
Funds From Operations	24
Distributions	25

#### Part IV

Balance Sheet Analysis	27
------------------------	----

#### Part V

Liquidity and Capital Resources	31
Capital Structure and Debt Profile	32
Unitholders' Equity, Special Voting Units and Class B LP Units	36

#### Part VI

Related Party Transactions	38
----------------------------	----

#### Part VII

Summary of Significant Accounting Policies and Estimates	39
Financial Instruments	39
Risks and Uncertainties	40
Controls and Procedures Concerning Financial Information	40

#### Part VIII

Summary of Quarterly Information	41
Subsequent Event	42

#### Part IX

Reconciliation of Non-GAAP Financial Measures	43
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## PART I

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Morguard North American Residential Real Estate Investment Trust (“Morguard Residential REIT” or the “REIT”) is pleased to provide this review of operations and update on our financial performance for the three and nine months ended September 30, 2023. Unless otherwise noted, dollar amounts are stated in thousands of Canadian dollars, except per suite and REIT trust unit (“Unit”) amounts.

The following Management’s Discussion and Analysis (“MD&A”) sets out the REIT’s strategies and provides an analysis of the financial performance for the three and nine months ended September 30, 2023, and significant risks facing the business. Historical results, including trends that might appear, should not be taken as indicative of future operations or results.

This MD&A should be read in conjunction with the REIT’s unaudited condensed consolidated financial statements and accompanying notes for the three and nine months ended September 30, 2023 and 2022. This MD&A is based on financial information prepared in accordance with International Financial Reporting Standards (“IFRS”) IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”) and is dated October 24, 2023. Disclosure contained in this document is current to that date unless otherwise noted.

Additional information relating to Morguard Residential REIT, including the REIT’s Annual Information Form, can be found at [www.sedarplus.ca](http://www.sedarplus.ca) and [www.morguard.com](http://www.morguard.com).

### FORWARD-LOOKING STATEMENTS DISCLAIMER

Statements contained herein that are not based on historical or current fact, including without limitation, statements containing the words “anticipates”, “believes”, “may”, “continue”, “estimate”, “expects” and “will” and words of similar expression, constitute “forward-looking statements”. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward-looking statements. Such factors include, among others, the following: general economic and business conditions, both nationally and in the regions in which the REIT operates; changes in business strategy or development/acquisition plans; environmental exposures; financing risk; existing governmental regulations and changes in, or the failure to comply with, governmental regulations; liability and other claims asserted against the REIT; risk and uncertainties relating to the outbreak of the novel strain of the coronavirus identified as COVID-19 and other factors referred to in the REIT’s filings with Canadian securities regulators. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. Morguard Residential REIT does not assume the obligation to update or revise any forward-looking statements.

### SPECIFIED FINANCIAL MEASURES

Morguard Residential REIT reports its financial results in accordance with IFRS. However, this MD&A also uses specified financial measures that are not defined by IFRS, which follow the disclosure requirements established by National Instrument 52-112 *Non-GAAP and Other Financial Measures Disclosure*. Specified financial measures are categorized as non-GAAP financial measures, non-GAAP ratios, and other financial measures, which are capital management measures, supplementary financial measures, and total of segments measures.

### NON-GAAP FINANCIAL MEASURES

Non-GAAP financial measures do not have any standardized meaning prescribed by IFRS and are not necessarily comparable to similar measures presented by other reporting issuers in similar or different industries. These measures should be considered as supplemental in nature and not as substitutes for related financial information prepared in accordance with IFRS. The REIT’s management uses these measures to aid in assessing the REIT’s underlying core performance and provides these additional measures so that investors may do the same. Management believes that the non-GAAP financial measures described below, which supplement the IFRS measures, provide readers with a more comprehensive understanding of management’s perspective on the REIT’s operating results and performance.

The following discussion describes the non-GAAP financial measures the REIT uses in evaluating its operating results:

### **PROPORTIONATE SHARE BASIS**

The REIT's balance sheet and statements of income prepared in accordance with IFRS have been adjusted (as described below) to derive the REIT's proportionately owned financial results ("Proportionate Basis"). The Proportionate Basis adjustment excludes the impact of realty taxes accounted for under IFRIC 21 (described below) and records realty taxes for all properties on a *pro rata* basis over the entire fiscal year. Management believes that the Proportionate Basis non-GAAP financial measures, which supplement the IFRS measures, provide readers with a more comprehensive understanding of management's perspective on the REIT's operating results and performance.

### **Non-Controlling Interest Share ("NCI Share")**

NCI Share adjusts for three Canadian properties and two U.S. properties whereby the REIT controls but does not own a 100% interest in the subsidiary and, as a result, the REIT fully consolidates their financial results within its consolidated financial statements. The adjustment removes the non-controlling interest portion that is consolidated under IFRS. The presentation of *pro rata* assets, liabilities, revenue and expenses represents a non-GAAP financial measure and may not accurately depict the legal and economic implications of the REIT's interest in the joint ventures.

### **Equity-Accounted Investments ("Equity Interest")**

Equity Interest adjusts interests in joint arrangements that are accounted for using the equity method of accounting. The financial results of one U.S. property (two U.S. properties prior to January 5, 2023) under IFRS are presented on a single line within the consolidated balance sheet and statements of income and have been adjusted on a proportionately owned basis to each respective financial statement line presented within the balance sheet and statements of income. The presentation of *pro rata* assets, liabilities, revenue and expenses represents a non-GAAP financial measure and may not accurately depict the legal and economic implications of the REIT's interest in the joint venture.

### **IFRIC 21**

Net operating income ("NOI") includes the impact of realty taxes accounted for under the International Financial Reporting Interpretations Committee ("IFRIC") Interpretation 21, Levies ("IFRIC 21"). IFRIC 21 states that an entity recognizes a levy liability in accordance with the relevant legislation. The obligating event for realty taxes for the U.S. municipalities in which the REIT operates is ownership of the property on January 1 of each year for which the tax is imposed and, as a result, the REIT records the entire annual realty tax expense for its U.S. properties on January 1, except for U.S. properties acquired during the year in which the realty taxes are not recorded in the year of acquisition.

A reconciliation of the REIT's proportionately owned financial results from the IFRS financial statement presentation is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."

### **PROPORTIONATE SHARE NOI ("PROPORTIONATE NOI")**

NOI and Proportionate NOI are important measures in evaluating the operating performance of the REIT's real estate properties and are a key input in determining the fair value of the REIT's properties. Proportionate NOI represents NOI (an IFRS measure) adjusted for the following: i) to exclude the impact of realty taxes accounted for under IFRIC 21 as noted above. Proportionate NOI records realty taxes for all properties on a *pro rata* basis over the entire fiscal year; ii) to exclude the non-controlling interest share of NOI for those properties that are consolidated under IFRS; and iii) to include equity-accounted investments NOI at the REIT's ownership interest.

In addition, included in Proportionate Share NOI is the composition of revenue from real estate properties (an IFRS measure) in three categories: i) gross rental revenue (before vacancy and ancillary revenue); ii) vacancy; and iii) ancillary revenue. The presentation of revenue from real estate properties in these three categories (on a Proportionate Share Basis) represents a non-GAAP financial measure and is presented in this MD&A because management considers this non-GAAP financial measure to be an important measure of the REIT's operating performance that provides a more comprehensive understanding of revenue from real estate properties.

A reconciliation of Proportionate NOI from the IFRS financial statement presentation of NOI (revenue from real estate properties (and the composition of revenue), property operating costs, realty taxes and utilities) is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."

### **SAME PROPERTY PROPORTIONATE NOI**

Same Property Proportionate NOI is presented in this MD&A because management considers this non-GAAP financial measure to be an important measure of the REIT's operating performance for properties owned by the REIT continuously for the current and comparable reporting period and does not take into account the impact of the operating performance of property acquisitions and dispositions as well as development properties until reaching stabilized occupancy. In addition, Same Property Proportionate NOI is presented in local currency and by country, isolating any impact of foreign exchange fluctuations. A reconciliation of the components of Same Property Proportionate NOI is presented under the section Part III, "Review of Operational Results."

A reconciliation of Same Property Proportionate NOI from the IFRS financial statement presentation of NOI (revenue from real estate properties (and the composition of revenue), property operating costs, realty taxes and utilities) is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."

### **FUNDS FROM OPERATIONS ("FFO")**

FFO (and FFO per Unit) is a non-GAAP financial measure widely used as a real estate industry standard that supplements net income (loss) and evaluates operating performance but is not indicative of funds available to meet the REIT's cash requirements. FFO can assist with comparisons of the operating performance of the REIT's real estate between periods and relative to other real estate entities. FFO is computed by the REIT in accordance with the current definition of the Real Property Association of Canada ("REALPAC") and is defined as net income (loss) attributable to Unitholders adjusted for fair value adjustments, distributions on the Class B LP Units, realty taxes accounted for under IFRIC 21, deferred income taxes (on the REIT's U.S. properties), gains/losses on the sale of real estate properties (including income taxes on the sale of real estate properties) and other non-cash items. The REIT considers FFO to be a useful measure for reviewing its comparative operating and financial performance. FFO per Unit is calculated as FFO divided by the weighted average number of Units outstanding (including Class B LP Units) during the period.

A reconciliation of net income (loss) attributable to Unitholders (an IFRS measure) to FFO is presented under the section Part III, "Funds From Operations."

### **INDEBTEDNESS**

Indebtedness (as defined in the Declaration of Trust) is a measure of the amount of debt financing utilized by the REIT. Indebtedness is presented in this MD&A because management considers this non-GAAP financial measure to be an important measure of the REIT's financial position.

A reconciliation of indebtedness from the IFRS financial statement presentation is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."

### **GROSS BOOK VALUE**

Gross book value (as defined in the Declaration of Trust) is a measure of the value of the REIT's assets. Gross book value is presented in this MD&A because management considers this non-GAAP financial measure to be an important measure of the REIT's asset base and financial position.

A reconciliation of gross book value from the IFRS financial statement presentation is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."

### **TOTAL DISTRIBUTIONS (INCLUDING CLASS B LP UNITS)**

Total distributions (including Class B LP Units) is a non-GAAP financial measure calculated by combining distributions to Unitholders and distributions on the Class B LP Units that originate from different IFRS financial statement line items. Under IFRS, the Class B LP Units are classified as financial liabilities, and the corresponding distributions paid to the unitholders are classified as interest expense. Total distributions (including Class B LP Units) is presented in this MD&A because management believes Class B LP Unit distribution payments do not represent financing charges because these amounts are payable only if the REIT declares distributions and only for the amount of any distributions declared, both of which are at the discretion of the Board of Trustees as outlined in the Declaration of Trust (defined below).

A reconciliation of the IFRS financial statement presentation of Unitholders distribution plus distributions on the Class B LP Units is presented under the section Part III, "Distributions."

### **NON-GAAP RATIOS**

Non-GAAP ratios do not have any standardized meaning prescribed by IFRS and are not necessarily comparable to similar measures presented by other reporting issuers in similar or different industries. These measures should be considered as supplemental in nature and not as substitutes for related financial information prepared in accordance with IFRS. The REIT's management uses these measures to aid in

assessing the REIT's underlying core performance and provides these additional measures so that investors may do the same. Management believes that the non-GAAP ratios described below, provide readers with a more comprehensive understanding of management's perspective on the REIT's operating results and performance.

The following discussion describes the non-GAAP ratios the REIT uses in evaluating its operating results:

#### **PROPORTIONATE NOI MARGIN**

Proportionate NOI margin is calculated as Proportionate NOI divided by revenue (on a Proportionate Basis) and is an important measure in evaluating the operating performance (including the level of operating expenses) of the REIT's real estate properties. Proportionate NOI margin is presented in this MD&A because management considers this non-GAAP ratio to be an important measure of the REIT's operating performance and financial position.

#### **FFO PAYOUT RATIO**

FFO payout ratio compares distributions (including Class B LP Units) to FFO. Distributions (including Class B LP Units) is calculated based on the monthly distribution per Unit multiplied by the weighted average number of Units outstanding (including Class B LP Units) during the period and is an important metric in assessing the sustainability of retained cash flow to fund capital expenditures and distributions. FFO payout ratio is presented in this MD&A because management considers this non-GAAP ratio to be an important measure of the REIT's operating performance and financial position.

#### **INDEBTEDNESS TO GROSS BOOK VALUE RATIO**

Indebtedness to gross book value ratio is a compliance measure in the Declaration of Trust and establishes the limit for financial leverage of the REIT. Indebtedness to gross book value ratio is presented in this MD&A because management considers this non-GAAP ratio to be an important measure of the REIT's financial position.

#### **INTEREST COVERAGE RATIO**

Interest coverage ratio measures the amount of cash flow available to meet annual interest payments on the REIT's indebtedness. Generally, the higher the interest coverage ratio, the lower the credit risk. Interest coverage ratio is presented in this MD&A because management considers this non-GAAP ratio to be an important measure of the REIT's operating performance and financial position.

#### **INDEBTEDNESS COVERAGE RATIO**

Indebtedness coverage ratio measures the amount of cash flow available to meet annual principal and interest payments on the REIT's indebtedness. Generally, the higher the indebtedness coverage ratio, the higher the capacity for additional debt. Indebtedness coverage ratio is presented in this MD&A because management considers this non-GAAP ratio to be an important measure of the REIT's operating performance and financial position.

#### **SUPPLEMENTARY FINANCIAL MEASURES**

Supplementary financial measures represent a component of a financial statement line item (including ratios that are not non-GAAP ratios) that are presented in a more granular way outside the financial statements, calculated in accordance with the accounting policies used to prepare the line item presented in the financial statements.

The following discussion describes the supplementary financial measures the REIT uses in evaluating its operating results:

#### **SAME PROPERTY NOI**

Same Property NOI is presented in this MD&A because management considers this supplementary financial measure to be an important measure of the REIT's operating performance, representing NOI for properties owned by the REIT continuously for the current and comparable reporting period and does not take into account the impact of the operating performance of property acquisitions and dispositions as well as development properties until reaching stabilized occupancy. In addition, Same Property NOI is presented in local currency and by country, isolating any impact of foreign exchange fluctuations. A summary of the components of Same Property NOI is presented under the section Part III, "Review of Operational Results."

Included in Same Property NOI is the composition of revenue from real estate properties (an IFRS measure) in three categories: i) gross rental revenue (before vacancy and ancillary revenue); ii) vacancy; and iii) ancillary revenue. The presentation of revenue from real estate properties in these three categories represents a supplementary financial measure and is presented in this MD&A because management considers this measure

to be an important measure of the REIT's operating performance that provides a more comprehensive understanding of revenue from real estate properties.

### **NOI MARGIN**

NOI margin is calculated as NOI divided by revenue and is an important measure in evaluating the operating performance (including the level of operating expenses) of the REIT's real estate properties. NOI margin is presented in this MD&A because management considers this supplementary financial measure to be an important measure of the REIT's operating performance and financial position.

### **REAL ESTATE PROPERTIES BY REGION**

The composition of the REIT's real estate properties by region is presented in this MD&A because management considers this supplementary financial measure to be an important measure of the REIT's asset base and financial position. A summary of the components of real estate properties by region is presented under the section Part IV, "Balance Sheet Analysis."

### **CAPITAL EXPENDITURES BY COUNTRY**

The composition of the REIT's capital expenditures by country is presented in this MD&A because management considers this supplementary financial measure to be an important measure of the REIT's capital expenditures by its Canadian and U.S. portfolios. The REIT is committed to improving its operating performance by incurring appropriate capital expenditures in order to replace and maintain the productive capacity of its property portfolio so as to sustain its rental income generating potential over the portfolio's useful life. A summary of the components of capital expenditures by country is presented under the section Part IV, "Balance Sheet Analysis."

### **LOAN-TO-VALUE ("LTV")**

LTV is calculated by multiplying a rate of leverage by the real estate properties' fair value and is presented in this MD&A by year and is plotted against the maturity profile of the REIT's mortgages payable. Included in the analysis is an equity-accounted investment at the REIT's interest. The presentation of LTV against its corresponding mortgage maturity profile represents a supplementary financial measure and is presented in this MD&A because management considers this measure to be an important measure of the REIT's financial position. A table illustrating the LTV by year, plotted against the REIT's mortgage maturity profile is presented under the section Part V, "Capital Structure and Debt Profile."

### **CAPITAL MANAGEMENT MEASURES**

The REIT's capital management is designed to maintain a level of capital that allows it to implement its business strategy while complying with investment and debt restrictions pursuant to the Declaration of Trust, as well as existing debt covenants, while continuing to build long-term Unitholder value and maintaining sufficient capital contingencies.

The following discussion describes the REIT capital management measures:

#### **TOTAL CAPITALIZATION**

Total capitalization as disclosed in the notes to the REIT's unaudited condensed consolidated financial statements for the three and nine months ended September 30, 2023, and 2022 is calculated as the sum of the principal amount of the REIT's total debt (including mortgages payable, convertible debentures, lease liabilities and amounts drawn under its revolving credit facility with Morguard Corporation), Unitholders' equity and Class B LP Units liability, and is presented in this MD&A because management considers this capital management measure to be an important measure of the REIT's financial position.

#### **LIQUIDITY**

Liquidity is calculated as the sum of cash, amounts available under its revolving credit facility with Morguard and any committed net additional mortgage financing proceeds and is presented in this MD&A because management considers this capital management measure to be an important measure of the REIT's financial position as well as determining the annual level of distributions to Unitholders.

## PART II

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### BUSINESS OVERVIEW AND STRATEGY

The REIT is an unincorporated open-ended real estate investment trust established pursuant to a declaration of trust dated March 1, 2012, and as most recently amended and restated on February 16, 2021 (the "Declaration of Trust"), under and governed by the laws of the Province of Ontario. The Units of the REIT trade on the Toronto Stock Exchange ("TSX") under the symbol "MRG.UN."

The REIT has been formed to own multi-suite residential rental properties across Canada and the United States. The objectives of the REIT are to: i) generate stable and growing cash distributions on a tax-efficient basis; ii) enhance the value of the REIT's assets and maximize the long-term value of the Units through active asset and property management; and iii) expand the asset base of the REIT primarily through acquisitions and improvement of its properties through targeted and strategically deployed capital expenditures.

The REIT's internal growth strategy will focus on maximizing cash flow from its portfolio. The REIT intends to increase cash flows by maximizing occupancy and average monthly rent ("AMR"), taking into account local conditions in each of its regional markets, managing its operating expenses as a percentage of revenues and strengthening its asset base through its building infrastructure improvement and capital expenditure programs.

The REIT's external growth strategy is focused on opportunities to acquire additional multi-suite residential properties located in urban centres and major suburban regions in Canada and the United States that satisfy the REIT's investment criteria, as well as generating greater cash flow from acquired properties. The REIT will seek to leverage its relationship with Morguard Corporation ("Morguard") to access acquisition opportunities that satisfy the REIT's investment criteria. Additionally, subject to limited exceptions, the REIT has the right of first opportunity to acquire the existing interests in Morguard's multi-suite residential properties prior to any disposition by Morguard to a third party.

## FINANCIAL AND OPERATIONAL HIGHLIGHTS

As at (In thousands of dollars, except as noted otherwise)	September 30, 2023	December 31, 2022	September 30, 2022
<b>Operational Information</b>			
Number of properties	43	42	43
Total suites	13,089	12,849	13,189
Occupancy percentage - Canada	98.9%	98.6%	98.3%
Occupancy percentage - U.S.	93.7%	95.3%	95.7%
AMR - Canada (in actual dollars)	\$1,655	\$1,588	\$1,573
AMR - U.S. (in actual U.S. dollars)	US\$1,874	US\$1,771	US\$1,742
<b>Summary of Financial Information</b>			
Gross book value <sup>(1)</sup>	\$4,168,456	\$3,934,417	\$4,227,268
Indebtedness <sup>(1)</sup>	\$1,613,501	\$1,496,179	\$1,550,637
Indebtedness to gross book value ratio <sup>(1)</sup>	38.7%	38.0%	36.7%
Weighted average mortgage interest rate	3.72%	3.50%	3.45%
Weighted average term to maturity on mortgages payable (years)	5.1	4.9	4.9
Exchange rates - United States dollar to Canadian dollar	\$1.35	\$1.35	\$1.38
Exchange rates - Canadian dollar to United States dollar	\$0.74	\$0.74	\$0.72

(1) Represents a non-GAAP financial measure/ratio that does not have any standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures presented by other reporting issuers in similar or different industries. This measure should be considered as supplemental in nature and not as substitutes for related financial information prepared in accordance with IFRS. Additional information on this non-GAAP financial measure/ratio can be found under the section Part I, "Specified Financial Measures."

(In thousands of dollars, except per Unit amounts)	Three months ended September 30		Nine months ended September 30	
	2023	2022	2023	2022
<b>Summary of Financial Information</b>				
Interest coverage ratio <sup>(1)</sup>	2.38	2.53	2.47	2.53
Indebtedness coverage ratio <sup>(1)</sup>	1.60	1.59	1.62	1.56
Revenue from real estate properties	\$83,646	\$70,766	\$246,620	\$203,415
NOI	\$52,418	\$44,875	\$125,220	\$104,755
Proportionate NOI <sup>(1)</sup>	\$44,179	\$39,597	\$131,081	\$111,825
Same Property Proportionate NOI <sup>(1)</sup>	\$39,274	\$36,913	\$117,797	\$105,446
NOI margin - IFRS	62.7%	63.4%	50.8%	51.5%
NOI margin - Proportionate <sup>(1)</sup>	53.1%	54.8%	53.5%	53.9%
Net income	\$39,151	\$81,168	\$160,915	\$418,860
FFO - basic <sup>(1)</sup>	\$21,936	\$21,137	\$67,601	\$59,277
FFO - diluted <sup>(1)</sup>	\$22,791	\$22,113	\$70,362	\$62,155
FFO per Unit - basic <sup>(1)</sup>	\$0.40	\$0.38	\$1.21	\$1.05
FFO per Unit - diluted <sup>(1)</sup>	\$0.39	\$0.37	\$1.19	\$1.03
Distributions per Unit	\$0.1800	\$0.1749	\$0.5400	\$0.5247
FFO payout ratio <sup>(1)</sup>	45.5%	46.6%	44.6%	49.8%
Weighted average number of Units outstanding (in thousands):				
Basic <sup>(2)</sup>	55,437	56,315	55,889	56,304
Diluted <sup>(2) (3)</sup>	57,756	60,548	58,903	60,537
Average exchange rates - United States dollar to Canadian dollar	\$1.34	\$1.31	\$1.35	\$1.28
Average exchange rates - Canadian dollar to United States dollar	\$0.75	\$0.77	\$0.74	\$0.78

(1) Represents a non-GAAP financial measure/ratio that does not have any standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures presented by other reporting issuers in similar or different industries. This measure should be considered as supplemental in nature and not as substitutes for related financial information prepared in accordance with IFRS. Additional information on this non-GAAP financial measure/ratio can be found under the section Part I, "Specified Financial Measures."

(2) For purposes of calculating FFO per Unit, Class B LP Units are included as Units outstanding on both a basic and diluted basis.

(3) Includes the dilutive impact of the convertible debentures.

## REAL ESTATE PROPERTIES

As at September 30, 2023, the REIT's multi-suite residential property portfolio consists of 16 Canadian properties and 27 U.S. properties, having a total of 13,089 residential suites and 239,500 square feet of commercial area. The properties are primarily located in urban centres and major suburban regions in Alberta, Ontario, Colorado, Texas, Louisiana, Illinois, Georgia, Florida, North Carolina, Virginia and Maryland.

Approximately 79% of suites in Canada are located in Toronto and Mississauga, which form part of the Greater Toronto Area ("GTA"). The GTA is Canada's most significant economic cluster and contains the largest concentration of people. The regional distribution of the remaining suites serves to add stability to the REIT's cash flows because it reduces the REIT's vulnerability to economic fluctuations affecting any particular region.

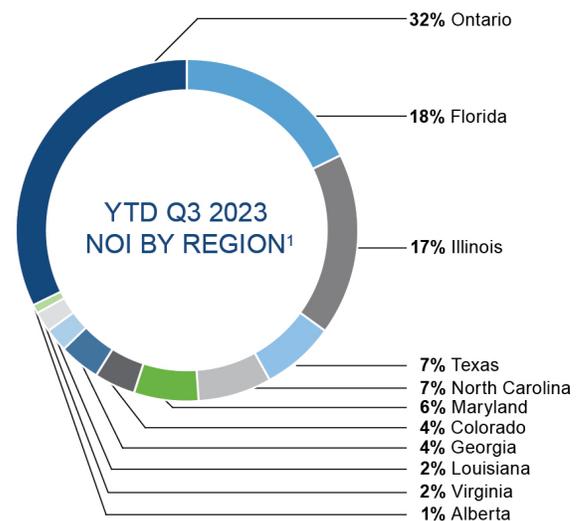
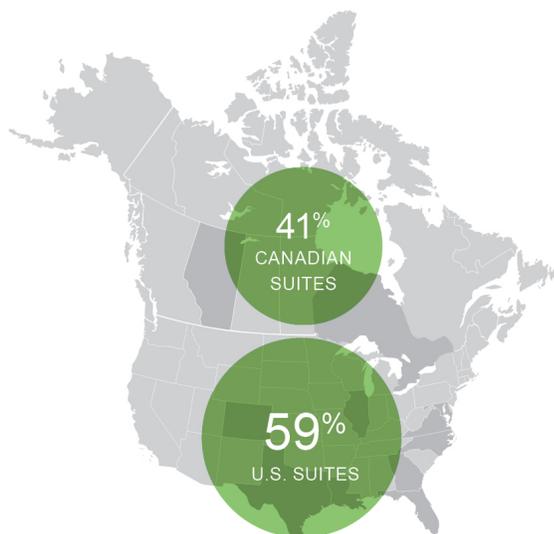
The following table details the regional distribution of the REIT's portfolio as at September 30, 2023:

Region (In thousands of dollars, except as otherwise noted)	Number of Properties	Total Suites <sup>(1)</sup>	% of the Portfolio (based on suites)	Fair Value of Real Estate Properties <sup>(1)</sup>
<b>Canadian Properties</b>				
<b>Alberta</b>	1	277	2.1%	\$50,000
<b>Ontario</b>				
Mississauga	7	2,219	17.0%	778,800
Toronto	6	1,997	15.3%	450,390
Other <sup>(2)</sup>	2	842	6.4%	245,100
	<b>16</b>	<b>5,335</b>	<b>40.8%</b>	<b>\$1,524,290</b>
<b>U.S. Properties</b>				
<b>Colorado</b>	2	454	3.5%	\$160,753
<b>Texas</b>	3	1,021	7.8%	279,053
<b>Louisiana</b>	2	249	1.9%	70,169
<b>Illinois</b>	4	1,795	13.7%	872,448
<b>Georgia</b>	2	522	4.0%	161,834
<b>Florida</b>	9	2,253	17.2%	715,478
<b>North Carolina</b>	2	864	6.6%	270,265
<b>Virginia</b>	1	104	0.8%	67,871
<b>Maryland<sup>(3)</sup></b>	2	492	3.7%	239,236
	<b>27</b>	<b>7,754</b>	<b>59.2%</b>	<b>\$2,837,107</b>
Impact of realty taxes accounted for under IFRIC 21				9,039
<b>Total</b>	<b>43</b>	<b>13,089</b>	<b>100.0%</b>	<b>\$4,370,436</b>

(1) Total suites and fair value of real estate properties include non-controlling interest; the REIT, on a proportionate basis, has ownership of 12,315 suites. Fair value of real estate properties represents the sum of real estate properties (\$4,052,168) and an equity-accounted investment property (\$318,268), inclusive of non-controlling interest share.

(2) Other Ontario includes one property in each of Kitchener, Ontario and Ottawa, Ontario.

(3) Includes a retail property comprising 186,712 square feet of commercial area.



<sup>1</sup> Includes equity-accounted investments at ownership share and excludes the impact of realty taxes under IFRIC 21.

## AVERAGE MONTHLY RENT AND OCCUPANCY BY REGION

The following table details AMR (in actual dollars), stated in local currency, and occupancy of the REIT's portfolio for the following periods and is calculated on a proportionate ownership basis:

Region	AMR/Suite at September 30, 2023	AMR/Suite at September 30, 2022	% Change	Occupancy at September 30, 2023	Occupancy at September 30, 2022
<b>Canadian Properties (in Canadian dollars)</b>					
<b>Alberta</b>	<b>\$1,398</b>	\$1,359	<b>2.9%</b>	<b>97.8%</b>	88.8%
<b>Ontario</b>					
Mississauga <sup>(1)</sup>	1,854	1,767	4.9%	99.0%	99.2%
Toronto	1,486	1,409	5.5%	99.3%	98.6%
Other <sup>(2)</sup>	1,620	1,525	6.2%	98.3%	98.3%
Total Ontario	1,669	1,585	5.3%	99.0%	98.8%
<b>Total Canada (in Canadian dollars)</b>	<b>\$1,655</b>	\$1,573	<b>5.2%</b>	<b>98.9%</b>	98.3%
<b>U.S. Properties (in U.S. dollars)</b>					
<b>Colorado</b>	<b>\$1,808</b>	\$1,697	<b>6.5%</b>	<b>95.1%</b>	96.7%
<b>Texas</b>	<b>1,661</b>	1,571	<b>5.7%</b>	<b>93.4%</b>	95.4%
<b>Louisiana</b>	<b>1,645</b>	1,682	<b>(2.2%)</b>	<b>91.8%</b>	94.6%
<b>Illinois</b>	<b>2,683</b>	2,537	<b>5.8%</b>	<b>96.7%</b>	96.9%
<b>Georgia</b>	<b>1,638</b>	1,529	<b>7.1%</b>	<b>91.5%</b>	96.0%
<b>Florida</b>	<b>1,728</b>	1,621	<b>6.6%</b>	<b>93.1%</b>	95.2%
<b>North Carolina</b>	<b>1,475</b>	1,369	<b>7.7%</b>	<b>91.3%</b>	96.4%
<b>Virginia</b>	<b>2,455</b>	2,314	<b>6.1%</b>	<b>98.1%</b>	97.1%
<b>Maryland</b>	<b>2,097</b>	2,003	<b>4.7%</b>	<b>98.8%</b>	96.7%
<b>U.S. Same Property</b>	<b>1,844</b>	1,740	<b>6.0%</b>	<b>93.7%</b>	95.9%
Disposition/Acquisition <sup>(3)</sup>	2,273	1,781	27.6%	94.4%	92.0%
<b>Total U.S. (in U.S. dollars)</b>	<b>\$1,874</b>	\$1,742	<b>7.6%</b>	<b>93.7%</b>	95.7%
<b>Total (in local currencies)</b>	<b>\$1,781</b>	\$1,669	<b>6.7%</b>	<b>96.0%</b>	96.8%

(1) Excludes 36 suites impacted by a fire at a property during the second quarter of 2022.

(2) Other Ontario includes one property in each of Kitchener, Ontario and Ottawa, Ontario.

(3) U.S. disposition includes a property located in Coconut Creek, Florida (sold in October 2022).

U.S. acquisition includes the 50% interest in Fenestra at Rockville Town Square (acquired in January 2023) and Xavier Apartments (acquired in March 2023).

### CANADIAN PROPERTIES

As at September 30, 2023, Canadian AMR per suite was \$1,655, an increase of 5.2% compared to September 30, 2022. Sequentially, Canadian AMR at September 30, 2023, increased by 1.5%, compared to \$1,631 as at June 30, 2023.

Effective January 1, 2023, the Ontario guideline rental rate increase is 2.5% (2022 - 1.2%), which has contributed to a higher rental rate growth than in previous years. The REIT also experienced rental rate growth from above-guideline increases ("AGI") at several properties upon the completion of capital projects as well as rental rate increases on suite turnover. In addition, within the Ontario portfolio, the REIT has filed AGI applications relating to eligible capital repairs, providing the ability to increase rents upon approval from the Landlord and Tenant Board.

The REIT continued to experience steady demand, particularly towards the end of last year and during 2023, which allowed the REIT to increase rents from below market rates as suites turned over. During the nine months ended September 30, 2023, the REIT's Canadian portfolio turned over 487 suites, or 9.1% of total suites and achieved AMR growth of 21.6% on suite turnover. Overall, Canadian turnover is lower compared to 15.4% achieved during the nine months ended September 30, 2022.

As at September 30, 2023, AMR at the REIT's single property in Edmonton, Alberta, increased by 2.9% compared to September 30, 2022. Improved occupancy has allowed the REIT to increase rental rates. The Edmonton market is experiencing a recovery as economic conditions improve, and as new rental inventory is absorbed.

As at September 30, 2023, occupancy in Canada increased to 98.9%, compared to 98.3% at September 30, 2022, and sequentially, occupancy increased compared to 98.4% at June 30, 2023. Rental market conditions remain stable as housing demand is out distancing supply, and as an elevated level of immigration and a high interest rate environment discourage tenants from home ownership.

Occupancy at the REIT's Other Ontario region remained stable at 98.3% at September 30, 2023, compared to 98.3% at September 30, 2022. Occupancy in the Other Ontario region stabilized as universities resumed in-class learning during the third quarter of 2022 after a period of elevated vacancy throughout 2021 and the first half of 2022 at the REIT's property located in Ottawa.

As at September 30, 2023, occupancy at the REIT's single property located in Edmonton, Alberta, at 97.8%, increased from 88.8% at September 30, 2022. Leasing activity has increased to pre-pandemic levels with university students predominately leasing suites towards the end of the third quarter. In addition, rental market conditions have improved as new inventory is absorbed.

## U.S. PROPERTIES

As at September 30, 2023, U.S. Same Property AMR per suite increased by 6.0% compared to September 30, 2022. Same Property AMR growth was led by North Carolina, Georgia, Florida, Colorado, Virginia, Illinois and Texas, as these regions continue to show signs of solid market fundamentals.

As at September 30, 2023, Same Property AMR at the REIT's properties located in Chicago, increased by 5.8% compared to September 30, 2022, due to stabilized occupancy and increased rental demand. In addition, management's focus has continued to find the optimal balance of occupancy and market rent growth in the REIT's Chicago market. Market rents are expected to remain stable as we move into the slower winter leasing season as occupancies have remained strong throughout most of this submarket.

In addition, recent acquisitions to the REIT's urban Chicago holdings, were Echelon Chicago acquired during the third quarter of 2022, a 350-suite luxury high-rise in the West Loop constructed in 2008, and Xavier Apartments acquired during the first quarter of 2023, a 240-suite residential property constructed in 2015. As at September 30, 2023, occupancies were stable at 94.4% and AMR was \$2,466, reflecting the quality of the assets acquired, further bolstering AMR within the portfolio.

The REIT maintained Same Property AMR growth during the third quarter within all submarkets except Louisiana, one of the REIT's smallest markets, while enjoying strong occupancies throughout the portfolio. Though management believes some supply challenges will continue in a few markets, demand continues to remain consistent throughout the portfolio. We expect AMR growth to continue to slow through the winter season. The REIT continues to utilize revenue management tools aimed at balancing rent growth, traffic and renewal exposure. That balance has been maintained as management continues to adapt to evolving market conditions, matching expiring leases with new move-ins, using multiple technologies, including: active social media marketing, virtual leasing, contactless apartment tours and an artificial intelligence leasing assistant.

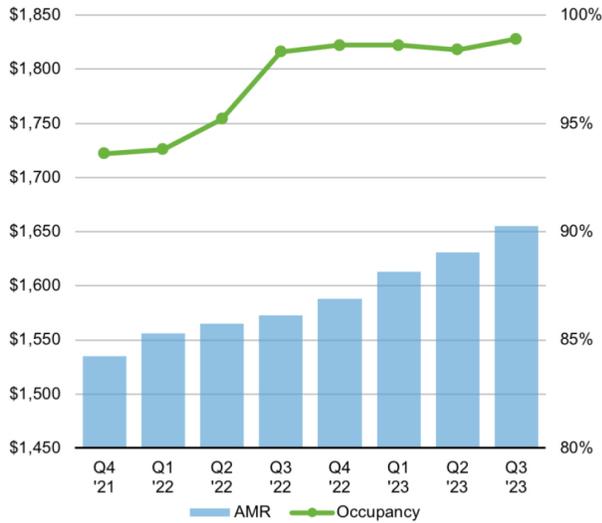
As at September 30, 2023, U.S. Same Property occupancy decreased to 93.7% compared to 95.9% at September 30, 2022, while AMR levels continued to climb across the majority of the portfolio. Management's active leasing and renewal strategies continue to be successful as it continually monitors rents, lease term and exposure, enabling the portfolio to maintain solid rent growth and occupancies. Resident retention remains a major driver of occupancy as management focuses on providing value through excellent customer service and valued amenities, while working consistently to increase rents at reasonable rates.

Sequentially, as at September 30, 2023, U.S. Same Property occupancy of 93.7% decreased compared to 95.3% as at June 30, 2023. Stable occupancy levels were maintained alongside higher rents. While the REIT manages through economic uncertainty, inflationary pressures and high interest rates, management believes that home ownership will continue to be unattainable for many due to increasing interest and insurance rates, making renting the more reasonable and necessary choice. Looking ahead, management expects occupancies to be stable through the winter months, with reduced leasing activity as well as fewer suite turnovers in the majority of its markets.

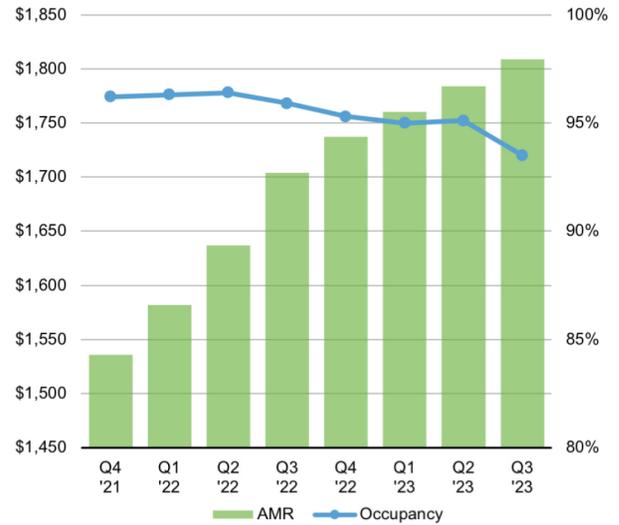
For the nine months ended September 30, 2023, the REIT's rental incentives amounted to \$659 (2022 - \$744), mainly at properties that were impacted by new supply and increased vacancy in urban markets. Incentives were used on an as-needed basis in those limited submarkets to compete with new inventory.

The following table details AMR (in actual dollars), stated in local currency, and occupancy of the REIT's Same Property portfolio at each quarter end since December 31, 2021:

### CANADA



### U.S.



## PART III

### REVIEW OF OPERATIONAL RESULTS

The REIT's operational results are summarized below:

(In thousands of dollars)	Three months ended September 30		Nine months ended September 30	
	2023	2022	2023	2022
Revenue from real estate properties	\$83,646	\$70,766	\$246,620	\$203,415
Property operating expenses				
Property operating costs	(23,908)	(18,819)	(68,164)	(53,813)
Realty taxes	(2,587)	(2,485)	(37,839)	(30,493)
Utilities	(4,733)	(4,587)	(15,397)	(14,354)
<b>Net operating income</b>	<b>52,418</b>	<b>44,875</b>	<b>125,220</b>	<b>104,755</b>
Other expenses (income)				
Interest expense	17,976	16,043	54,738	46,373
Trust expenses	5,391	5,001	16,352	13,777
Equity loss (income) from investments	3,193	(3,857)	(1,017)	(10,017)
Foreign exchange loss (gain)	(10)	(75)	14	(92)
Other expenses (income)	349	(717)	(270)	(1,874)
<b>Income before fair value changes and income taxes</b>	<b>25,519</b>	<b>28,480</b>	<b>55,403</b>	<b>56,588</b>
Fair value gain (loss) on real estate properties, net	(29,124)	55,643	100,119	411,449
Fair value gain on Class B LP Units	34,446	17,740	23,251	40,647
<b>Income before income taxes</b>	<b>30,841</b>	<b>101,863</b>	<b>178,773</b>	<b>508,684</b>
Provision for (recovery of) income taxes				
Current	322	33	390	105
Deferred	(8,632)	20,662	17,468	89,719
	(8,310)	20,695	17,858	89,824
<b>Net income for the period</b>	<b>\$39,151</b>	<b>\$81,168</b>	<b>\$160,915</b>	<b>\$418,860</b>
<b>Net income (loss) attributable to:</b>				
Unitholders	\$40,491	\$70,097	\$151,213	\$395,128
Non-controlling interest	(1,340)	11,071	9,702	23,732
	\$39,151	\$81,168	\$160,915	\$418,860

### REVENUE FROM REAL ESTATE PROPERTIES

Higher rental revenue for the three and nine months ended September 30, 2023, is mainly due to rental rate increases, foreign exchange fluctuations and the net impact from the acquisition and disposition of properties.

### NET OPERATING INCOME

The following tables provide the NOI and Proportionate NOI for the REIT's consolidated Canadian and U.S. operations and present the following non-GAAP financial measures/ratios: Proportionate NOI, Same Property Proportionate NOI and Proportionate NOI margin. These non-GAAP measures do not have any standardized meaning prescribed by IFRS and are not necessarily comparable to similar measures presented by other reporting issuers in similar or different industries. These measures should be considered as supplemental in nature and not as substitutes for related financial information prepared in accordance with IFRS. Additional information on these non-GAAP financial measures/ratios can be found under the section Part I, "Specified Financial Measures."

Same Property results for the three and nine months ended September 30, 2023, measures the operating performance for properties owned and have reached stabilization by the REIT continuously since July 1, 2022 and January 1, 2022, respectively, and excludes the following properties: i) Briarhill Apartments in Atlanta, Georgia, sold during the second quarter of 2022; ii) Greenbrier Estates in Slidell, Louisiana, sold during the third quarter of 2022; iii) Blue Isle Apartment Homes in Coconut Creek, Florida, sold during the fourth quarter of 2022; iv) Echelon Chicago and Rockville Town Square, acquired during the third quarter of 2022; and v) Fenestra at Rockville Town Square (50% interest) and Xavier Apartments, acquired during the first quarter of 2023.

Same Property and Same Property Proportionate results for the three and nine months ended September 30, 2023 both represent 11,317 and 11,479 residential suites, respectively.

### Net Operating Income - Three months ended September 30, 2023

The following table provides the consolidated net operating income for the REIT's Canadian and U.S. properties:

For the three months ended September 30 (In thousands of dollars)	2023		2022	
	NOI	Proportionate NOI	NOI	Proportionate NOI
<b>Revenue from properties</b>				
Same Property				
Gross rental revenue (before vacancy and ancillary revenue)	\$69,167	\$70,965	\$64,278	\$65,918
Vacancy	(3,548)	(3,606)	(3,188)	(3,210)
Ancillary	5,675	5,580	4,932	4,863
Same Property	71,294	72,939	66,022	67,571
Acquisition/Disposition/Equity Reclassification	12,352	10,194	4,744	4,744
Total revenue from properties	83,646	83,133	70,766	72,315
<b>Property operating expenses</b>				
Same Property				
Operating costs	19,862	20,243	17,598	18,037
Realty taxes	2,749	9,086	2,478	8,088
Utilities	4,233	4,336	4,472	4,533
Same Property	26,844	33,665	24,548	30,658
Acquisition/Disposition/Equity Reclassification	4,384	5,289	1,343	2,060
Total property operating expenses	31,228	38,954	25,891	32,718
<b>NOI</b>				
Same Property	44,450	39,274	41,474	36,913
Acquisition/Disposition/Equity Reclassification	7,968	4,905	3,401	2,684
<b>Total NOI</b>	<b>\$52,418</b>	<b>\$44,179</b>	<b>\$44,875</b>	<b>\$39,597</b>
<b>NOI margin</b>	<b>62.7%</b>	<b>53.1%</b>	<b>63.4%</b>	<b>54.8%</b>

For the three months ended September 30, 2023, NOI from the REIT's properties increased by \$7,543 (or 16.8%) to \$52,418, compared to \$44,875 in 2022. The increase in NOI is due to an increase in Same Property NOI of \$2,976 (or 7.2%) and a net increase in NOI of \$4,567 from acquisition and disposition of properties as well as the reclassification of the REIT's 50% interest in Fenestra from Same Property NOI as the comparative period NOI was reported under equity-accounted income. The Same Property increase of \$2,976 is due to an increase in Canada of \$1,710 (or 12.0%), an increase in the U.S. of US\$417 (or 2.0%) and the change in foreign exchange rate which increased NOI by \$849.

For the three months ended September 30, 2023, Proportionate NOI from the REIT's properties increased by \$4,582 (or 11.6%) to \$44,179, compared to \$39,597 in 2022. The increase in Proportionate NOI is due to an increase in Same Property Proportionate NOI of \$2,361 (or 6.4%) and a net increase in Proportionate NOI of \$2,221 from acquisition and disposition of properties. The Same Property increase of \$2,361 is due to an increase in Canada of \$1,707 (or 12.1%), an increase in the U.S. of US\$46 (or 0.3%) and the change in foreign exchange rate which increased Proportionate NOI by \$608.

The following table provides the consolidated net operating income for the REIT's Canadian and U.S. properties in local currency:

For the three months ended September 30 (In thousands of dollars)	2023		2022	
	NOI	Proportionate NOI	NOI	Proportionate NOI
Same Property NOI - Canada (local currency)	\$15,902	\$15,812	\$14,192	\$14,105
Same Property NOI - U.S. (local currency)	21,291	17,497	20,874	17,451
Acquisition/Disposition/Equity Reclassification (local currency)	5,938	3,660	2,603	2,054
Exchange amount to Canadian dollars	9,287	7,210	7,206	5,987
<b>Total NOI</b>	<b>\$52,418</b>	<b>\$44,179</b>	<b>\$44,875</b>	<b>\$39,597</b>

The following table provides the NOI and Proportionate NOI for the REIT's Canadian properties:

For the three months ended September 30 (In thousands of dollars)	2023		2022	
	NOI	Proportionate NOI	NOI	Proportionate NOI
<b>Revenue from properties</b>				
Gross rental revenue (before vacancy and ancillary revenue)	\$26,214	\$26,072	\$24,978	\$24,842
Vacancy	(579)	(577)	(896)	(893)
Ancillary <sup>(1)</sup>	1,264	1,256	1,031	1,025
Revenue from properties	26,899	26,751	25,113	24,974
<b>Property operating expenses</b>				
Operating costs	5,766	5,736	5,616	5,589
Realty taxes	2,798	2,781	2,573	2,557
Utilities	2,433	2,422	2,732	2,723
Total property operating expenses	10,997	10,939	10,921	10,869
<b>NOI</b>	<b>\$15,902</b>	<b>\$15,812</b>	<b>\$14,192</b>	<b>\$14,105</b>
<b>NOI margin</b>	<b>59.1%</b>	<b>59.1%</b>	<b>56.5%</b>	<b>56.5%</b>

(1) Ancillary revenue mainly comprises parking, laundry and cable income; amortized rent concessions and storage fees. Ancillary revenue also includes commercial revenue, net of vacancy.

For the three months ended September 30, 2023, NOI from the Canadian properties increased by \$1,710 (or 12.0%) to \$15,902, compared to \$14,192 in 2022. The increase in NOI is primarily due to an increase in revenue of \$1,786 (or 7.1%) from higher gross rental revenue (4.9%) resulting from an increase in AMR and lower vacancy due to improved leasing activity, partially offset by an increase in operating expenses of \$76 (or 0.7%). The increase in operating expenses was due to an increase in realty taxes of \$225, and higher operating costs of \$150 from an increase in general and administrative expenses (higher bad debts), repairs and maintenance (contract expense), insurance expense (higher premiums) and property management fees, partially offset by lower utilities of \$299. The increase in realty taxes was mainly due to a higher mill rate as most property assessments continue to be based on 2016 assessed values. The decrease in utilities was mainly due to: i) a decrease in water consumption resulting from the completion of a toilet retrofit project at certain GTA properties, partially offset by an increase in water rate, ii) a decrease in hydro consumption, partly offset by an increase in hydro rates and reduced rebates under Ontario Electricity Rebate program, and iii) a decrease in gas consumption and rate.

For the three months ended September 30, 2023, Proportionate NOI from the Canadian properties increased by \$1,707 (or 12.1%) to \$15,812, compared to \$14,105 in 2022. The increase in Proportionate NOI is due to an increase in revenue of \$1,777 (or 7.1%) from higher gross rental revenue (5.0%) resulting from an increase in AMR and lower vacancy due to improved leasing activity, partially offset by an increase in operating expenses of \$70 (or 0.6%). The increase in operating expenses was due to an increase in realty taxes of \$224, and higher operating costs of \$147, partially offset lower utilities of \$301 for the same reasons described above.

The REIT's Canadian NOI margin and Proportionate NOI margin were 59.1% and 59.1%, respectively, for the three months ended September 30, 2023, compared to 56.5% and 56.5%, respectively, for the three months ended September 30, 2022. Overall, as noted above, the impact of lower vacancy and higher AMR relative to the increase in operating expenses, contributed to the increase in NOI margin.

The following table provides the NOI and Proportionate NOI for the U.S. properties:

For the three months ended September 30 (In thousands of U.S. dollars, unless otherwise stated)	2023		2022	
	NOI	Proportionate NOI	NOI	Proportionate NOI
<b>Revenue from properties</b>				
Same Property				
Gross rental revenue (before vacancy and ancillary revenue)	\$32,029	\$33,481	\$30,070	\$31,428
Vacancy	(2,208)	(2,257)	(1,747)	(1,766)
Ancillary <sup>(1)</sup>	3,287	3,222	2,981	2,933
Same Property	33,108	34,446	31,304	32,595
Acquisition/Disposition/Equity Reclassification <sup>(2)</sup>	9,210	7,602	3,623	3,623
Total revenue from properties	42,318	42,048	34,927	36,218
<b>Property operating expenses</b>				
Same Property				
Operating costs	10,511	10,821	9,169	9,525
Realty taxes	(37)	4,701	(70)	4,233
Utilities	1,343	1,427	1,331	1,386
Same Property	11,817	16,949	10,430	15,144
Acquisition/Disposition/Equity Reclassification <sup>(2)</sup>	3,272	3,942	1,020	1,569
Total property operating expenses	15,089	20,891	11,450	16,713
<b>NOI in US dollars</b>				
Same Property	21,291	17,497	20,874	17,451
Acquisition/Disposition/Equity Reclassification <sup>(2)</sup>	5,938	3,660	2,603	2,054
<b>Total NOI (in US dollars)</b>	<b>27,229</b>	<b>21,157</b>	<b>23,477</b>	<b>19,505</b>
Exchange amount to Canadian dollars	9,287	7,210	7,206	5,987
<b>NOI (in Canadian dollars)</b>	<b>\$36,516</b>	<b>\$28,367</b>	<b>\$30,683</b>	<b>\$25,492</b>
<b>NOI margin (in US dollars)</b>	<b>64.3%</b>	<b>50.3%</b>	<b>67.2%</b>	<b>53.9%</b>

(1) Ancillary revenue mainly comprises parking, laundry and cable income; amortized rent concessions; storage fees; utility chargebacks and other fee income associated with moving in or out (such as application fees and cleaning fees), late rental payment fees from residents under the terms of the lease arrangements. Ancillary revenue also includes commercial revenue, net of vacancy.

(2) On January 5, 2023, the REIT's 50% interest in Fenestra at Rockville Town Square was reclassified from equity-accounted investments to consolidation on the acquisition of the remaining 50% interest not already owned. For NOI comparability, 2023 NOI for the REIT's existing 50% in Fenestra has been reclassified from Same Property NOI since 2022 NOI was reported under equity-accounted income.

For the three months ended September 30, 2023, NOI from the U.S. properties increased by \$5,833 (or 19.0%) to \$36,516, compared to \$30,683 in 2022. The increase in NOI is primarily due to an increase in Same Property NOI of US\$417 (or 2.0%), a net increase in NOI of US\$3,335 from the acquisition and disposition of properties as well as the reclassification of the REIT's 50% interest in Fenestra from Same Property NOI as the comparative period NOI was reported under equity-accounted income. In addition, the change in foreign exchange rate increased NOI by \$2,081. The Same Property NOI increase was due to an increase in revenue of US\$1,804 (or 5.8%) from higher gross rental revenue (6.5%) resulting from an increase in AMR and an increase in ancillary revenue, net of higher vacancy, partially offset by an increase in operating expenses of US\$1,387 (or 13.3%). The increase in operating expenses was primarily due to higher operating costs of US\$1,342, an increase in utilities of US\$12, and an increase in realty taxes of US\$33. The increase in operating costs was mainly due to an increase in insurance expense of US\$525 (higher premiums), general and administrative expenses of US\$331 (higher bad debt expense and software licenses), payroll costs of US\$165 (hiring of vacant positions) and repairs and maintenance of US\$249 (higher make-ready and contract expenses).

For the three months ended September 30, 2023, Proportionate NOI from the U.S. properties increased by US\$2,875 (or 11.3%) to \$28,367, compared to \$25,492 in 2022. The increase in Proportionate NOI is due to an increase in Same Property Proportionate NOI of US\$46 (or 0.3%), a net increase in Proportionate NOI of US\$1,606 from the acquisition and disposition of properties, and the change in foreign exchange rate which increased Proportionate NOI by \$1,223. The Same Property Proportionate NOI increase was due to an increase in revenue of US\$1,851 (or 5.7%) from higher gross rental revenue (6.5%) resulting from an increase in AMR and an increase in ancillary revenue, net of higher vacancy, partially offset by an increase in operating expenses of US\$1,805 (or 11.9%). The increase in operating expenses was due to higher operating costs of US\$1,296, an increase in realty taxes of US\$468, and an increase in utilities of US\$41 for the same reasons described above. The increase in realty taxes of US\$468 is due to an increase in assessed value at certain properties.

The REIT's U.S. NOI margin and Proportionate NOI margin were 64.3% and 50.3%, respectively, for the three months ended September 30, 2023, compared to 67.2% and 53.9%, respectively, for the three months ended

September 30, 2022. The NOI margin and Proportionate NOI margin were both impacted by the increase in Same Property operating expenses, relative to the increase in Same Property revenue as well as the negative impact on NOI margin from the net acquisition and disposition activity. In addition, the NOI margin was impacted by accounting for realty taxes under IFRIC 21.

### Net Operating Income

The following table provides the consolidated net operating income for the REIT's Canadian and U.S. properties:

For the nine months ended September 30 (In thousands of dollars)	2023		2022	
	NOI	Proportionate NOI	NOI	Proportionate NOI
<b>Revenue from properties</b>				
Same Property				
Gross rental revenue (before vacancy and ancillary revenue)	\$205,029	\$210,272	\$186,215	\$190,862
Vacancy	(9,551)	(9,844)	(10,012)	(10,255)
Ancillary	16,906	16,826	14,061	13,640
Same Property	212,384	217,254	190,264	194,247
Acquisition/Disposition/Equity Reclassification	34,236	27,964	13,151	13,151
Total revenue from properties	246,620	245,218	203,415	207,398
<b>Property operating expenses</b>				
Same Property				
Operating costs	56,756	57,909	49,365	50,581
Realty taxes	32,416	27,223	28,017	23,971
Utilities	13,943	14,325	13,931	14,249
Same Property	103,115	99,457	91,313	88,801
Acquisition/Disposition/Equity Reclassification	18,285	14,680	7,347	6,772
Total property operating expenses	121,400	114,137	98,660	95,573
<b>NOI</b>				
Total Same Property	109,269	117,797	98,951	105,446
Acquisition/Disposition/Equity Reclassification	15,951	13,284	5,804	6,379
<b>Total NOI</b>	<b>\$125,220</b>	<b>\$131,081</b>	<b>\$104,755</b>	<b>\$111,825</b>
<b>NOI margin</b>	<b>50.8%</b>	<b>53.5%</b>	<b>51.5%</b>	<b>53.9%</b>

For the nine months ended September 30, 2023, NOI from the REIT's properties increased by \$20,465 (or 19.5%) to \$125,220, compared to \$104,755 in 2022. The increase in NOI is due to an increase in Same Property NOI of \$10,318 (or 10.4%) and a net increase in NOI of \$10,147 from the acquisition and disposition of properties as well as the reclassification of the REIT's 50% interest in Fenestra from Same Property NOI as the comparative period NOI was reported under equity-accounted income. The Same Property increase of \$10,318 is due to an increase in Canada of \$5,451 (or 13.6%), an increase in the U.S. of US\$1,816 (or 4.0%), and the change in foreign exchange rate which increased NOI by \$3,051.

For the nine months ended September 30, 2023, Proportionate NOI from the REIT's properties increased by \$19,256 (or 17.2%) to \$131,081, compared to \$111,825 in 2022. The increase in Proportionate NOI is due to an increase in Same Property Proportionate NOI of \$12,351 (or 11.7%) and an increase in Proportionate NOI of \$6,905 from the acquisition and disposition of properties. The Same Property increase of \$12,351 is due to an increase in Canada of \$5,430 (or 13.6%), an increase in the U.S. of US\$2,798 (or 5.5%), and the change in foreign exchange rate which increased Proportionate NOI by \$4,123.

The following table provides the consolidated net operating income for the REIT's Canadian and U.S. properties in local currency:

For the nine months ended September 30 (In thousands of dollars)	2023		2022	
	NOI	Proportionate NOI	NOI	Proportionate NOI
Same Property NOI - Canada (local currency)	\$45,540	\$45,275	\$40,089	\$39,845
Same Property NOI - U.S. (local currency)	47,461	53,905	45,645	51,107
Acquisition/Disposition/Equity Reclassification (local currency)	11,887	9,881	4,487	4,962
Exchange amount to Canadian dollars	20,332	22,020	14,534	15,911
<b>Total NOI</b>	<b>\$125,220</b>	<b>\$131,081</b>	<b>\$104,755</b>	<b>\$111,825</b>

The following table provides the NOI and Proportionate NOI for the REIT's Canadian properties:

For the nine months ended September 30 (In thousands of dollars)	2023		2022	
	NOI	Proportionate NOI	NOI	Proportionate NOI
<b>Revenue from properties</b>				
Gross rental revenue (before vacancy and ancillary revenue)	\$77,603	\$77,179	\$74,551	\$74,146
Vacancy	(1,707)	(1,701)	(3,998)	(3,985)
Ancillary <sup>(1)</sup>	3,670	3,650	3,095	3,079
Revenue from properties	79,566	79,128	73,648	73,240
<b>Property operating expenses</b>				
Operating costs	16,858	16,773	16,287	16,208
Realty taxes	8,227	8,177	7,879	7,830
Utilities	8,941	8,903	9,393	9,357
Total property operating expenses	34,026	33,853	33,559	33,395
<b>NOI</b>	<b>\$45,540</b>	<b>\$45,275</b>	<b>\$40,089</b>	<b>\$39,845</b>
<b>NOI margin</b>	<b>57.2%</b>	<b>57.2%</b>	<b>54.4%</b>	<b>54.4%</b>

(1) Ancillary revenue mainly comprises parking, laundry and cable income, amortized rent concessions and storage fees. Ancillary revenue also includes commercial revenue, net of vacancy.

For the nine months ended September 30, 2023, NOI from the Canadian properties increased by \$5,451 (or 13.6%) to \$45,540, compared to \$40,089 in 2022. The increase in NOI is primarily due to an increase in revenue of \$5,918 (or 8.0%) from higher gross rental revenue (4.1%) resulting from an increase in AMR and lower vacancy due to improved leasing activity, partially offset by an increase in operating expenses of \$467 (or 1.4%). The increase in operating expenses was primarily due to higher operating costs of \$571 and an increase in realty taxes of \$348, partially offset by lower utilities of \$452. The increase in operating expenses was mainly due to an increase in general and administrative costs (higher bad debts and professional fees), insurance expense (higher premiums) and property management fees. The increase in realty taxes was mainly due to a higher mill rate as most property assessments continue to be based on 2016 assessed values. The decrease in utilities was mainly due to: i) a decrease in water consumption resulting from the completion of a toilet retrofit project at certain GTA properties, partially offset by an increase in water rate, ii) a decrease hydro consumption, partly offset by an increase in hydro rates and reduced rebates under Ontario Electricity Rebate program, and iii) an increase in gas rate, net of lower consumption.

For the nine months ended September 30, 2023, Proportionate NOI from the Canadian properties increased by \$5,430 (or 13.6%) to \$45,275, compared to \$39,845 in 2022. The increase in Proportionate NOI is due to an increase in revenue of \$5,888 (or 8.0%) from higher gross rental revenue (4.1%) resulting from an increase in AMR and lower vacancy due to improved leasing activity, partially offset by an increase in operating expenses of \$458 (or 1.4%). The increase in operating expenses was primarily due to higher operating costs of \$565 and increase in realty taxes of \$347, partially offset by lower utilities of \$454, for the same reasons described above.

The REIT's Canadian NOI margin and Proportionate NOI margin were 57.2% and 57.2%, respectively, for the nine months ended September 30, 2023, compared to 54.4% and 54.4%, respectively, for the nine months ended September 30, 2022. Overall, as noted above, the impact of lower vacancy and higher AMR, relative to the increase in operating expenses, contributed to the increase in NOI margin.

The following table provides the NOI and Proportionate NOI for the U.S. properties:

For the nine months ended September 30 (In thousands of U.S. dollars, unless otherwise noted)	2023		2022	
	NOI	Proportionate NOI	NOI	Proportionate NOI
<b>Revenue from properties</b>				
Same Property				
Gross rental revenue (before vacancy and ancillary revenue)	\$94,717	\$98,931	\$86,977	\$90,912
Vacancy	(5,829)	(6,052)	(4,676)	(4,877)
Ancillary <sup>(1)</sup>	9,841	9,796	8,546	8,228
Same Property	98,729	102,675	90,847	94,263
Acquisition/Disposition/Equity Reclassification <sup>(2)</sup>	25,456	20,794	10,239	10,239
Total revenue from properties	124,185	123,469	101,086	104,502
<b>Property operating expenses</b>				
Same Property				
Operating costs	29,666	30,585	25,759	26,767
Realty taxes	17,884	14,155	15,912	12,580
Utilities	3,718	4,030	3,531	3,809
Same Property	51,268	48,770	45,202	43,156
Acquisition/Disposition/Equity Reclassification <sup>(2)</sup>	13,569	10,913	5,752	5,277
Total property operating expenses	64,837	59,683	50,954	48,433
<b>NOI (in U.S. dollars)</b>				
Same Property				
	47,461	53,905	45,645	51,107
Acquisition/Disposition/Equity Reclassification <sup>(2)</sup>	11,887	9,881	4,487	4,962
<b>Total NOI (in U.S. dollars)</b>	<b>59,348</b>	<b>63,786</b>	<b>50,132</b>	<b>56,069</b>
Exchange amount to Canadian dollars	20,332	22,020	14,534	15,911
<b>NOI (in Canadian dollars)</b>	<b>\$79,680</b>	<b>\$85,806</b>	<b>\$64,666</b>	<b>\$71,980</b>
<b>NOI margin (in U.S. dollars)</b>	<b>47.8%</b>	<b>51.7%</b>	<b>49.6%</b>	<b>53.7%</b>

(1) Ancillary revenue mainly comprises parking, laundry and cable income; amortized rent concessions; storage fees; utility chargebacks and other fee income associated with moving in or out (such as application fees and cleaning fees), late rental payment fees from residents under the terms of the lease arrangements. Ancillary revenue also includes commercial revenue, net of vacancy.

(2) On January 5, 2023, the REIT's 50% interest in Fenestra at Rockville Town Square was reclassified from equity-accounted investments to consolidation on the acquisition of the remaining 50% interest not already owned. For NOI comparability, 2023 NOI for the REIT's existing 50% in Fenestra has been reclassified from Same Property NOI since 2022 NOI was reported under equity-accounted income.

For the nine months ended September 30, 2023, NOI from the U.S. properties increased by \$15,014 (or 23.2%) to \$79,680, compared to \$64,666 in 2022. The increase in NOI is primarily due to an increase in Same Property NOI of US\$1,816 (or 4.0%), a net increase in NOI of US\$7,400 from the acquisition and disposition of properties as well as the reclassification of the REIT's 50% interest in Fenestra from Same Property NOI as the comparative period NOI was reported under equity-accounted income. In addition, the change in foreign exchange rate increased NOI by \$5,798. The Same Property NOI increase was due to an increase in revenue of US\$7,882 (or 8.7%) from higher gross rental revenue (8.9%) resulting from an increase in AMR and ancillary revenue, net of higher vacancy, partially offset by an increase in operating expenses of US\$6,066 (or 13.4%). The increase in operating expenses was due to higher operating costs of US\$3,907, an increase in realty taxes of US\$1,972 and an increase in utilities of US\$187. The increase in operating costs is primarily due to an increase in general and administrative expenses US\$1,301 (higher bad debt expense and software licenses), insurance expense of US\$1,060 (higher premiums), payroll costs US\$522 (hiring of vacant positions), repairs and maintenance of US\$667 (higher make-ready and contract expenses) as well as higher property management fees of US\$261. The increase in realty taxes is mainly due to a higher IFRIC 21 adjustment as well as an increase in assessed market value at certain properties and a lower tax rebate received in 2023 compared to 2022.

For the nine months ended September 30, 2023, Proportionate NOI from the U.S. properties increased by \$13,826 (or 19.2%) to \$85,806, compared to \$71,980 in 2022. The increase in Proportionate NOI is due to an increase in Same Property Proportionate NOI of US\$2,798 (or 5.5%), a net increase in Proportionate NOI of US\$4,919 from the acquisition and disposition of properties, and the change in foreign exchange rate which increased Proportionate NOI by \$6,109. The Same Property Proportionate NOI increase was due to an increase

in revenue of US\$8,412 (or 8.9%) from higher gross rental revenue (8.8%) resulting from an increase in AMR and ancillary revenue, net of higher vacancy, partially offset by an increase in operating expenses of US\$5,614 (or 13.0%). The increase in operating expenses was due to higher operating costs of US\$3,818, an increase in realty taxes of US\$1,575, and an increase in utilities of US\$221 for the same reasons described above. The increase in realty taxes of US\$1,575 is due to an increase in assessed value of certain properties.

The REIT's U.S. NOI margin and Proportionate NOI margin were 47.8% and 51.7%, respectively, for the nine months ended September 30, 2023, compared to 49.6% and 53.7%, respectively, for the nine months ended September 30, 2022. The NOI margin and Proportionate NOI margin were both impacted by the increase in Same Property operating expenses, relative to the increase in Same Property revenue as well as the negative impact on NOI margin from the net acquisition and disposition activity. In addition, the NOI margin was impacted by accounting for realty taxes under IFRIC 21.

## INTEREST EXPENSE

Interest expense consists of the following:

(In thousands of dollars)	Three months ended September 30		Nine months ended September 30	
	2023	2022	2023	2022
Interest on mortgages	\$14,301	\$11,739	\$40,918	\$33,183
Interest on convertible debentures	855	976	2,761	2,878
Interest on lease liability	235	112	702	329
Amortization of mark-to-market adjustment on mortgages	171	—	562	—
Amortization of deferred financing costs	755	661	2,183	2,006
Amortization of deferred financing costs on convertible debentures	101	183	392	546
Fair value gain on conversion option on the convertible debentures	(1,542)	(640)	(2,080)	(1,787)
Loss on extinguishment of mortgages payable	—	—	—	181
Interest expense before distributions on Class B LP Units	14,876	13,031	45,438	37,336
Distributions on Class B LP Units	3,100	3,012	9,300	9,037
	\$17,976	\$16,043	\$54,738	\$46,373

Total interest expense increased by \$1,933 during the three months ended September 30, 2023, to \$17,976, compared to \$16,043 in 2022. The increase is predominantly due to an increase in interest on mortgages of \$2,562 and an increase in amortization of mark-to-market adjustment on mortgages of \$171, partially offset by a higher non-cash fair value gain on the convertible debentures' conversion option of \$902. The increase in interest on mortgages is largely attributable to the REIT's refinancings at higher interest rates and additional net mortgage proceeds, and the net impact of acquisition and dispositions. The change in foreign exchange rate increased interest expense on U.S. mortgages by \$801, excluding impact of acquisition and dispositions.

Interest expense increased by \$8,365 during the nine months ended September 30, 2023, to \$54,738, compared to \$46,373 in 2022. The increase is predominantly due to an increase in interest on mortgages of \$7,735, an increase in amortization of mark-to-market adjustment on mortgages of \$562 and an increase in interest on lease liability of \$373, partially offset by a higher non-cash fair value gain on the convertible debentures' conversion option of \$293. The increase in interest on mortgages is largely attributable to the REIT's refinancings at higher interest rates and additional net mortgage proceeds, and the net impact of acquisitions and dispositions. The change in foreign exchange rate increased interest expense on U.S. mortgages by \$1,972, excluding the impact of dispositions and acquisitions.

Under IFRS, the Class B LP Units are classified as financial liabilities, and the corresponding distributions paid to the Unitholders are classified as interest expense. The REIT believes these distribution payments do not represent financing charges because these amounts are payable only if the REIT declares distributions and only for the amount of any distributions declared, both of which are at the discretion of the Board of Trustees as outlined in the Declaration of Trust. The total distributions paid and accrued to Class B LP Unitholders for the three and nine months ended September 30, 2023 amounted to \$3,100 (2022 - \$3,012) and \$9,300 (2022 - \$9,037), respectively.

## TRUST EXPENSES

Trust expenses consist of the following:

(In thousands of dollars)	Three months ended September 30		Nine months ended September 30	
	2023	2022	2023	2022
Asset management fees and distributions	\$4,696	\$4,268	\$14,176	\$11,767
Professional fees	310	334	895	870
Public company expenses	208	210	613	599
Other	177	189	668	541
	<b>\$5,391</b>	<b>\$5,001</b>	<b>\$16,352</b>	<b>\$13,777</b>

Trust expenses increased by \$390 during the three months ended September 30, 2023, to \$5,391, compared to \$5,001 in 2022, and increased by \$2,575 during the nine months ended September 30, 2023, to \$16,352, compared to \$13,777 in 2022. The increase during the three and nine months ended September 30, 2023 is predominantly due to higher asset management fees and distributions, resulting from an increase in incentive distributions from higher FFO per Unit as well as increase in gross book value (see Part VI, "Related Party Transactions").

## EQUITY LOSS (INCOME) FROM INVESTMENTS

The REIT has a 50% interest in one property (two properties prior to January 5, 2023) comprising 690 suites located in Chicago, Illinois, in which the REIT has joint control of the investment. On January 5, 2023, the REIT's investment in Fenestra at Rockville Town Square was reclassified to investment properties on the acquisition of the remaining interest in the property.

Equity loss from investment for the three months ended September 30, 2023, was \$3,193 and included a non-cash fair value loss of \$5,019 and an IFRIC 21 adjustment of \$740. For the three months ended September 30, 2022, equity income from investment was \$3,857 and included a non-cash fair value gain of \$1,436 and an IFRIC 21 adjustment of \$1,037. Excluding the impact of IFRIC 21, NOI decreased by \$772, predominantly due to the reclassification of equity interest in Fenestra at Rockville Town Square to investment properties.

Equity income from investment for the nine months ended September 30, 2023, was \$1,017 and included a non-cash fair value loss on real estate properties of \$1,405 and an IFRIC 21 expense adjustment of \$759. For the nine months ended September 30, 2022, equity income from investment was \$10,017 and included a non-cash fair value gain of \$7,762 and an IFRIC 21 expense adjustment of \$914. Excluding the impact of IFRIC 21, NOI decreased by \$1,306, predominantly due to the reclassification of equity interest in Fenestra at Rockville Town Square to investment properties.

## FOREIGN EXCHANGE LOSS (GAIN)

IFRS requires monetary assets and liabilities denominated in foreign currencies to be translated into Canadian dollars at the exchange rate in effect at the reporting date, and any gain or loss is recognized in the consolidated statements of income. For the three months ended September 30, 2023, the REIT's foreign exchange gain amounted to \$10 (2022 - \$75) and for the nine months ended September 30, 2023, the REIT's foreign exchange loss amounted to \$14 (2022 - gain of \$92), which is mainly the result of the fluctuation of the Canadian dollar against the United States dollar as at September 30, 2023, when compared to December 31, 2022.

## OTHER EXPENSES (INCOME)

Other expense (income) mainly represents interest income earned or expense incurred on the Morguard Facility for advances made to/from Morguard and other expenses (income). For the three months ended September 30, 2023, other expenses amounted to \$349 (2022 - income of \$717) and for the nine months ended September 30, 2023, other income amounted to \$270 (2022 - \$1,874). The decrease in other income for the three and nine months ended September 30, 2023 was predominantly due to lower interest income earned on the Morguard Facility. In addition, the decrease during the nine months ended September 30, 2023, was partially offset by interest earned on restricted cash held as part of a 1031 Exchange amounting to \$565.

## FAIR VALUE GAIN ON REAL ESTATE PROPERTIES, NET

The REIT elected to adopt the fair value model to account for its real estate properties, and changes in fair value each period have been recognized as fair value gain or loss in the consolidated statements of income. Fair value adjustments are determined based on the movement of various valuation parameters on a quarterly basis, including stabilized NOI and capitalization rates.

For the three months ended September 30, 2023, the REIT recognized a net fair value loss of \$29,124 (2022 - gain of \$55,643). The net fair value loss comprises a loss of \$55,035 at the U.S. properties, partially offset by a \$25,911 gain at the REIT's Canadian properties. The net fair value loss was mainly due to a 25 basis point increase in capitalization rates across most U.S. properties and a \$7,947 adjustment on realty taxes accounted for under IFRIC 21, partly offset by an increase in stabilized NOI across most of the properties in the REIT's portfolio.

For the nine months ended September 30, 2023, the REIT recognized a net fair value gain of \$100,119 (2022 - \$411,449). The fair value gain comprises \$61,524 at the REIT's Canadian properties and \$38,595 at the U.S. properties. The fair value gain was due to an increase in stabilized NOI across most of the properties in the REIT's portfolio, partly offset by a 25 basis point increase in capitalization rate across most U.S. properties. In addition, the U.S. fair value gain included a \$6,737 adjustment on realty taxes accounted for under IFRIC 21.

#### FAIR VALUE GAIN ON CLASS B LP UNITS

The Class B LP Units are classified as financial liabilities in accordance with IFRS and, as a result, are recorded at their fair value at each reporting date. As at September 30, 2023, the REIT valued the Class B LP Units based on the closing price of the TSX-listed Units, which resulted in a fair value liability of \$255,763 (December 31, 2022 - \$279,014) (see Part V, "Capital Structure and Debt Profile").

The REIT recognized a fair value gain for the three and nine months ended September 30, 2023 of \$34,446 (2022 - \$17,740) and \$23,251 (2022 - \$40,647), respectively. The fair value gain was due to a decrease in the trading price of the REIT's Units (see Part V, "Capital Structure and Debt Profile").

#### INCOME TAXES

The REIT is a "mutual fund trust" pursuant to the *Income Tax Act* (Canada) (the "Act"). Under current tax legislation, a mutual fund trust that is not a Specified Investment Flow-Through ("SIFT") trust pursuant to the Act is entitled to deduct distributions of taxable income such that it is not liable to pay income taxes provided that its taxable income is fully distributed to Unitholders. The REIT intends to continue to qualify as a mutual fund trust that is not a SIFT trust and to make distributions not less than the amount necessary to ensure that the REIT will not be liable to pay income taxes.

Certain of the REIT's operations or a portion thereof are conducted through its taxable U.S. subsidiaries, which are subject to U.S. federal and state corporate income taxes.

For the three and nine months ended September 30, 2023, the REIT recorded current tax expense of \$322 (2022 - \$33) and \$390 (2022 - \$105), respectively. The increase in current tax expense for the three and nine months ended September 30, 2023 was due to a change in U.S. state tax limitation of the utilization of net operating losses in Illinois.

For the three months ended September 30, 2023, the REIT recorded deferred tax recovery of \$8,632 (2022 - expense of \$20,662) and for the nine months ended September 30, 2023, deferred tax expense of \$17,468 (2022 - \$89,719), for U.S. federal and state taxes associated with the U.S. subsidiaries. The deferred tax expense/recovery is attributable to a fair value increase/decrease on the REIT's U.S. properties.

The REIT's income tax provision (recovery) consists of the following:

(In thousands of dollars)	Three months ended September 30		Nine months ended September 30	
	2023	2022	2023	2022
Current	\$322	\$33	\$390	\$105
Deferred	(8,632)	20,662	17,468	89,719
Provision for (recovery of) income taxes	<b>(\$8,310)</b>	\$20,695	<b>\$17,858</b>	\$89,824

As at September 30, 2023, the U.S. subsidiaries of the REIT have total net operating losses of approximately US\$34,189 (December 31, 2022 - US\$44,622) of which deferred tax assets were recognized, comprising US\$6,563 (December 31, 2022 - US\$16,996) that will expire in various years commencing in 2032 and US\$27,626 (December 31, 2022 - US\$27,626) that can be carried forward indefinitely.

As at September 30, 2023, the REIT's U.S. subsidiaries have a total of US\$32,776 (December 31, 2022 - US\$20,929) of unutilized interest expense deductions on which deferred tax assets were recognized.

## FUNDS FROM OPERATIONS

FFO (and FFO per Unit) is a non-GAAP financial measure that does not have any standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures presented by other reporting issuers in similar or different industries. This measure should be considered as supplemental in nature and not as substitutes for related financial information prepared in accordance with IFRS. FFO is computed by the REIT in accordance with the current definition of the Real Property Association of Canada ("REALPAC") and is widely used as a real estate industry standard that supplements net income and evaluates operating performance but is not indicative of funds available to meet the REIT's cash requirements. Additional information on this non-GAAP financial measure can be found under the section Part I, "Specified Financial Measures."

The following table provides a reconciliation of FFO to its closely related financial statement measurement for the following periods:

(In thousands of dollars, except per Unit amounts)	Three months ended September 30		Nine months ended September 30	
	2023	2022	2023	2022
<b>Net income for the period attributable to Unitholders</b>	<b>\$40,491</b>	\$70,097	<b>\$151,213</b>	\$395,128
Add/(deduct):				
Realty taxes accounted for under IFRIC 21 <sup>(1)</sup>	<b>(8,018)</b>	(6,393)	<b>6,811</b>	5,840
Fair value gain on conversion option on the convertible debentures	<b>(1,542)</b>	(640)	<b>(2,080)</b>	(1,787)
Distributions on Class B LP Units recorded as interest expense <sup>(2)</sup>	<b>3,100</b>	3,012	<b>9,300</b>	9,037
Foreign exchange loss (gain)	<b>(10)</b>	(75)	<b>14</b>	(92)
Fair value loss (gain) on real estate properties, net <sup>(3)</sup>	<b>34,143</b>	(57,079)	<b>(98,714)</b>	(419,211)
Non-controlling interests' share of fair value gain (loss) on real estate properties	<b>(3,150)</b>	9,293	<b>6,840</b>	21,290
Fair value gain on Class B LP Units	<b>(34,446)</b>	(17,740)	<b>(23,251)</b>	(40,647)
Deferred income tax expense	<b>(8,632)</b>	20,662	<b>17,468</b>	89,719
<b>FFO - basic</b>	<b>\$21,936</b>	\$21,137	<b>\$67,601</b>	\$59,277
Interest expense on the convertible debentures	<b>855</b>	976	<b>2,761</b>	2,878
<b>FFO - diluted</b>	<b>\$22,791</b>	\$22,113	<b>\$70,362</b>	\$62,155
FFO per Unit - basic	<b>\$0.40</b>	\$0.38	<b>\$1.21</b>	\$1.05
FFO per Unit - diluted	<b>\$0.39</b>	\$0.37	<b>\$1.19</b>	\$1.03
Weighted average number of Units outstanding (in thousands):				
Basic <sup>(4)</sup>	<b>55,437</b>	56,315	<b>55,889</b>	56,304
Diluted <sup>(4) (5)</sup>	<b>57,756</b>	60,548	<b>58,903</b>	60,537

(1) Realty taxes accounted for under IFRIC 21 (including equity-accounted investments) and excludes non-controlling interests' share.

(2) Under IFRS, the Class B LP Units are considered financial liabilities and, as a result of this classification, their corresponding distribution amounts are considered interest expense. The REIT believes these distribution payments do not truly represent financing charges because these amounts are payable only if the REIT declares distributions and only for the amount of any distributions declared, both of which are at the discretion of the Board of Trustees as outlined in the Declaration of Trust. Therefore, these distributions are excluded from the calculation of FFO.

(3) Includes fair value adjustment on real estate properties for equity-accounted investments.

(4) For purposes of calculating FFO per Unit, Class B LP Units are included as Units outstanding on both a basic and diluted basis.

(5) Includes the dilutive impact of the convertible debentures.

Basic FFO for the three months ended September 30, 2023, increased by \$799 (or 3.8%) to \$21,936 (\$0.40 per Unit), compared to \$21,137 (\$0.38 per Unit) in 2022. The increase is mainly due to higher Proportionate NOI of \$4,582, partially offset by an increase in interest expense of \$2,155 (calculated on a Proportionate Basis and excludes distributions on Class B LP Units and fair value adjustments on the conversion option on the convertible debentures), an increase in trust expense of \$323 (calculated on a Proportionate Basis), an increase in current tax of \$239 (calculated on a Proportionate Basis) and a decrease in other income of \$1,066.

Basic FFO per Unit for the three months ended September 30, 2023, increased by \$0.02 to \$0.40 per Unit, compared to \$0.38 per Unit in 2022 due to the following factors:

- i) on a Same Property Proportionate Basis, in local currency, an increase in NOI from higher AMR and lower vacancy, partly offset by higher operating expenses, an increase in interest expense and trust expenses had a \$0.01 per Unit positive impact. In addition, a change in the foreign exchange rate had a \$nil per Unit impact;

- ii) the impact of acquisition, net of disposition of properties had a \$0.02 per Unit positive impact;
- iii) a decrease in other income primarily from a decrease in interest income on the Morguard Facility, had a \$0.02 per Unit negative impact; and
- iv) the impact from Units repurchased under the REIT's NCIB (defined below) had a \$0.01 per Unit positive impact.

Basic FFO for the nine months ended September 30, 2023, increased by \$8,324 (or 14.0%) to \$67,601 (\$1.21 per Unit), compared to \$59,277 (\$1.05 per Unit) in 2022. The increase is mainly due to higher Proportionate NOI of \$19,256, partially offset by an increase in interest expense of \$6,730 (calculated on a Proportionate Basis and excludes distributions on Class B LP Units and fair value adjustments on the conversion option on the convertible debentures), an increase in trust expenses of \$2,363 (calculated on a Proportionate Basis), an increase in current tax of \$235 (calculated on a Proportionate Basis) and a decrease in other income of \$1,604.

Basic FFO per Unit for the nine months ended September 30, 2023, increased by \$0.16 to \$1.21 per Unit, compared to \$1.05 per Unit in 2022 due to the following factors:

- i) on a Same Property Proportionate Basis, in local currency, an increase in NOI from higher AMR and lower vacancy, partly offset by higher operating expenses, an increase in interest expense and trust expenses had a \$0.07 per Unit positive impact. In addition, a change in the foreign exchange rate had a \$0.05 per Unit positive impact, primarily resulting from an increase in FFO generated from U.S. properties;
- ii) the impact of acquisition, net of disposition of properties had a \$0.05 per Unit positive impact;
- iii) a decrease in other income primarily from a decrease in interest income on the Morguard Facility, net of an increase in other income from interest earned on restricted cash held as part of a 1031 Exchange, had a \$0.02 per Unit negative impact; and
- iv) the impact from Units repurchased under the REIT's NCIB had a \$0.01 per Unit positive impact.

## DISTRIBUTIONS

Total distributions (including Class B LP Units) is a non-GAAP financial measure that does not have any standardized meaning prescribed by IFRS and is not necessarily comparable to similar measures presented by other reporting issuers in similar or different industries. This measure should be considered as supplemental in nature and not as substitutes for related financial information prepared in accordance with IFRS. Additional information on this non-GAAP financial measure can be found under the section Part I, "Specified Financial Measures."

The Trustees have discretion with respect to the timing and amounts of distributions. For the three and nine months ended September 30, 2023, total distributions amounted to \$9,995 (2022 - \$9,850) and \$30,214 (2022 - \$29,544), respectively.

Three months ended September 30 (In thousands of dollars)	2023			2022		
	Class B LP		Total	Class B LP		Total
	Units	Units		Units	Units	
Distributions paid and declared	\$6,666	\$3,100	\$9,766	\$6,636	\$3,012	\$9,648
Distributions – DRIP	229	—	229	202	—	202
Total	\$6,895	\$3,100	\$9,995	\$6,838	\$3,012	\$9,850

Nine months ended September 30 (In thousands of dollars)	2023			2022		
	Class B LP		Total	Class B LP		Total
	Units	Units		Units	Units	
Distributions paid and declared	\$20,232	\$9,300	\$29,532	\$19,902	\$9,037	\$28,939
Distributions – DRIP	682	—	682	605	—	605
Total	\$20,914	\$9,300	\$30,214	\$20,507	\$9,037	\$29,544

The following table summarizes distributions paid to holders of Units in relation to net income and cash provided by operating activities:

<b>(In thousands of dollars)</b>	<b>Three months ended September 30, 2023</b>	<b>Nine months ended September 30, 2023</b>	<b>Year ended December 31, 2022</b>	<b>Year ended December 31, 2021</b>
Net income	<b>\$39,151</b>	<b>\$160,915</b>	\$239,563	\$244,974
Cash provided by operating activities	<b>13,476</b>	<b>65,806</b>	75,173	63,696
Distributions - Units <sup>(1)</sup>	<b>\$6,895</b>	<b>\$20,914</b>	\$27,480	\$27,315
Excess of net income over distributions	<b>\$32,256</b>	<b>\$140,001</b>	\$212,083	\$217,659
Excess of cash provided by operating activities over distributions	<b>\$6,581</b>	<b>\$44,892</b>	\$47,693	\$36,381

(1) Excludes distributions on Class B LP Units since these were recorded as interest expense and, therefore, were deducted in calculating net income and cash provided by operating activities.

Net income for the three and nine months ended September 30, 2023, includes \$18,708 and \$100,182, respectively, of non-cash components relating to a fair value gain (loss) on real estate properties, fair value gain on Class B LP Units, equity income (loss) from investments, an IFRIC 21 adjustment to realty taxes and deferred taxes. Net income exceeded distributions when removing the impact of these non-cash items.

In determining the annual level of distributions to Unitholders, the REIT looks at forward-looking cash flow information, including forecasts and budgets, and the future prospects of the REIT. Furthermore, the REIT does not consider periodic cash flow fluctuations resulting from items such as the timing of property operating costs, property tax instalments or semi-annual debenture interest payments in determining the level of distributions to Unitholders in any particular quarter. Additionally, in establishing the level of distributions to the Unitholders, the REIT considers the impact of, among other items, the future growth in the income producing properties, the impact of future acquisitions and capital expenditures related to the income producing properties.

## PART IV

### BALANCE SHEET ANALYSIS

#### REAL ESTATE PROPERTIES

The REIT accounts for its real estate properties using the fair value model. The following table provides the regional allocation of real estate properties for the following periods:

As at (In thousands of Canadian dollars, unless otherwise stated)	September 30, 2023	December 31, 2022
<b>Canadian Properties</b>		
Alberta	\$50,000	\$50,200
Ontario	1,474,290	1,402,030
<b>Total Canadian Properties</b>	<b>1,524,290</b>	<b>1,452,230</b>
<b>U.S. Properties (in US dollars)</b>		
Colorado	118,900	119,500
Texas	206,400	207,900
Louisiana	51,900	49,500
Illinois	411,000	336,000
Georgia	119,700	111,700
Florida	529,200	505,800
North Carolina	199,900	185,300
Virginia	50,200	52,200
Maryland	176,950	37,699
	<b>1,864,150</b>	<b>1,605,599</b>
Impact of realty taxes accounted for under IFRIC 21	5,582	—
<b>Total U.S. Properties (in US dollars)</b>	<b>1,869,732</b>	<b>1,605,599</b>
Exchange amount to Canadian dollars	658,146	569,024
<b>Total U.S. Properties (in Canadian dollars)</b>	<b>2,527,878</b>	<b>2,174,623</b>
<b>Total real estate properties</b>	<b>\$4,052,168</b>	<b>\$3,626,853</b>

The value of real estate properties increased by \$425,315 as at September 30, 2023, to \$4,052,168, compared to \$3,626,853 at December 31, 2022. The increase is mainly the result of the following:

- An increase due to the acquisition of Xavier Apartments of \$113,805 (US\$83,829);
- An increase due to the acquisition of Fenestra at Rockville Town Square, net of mark-to-market adjustment of \$93,853 (US\$69,294);
- An increase from the transfer of the REIT's equity interest in Fenestra at Rockville Town Square of \$96,840 (US\$71,500);
- Capitalization of property enhancements of \$24,048;
- A net fair value gain on real estate properties of \$101,050; and
- A decrease of \$4,767 due to the change in U.S. dollar foreign exchange rate.

#### APPRAISAL CAPITALIZATION RATES

Morguard's appraisal division consists of Appraisal Institute of Canada ("AIC") designated Accredited Appraiser Canadian Institute ("AACI") members who are qualified to offer valuation and consulting services and expertise for all types of real property, all of whom are knowledgeable and have recent experience in the fair value techniques for investment properties. AACI designated members must adhere to AIC's Canadian Uniform Standards of Professional Appraisal Practice ("CUSPAP") and undertake ongoing professional development. Morguard's appraisal division is responsible for determining the fair value of investment properties every quarter. Morguard's valuation processes and results are reviewed by the REIT's senior management at least once every quarter, in line with the REIT's quarterly reporting dates.

Key assumptions used in determining the valuation of income producing properties include estimates of capitalization rates and stabilized net operating income (which is primarily influenced by revenue growth, vacancy rates, inflation rates and operating costs), pertain to forward-looking assumptions and market evidence, and accordingly could materially and adversely impact the underlying valuation of the REIT's income producing properties.

As at September 30, 2023, and December 31, 2022, the REIT had all its portfolio appraised by Morguard's appraisal division. In addition, the REIT's U.S. portfolio is appraised by independent U.S. real estate appraisal firms on a three-year cycle.

The REIT utilizes the direct capitalization income method to appraise its portfolio. This method requires that rental income from current leases and key assumptions about rental income, vacancies and inflation rates, among other factors, are used to determine a one-year stabilized net operating income forecast for each individual property within the REIT's portfolio and also considers any capital expenditures anticipated within the year. A capitalization rate was also determined for each property based on market information related to the external sale of similar properties within a similar location. These factors were used to determine the fair value of income producing properties at each reporting period.

As at September 30, 2023, using the direct capitalization income approach, the properties were valued using capitalization rates in the range of 3.8% to 6.3% (December 31, 2022 - 3.8% to 6.0%), resulting in an overall weighted average capitalization rate of 4.5% (December 31, 2022 - 4.4%).

The average capitalization rates by location are set out in the following table:

	September 30, 2023 Capitalization Rates			December 31, 2022 Capitalization Rates		
	Max.	Min.	Weighted Average	Max.	Min.	Weighted Average
<b>Canada</b>						
Alberta	5.3%	5.3%	5.3%	5.3%	5.3%	5.3%
Ontario	4.3%	3.8%	3.9%	4.3%	3.8%	3.9%
<b>United States</b>						
Colorado	5.0%	5.0%	5.0%	4.8%	4.8%	4.8%
Texas	5.0%	5.0%	5.0%	4.8%	4.5%	4.7%
Louisiana	5.5%	5.5%	5.5%	5.5%	5.5%	5.5%
Illinois <sup>(1)</sup>	5.3%	5.0%	5.1%	5.0%	4.8%	4.9%
Georgia	5.3%	4.8%	5.0%	5.3%	4.8%	5.0%
Florida	6.3%	4.5%	5.2%	6.0%	4.5%	5.1%
North Carolina	5.0%	4.8%	4.9%	5.0%	4.8%	4.9%
Virginia	4.8%	4.8%	4.8%	4.5%	4.5%	4.5%
Maryland <sup>(1)</sup>	4.8%	4.8%	4.8%	4.5%	4.5%	4.5%

(1) Includes equity-accounted investments.

Fair values are most sensitive to changes in capitalization rates and stabilized net operating income. Generally, an increase in stabilized net operating income will result in an increase in the fair value of the income producing properties, and an increase in capitalization rates will result in a decrease in the fair value of the properties. The capitalization rate magnifies the effect of a change in stabilized net operating income, with a lower capitalization rate resulting in a greater impact on the fair value of the property than a higher capitalization rate. If the weighted average stabilized capitalization rate were to increase or decrease by 25 basis points (assuming no change in stabilized net operating income), the value of the income producing properties as at September 30, 2023, would decrease by \$207,658 or increase by \$232,159, respectively.

## PROPERTY CAPITAL INVESTMENTS

The REIT has a continual capital improvement program with respect to its investment properties. The program is designed to maintain and improve the operating performance of the properties and has enhanced the value of the properties by allowing the REIT to charge higher rents or by enabling it to lower operating expenses. The capital investments have also increased resident retention by ensuring that the properties retain their attractiveness to both existing and prospective tenants.

The REIT is committed to improving its operating performance by incurring appropriate capital expenditures in order to replace and maintain the productive capacity of its property portfolio so as to sustain its rental income-generating potential over the portfolio's useful life. In accordance with IFRS, the REIT capitalizes all capital improvement expenditures on its properties which enhance the service potential of the property and extend the useful lives of the asset.

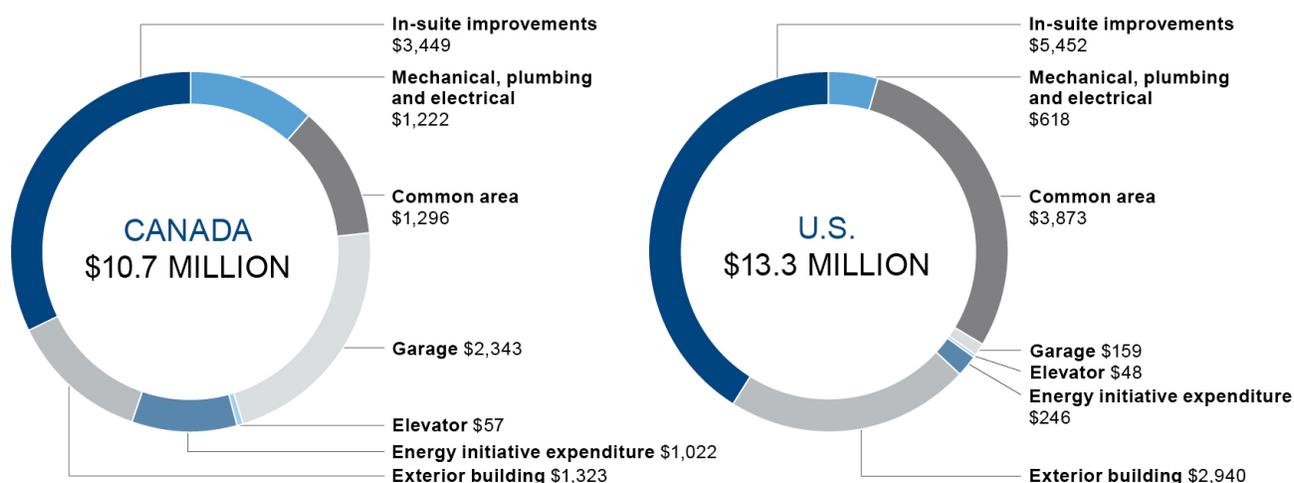
The following table provides additional details on total capital expenditures over the following periods:

(In thousands of dollars)	Nine months ended September 30		Year ended December 31	
	2023	2022	2022	2021
Common area	\$5,169	\$3,344	\$6,583	\$3,848
Mechanical, plumbing and electrical	1,840	1,715	3,670	1,759
Exterior building	4,263	7,307	12,484	12,341
Garage	2,502	298	1,100	106
Elevator	105	181	263	201
Energy initiative expenditure	1,268	364	3,819	428
In-suite improvements	8,901	9,660	12,900	11,329
<b>Total capital expenditures</b>	<b>\$24,048</b>	<b>\$22,869</b>	<b>\$40,819</b>	<b>\$30,012</b>

### Capital Expenditures by Region

The following details total capital expenditures by region:

For the nine months ended September 30, 2023  
(In thousands of dollars)



### EQUITY-ACCOUNTED INVESTMENTS

The following are the REIT's equity-accounted investments as at September 30, 2023, and December 31, 2022:

Property	Place of Business	Investment Type	REIT's Ownership		Carrying Value	
			September 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022
The Fenestra	Rockville, MD	Joint Venture	—%	50%	\$—	\$52,857
Marquee at Block 37	Chicago, IL	Joint Venture	50%	50%	50,808	52,605
					<b>\$50,808</b>	<b>\$105,462</b>

On January 5, 2023, the REIT acquired from Morguard the remaining 50% interest in Fenestra at Rockville Town Square, at which point the carrying value of the 50% interest was transferred to each respective balance sheet line item including income producing properties in the amount of \$96,840 and mortgages payable in the amount of \$45,997.

The Marquee at Block 37 is a 38-storey apartment building located in the heart of downtown Chicago and features 690 suites and extensive best-in-class amenities.

The following table presents the change in the balance of the equity-accounted investments:

<b>As at (In thousands of Canadian dollars)</b>	<b>September 30, 2023</b>	<b>December 31, 2022</b>
Balance, beginning of period	<b>\$105,462</b>	\$96,376
Transfer	<b>(52,857)</b>	—
Distributions received	<b>(2,706)</b>	(1,796)
Share of net income	<b>1,017</b>	3,822
Foreign exchange gain (loss)	<b>(108)</b>	7,060
<b>Balance, end of period</b>	<b>\$50,808</b>	\$105,462

## PART V

### LIQUIDITY AND CAPITAL RESOURCES

#### LIQUIDITY

The REIT has liquidity of \$136,000, comprised of approximately \$28,000 in cash and \$108,000 available credit under its revolving credit facility with Morguard Corporation. In addition, the REIT has approximately \$209,000 of unencumbered assets.

Net cash flows from operating activities represent the primary source of liquidity to fund distributions and maintenance capital expenditures. The REIT's net cash flows from operating activities depend on the occupancy level of its rental properties, rental rates on its leases, collectability of rent from its tenants, level of operating expenses and other factors. Material changes in these factors may adversely affect the REIT's cash flows from operating activities and liquidity (see Part VII, "Risks and Uncertainties").

The REIT expects to be able to meet all of its obligations, including distributions to Unitholders, maintenance and property capital expenditure commitments as they become due, and to provide for the future growth of the business. The REIT expects to have sufficient liquidity as a result of cash flows from operating activities and financing available through the Morguard Facility. Accordingly, the REIT does not intend to repay maturing debt from cash flow but rather with proceeds from refinancing such debt, subject to certain conditions (see Part V, "Capital Structure and Debt Profile").

#### CASH FLOWS

The following table details the changes in cash for the following periods:

(In thousands of dollars)	Three months ended September 30		Nine months ended September 30	
	2023	2022	2023	2022
Cash provided by operating activities	\$13,476	\$25,781	\$65,806	\$60,388
Cash used in investing activities	(9,369)	(200,052)	(188,758)	(117,672)
Cash provided by (used in) financing activities	(15,506)	153,872	135,377	49,150
Net increase (decrease) in cash during the period	(11,399)	(20,399)	12,425	(8,134)
Net effect of foreign currency translation on cash balance	(1,212)	2,487	899	4,537
Cash, beginning of the period	40,571	40,877	14,636	26,562
<b>Cash, end of period</b>	<b>\$27,960</b>	<b>\$22,965</b>	<b>\$27,960</b>	<b>\$22,965</b>

#### Three months ended September 30, 2023 and 2022

##### Cash Provided by Operating Activities

Cash provided by operating activities during the three months ended September 30, 2023, was \$13,476, compared to \$25,781 in 2022. The change during the period mainly relates to an increase in interest expense of \$2,652, an increase in trust expense of \$390, a decrease from distributions from equity-accounted investments of \$563, a decrease in other income of \$1,066, and a decrease in non-cash operating assets and liabilities of \$12,672, partially offset by an increase in NOI (excluding IFRIC 21 adjustment) of \$5,637.

##### Cash Used in Investing Activities

Cash used in investing activities during the three months ended September 30, 2023, totalled \$9,369, compared to \$200,052 during the same period in 2022. Cash used in investing activities during the period consists of capitalization of property enhancements of \$9,369.

##### Cash Provided by (Used in) Financing Activities

Cash used in financing activities during the three months ended September 30, 2023, was \$15,506, compared to cash provided by financing activities of \$153,872 during the same period in 2022. The cash used in financing activities during the period was largely due to the repayment of mortgages on maturity of \$20,656, net repayments on Morguard Facility of \$7,955, mortgage principal installment repayments totalling \$7,929, the repurchase of Units for cancellation of \$9,168, and distributions paid to Unitholders of \$6,701, partially offset by the net proceeds from new mortgages of \$35,832 and a decrease in restricted cash of \$1,477.

## Nine months ended September 30, 2023 and 2022

### Cash Provided by Operating Activities

Cash provided by operating activities during the nine months ended September 30, 2023, was \$65,806, compared to \$60,388 in 2022. The change during the period mainly relates to an increase in NOI (excluding IFRIC 21 adjustment) of \$21,603 and an increase from distributions from equity-accounted investments of \$1,079, partially offset by an increase in interest expense of \$8,254, an increase in trust expenses of \$2,575, a decrease in other income of \$1,604 and a net increase in non-cash operating assets and liabilities of \$3,824.

### Cash Used in Investing Activities

Cash used in investing activities during the nine months ended September 30, 2023, totalled \$188,758, compared to \$117,672 during the same period in 2022. The cash used in investing activities during the period consists of acquisition of income producing properties totalling \$164,710 and the capitalization of property enhancements of \$24,048.

### Cash Provided by Financing Activities

Cash provided by financing activities during the nine months ended September 30, 2023, totalled \$135,377, compared to \$49,150 during the same period in 2022. The cash provided by financing activities during the period was largely due to the net proceeds from new mortgages of \$183,262, a decrease in restricted cash of \$84,983 representing the net sales proceeds held by a qualified intermediary pursuant to the REIT utilizing the 1031 Exchange, the net proceeds from Morguard Facility of \$72,385 and net proceeds from the issuance of convertible debentures of \$53,590, partially offset by the repayment of mortgages on maturity of \$106,449, the redemption of maturing convertible debentures of \$85,500, mortgage principal instalment repayments of \$24,757, distributions paid to Unitholders of \$20,295 and the repurchase of Units for cancellation of \$20,625.

## CAPITAL STRUCTURE AND DEBT PROFILE

The REIT's capital management is designed to maintain a level of capital that allows it to implement its business strategy while complying with investment and debt restrictions pursuant to the Declaration of Trust, as well as existing debt covenants, while continuing to build long-term Unitholder value and maintaining sufficient capital contingencies. Total capitalization is calculated as the sum of the principal amount of the REIT's total debt (including mortgages payable, convertible debentures, lease liabilities and amounts drawn under its revolving credit facility with Morguard), Unitholders' equity and Class B LP Units liability.

The total managed capital of the REIT is summarized below:

<b>As at (In thousands of dollars)</b>	<b>September 30, 2023</b>	<b>December 31, 2022</b>
Mortgages payable, principal balance	<b>\$1,541,077</b>	\$1,394,444
Convertible debentures, face value	<b>56,000</b>	85,500
Lease liabilities	<b>16,424</b>	16,235
Class B LP Units	<b>255,763</b>	279,014
Unitholders' equity	<b>1,861,510</b>	1,753,475
<b>Total capitalization</b>	<b>\$3,730,774</b>	<b>\$3,528,668</b>

### DEBT PROFILE

As at September 30, 2023, the overall leverage, as represented by the ratio of total indebtedness to gross book value was 38.7%. The requirements of the REIT's operating policies as outlined in the Declaration of Trust include the requirement that the REIT will not incur or assume indebtedness if, after giving effect to the incurring or assumption of the indebtedness, the total indebtedness of the REIT would be more than 70% of the gross book value.

The interest coverage ratio and the indebtedness coverage ratio are calculated based on obligations associated with mortgages payable, lease liability, the convertible debentures and the Morguard Facility.

The following tables summarize the key liquidity metrics:

As at	September 30, 2023	December 31, 2022
Total indebtedness to gross book value <sup>(1)</sup>	38.7%	38.0%
Weighted average mortgage interest rate <sup>(2)</sup>	3.72%	3.50%
Weighted average term to maturity on mortgages payable (years)	5.1	4.9

(1) A calculation of indebtedness to gross book value (a non-GAAP ratio) and a reconciliation of the ratio's non-GAAP financial measure components from the IFRS financial statement presentation is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."

(2) Represents the contractual interest rates on mortgages payable.

	Three months ended September 30		Nine months ended September 30	
	2023	2022	2023	2022
Interest coverage ratio <sup>(1)</sup>	2.38	2.53	2.47	2.53
Indebtedness coverage ratio <sup>(2)</sup>	1.60	1.59	1.62	1.56

(1) A calculation of interest coverage ratio (a non-GAAP ratio) and a reconciliation of the ratio's non-GAAP financial measure components from the IFRS financial statement presentation is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."

(2) A calculation of indebtedness coverage ratio (a non-GAAP ratio) and a reconciliation of the ratio's non-GAAP financial measure components from the IFRS financial statement presentation is presented under the section Part IX, "Reconciliation of Non-GAAP Financial Measures."

## MORTGAGES PAYABLE

Mortgages payable consist of the following:

As at (In thousands of dollars)	September 30, 2023	December 31, 2022
Principal balance of mortgages	\$1,541,077	\$1,394,444
Deferred financing costs	(14,523)	(12,270)
Mark-to-market adjustment	(2,481)	—
	<b>\$1,524,073</b>	<b>\$1,382,174</b>
Range of interest rates	2.03–7.37%	2.03–5.79%
Weighted average interest rate	3.72%	3.50%
Weighted average term to maturity (years)	5.1	4.9
Fair value of mortgages	\$1,410,575	\$1,291,966

As at September 30, 2023, the principal balance on the mortgages payable totalled \$1,541,077 (December 31, 2022 - \$1,394,444), the deferred financing costs associated with the mortgages amounted to \$14,523 (December 31, 2022 - \$12,270) and the mark-to-market adjustment amounted to \$2,481 (December 31, 2022 - \$nil).

Mortgages payable increased by \$141,899 as at September 30, 2023, to \$1,524,073, compared to \$1,382,174 at December 31, 2022. The increase is mainly due to the following:

- The repayment of mortgages totalling \$81,896 (US\$60,778) on four U.S. multi-suite residential properties, which were refinanced for an aggregate amount of \$126,173 (US\$93,745);
- The repayment of mortgages of \$24,553 on a Canadian multi-suite residential property, which was refinanced for an amount of \$61,137;
- An assumption of mortgage payable of \$45,997 (US\$33,961) on the acquisition of the remaining 50% interest in Fenestra at Rockville Town Square;
- A mark-to-market adjustment of \$3,049 (US\$2,251) on the mortgage payable assumed on the acquisition of the remaining 50% interest in Fenestra at Rockville Town Square;
- An increase of \$45,997 (US\$33,961) from the transfer of the REIT's equity interest in Fenestra at Rockville Town Square;
- Financing cost of \$4,048;
- Scheduled principal repayments of \$24,757;
- A decrease of \$1,466 due to the change in the U.S. dollar foreign exchange rate; and
- Amortization of deferred financing costs and mark-to-market adjustment on mortgages totalling \$2,745.

On April 28, 2023, the REIT completed the refinancing of two multi-suite residential properties located in Atlanta, Georgia, and Cary, North Carolina, for an aggregate amount of \$89,574 (US\$65,970) at an interest rate of 5.06% and for terms of 10 years. The maturing mortgages amounted to \$61,240 (US\$45,102) and had a weighted average interest rate of 3.51%.

On May 1, 2023, the REIT completed the Canada Mortgage and Housing Corporation (“CMHC”) insured financing of a multi-suite residential property located in Toronto, Ontario, in the amount of \$61,137 at an interest rate of 4.18% and for a term of 10 years. The maturing mortgage amounted to \$24,553 and had an interest rate of 2.96%.

On July 31, 2023, the REIT completed the refinancing of two multi-suite residential properties located in Pensacola, Florida, for an aggregate amount of \$36,599 (US\$27,775) at an interest rate of 5.66% and for terms of 8 years. The maturing mortgages amount to \$20,656 (US\$15,676) and had a weighted average interest rate of 3.39%.

The REIT’s first mortgages are registered against specific real estate assets and substantially all of the REIT’s rental properties and related rental revenue have been pledged as collateral for the mortgages payable.

Short-term fluctuations in working capital are funded through the Morguard Facility. The REIT anticipates meeting all future obligations and has no off-balance-sheet financing arrangements.

The following table details the REIT’s mortgages that are scheduled to mature in the next two years.

Asset Type	Number of Properties	Principal Maturing	2023		2024		Weighted Average Interest Rate	Maturing Loan-to-Value Ratio
			Weighted Average Interest Rate	Maturing Loan-to-Value Ratio	Number of Properties	Principal Maturing		
Canada	—	\$—	—%	—%	5	\$140,446	3.28%	23.8%
U.S.	—	—	—%	—%	—	—	—%	—%
	—	\$—	—%	—%	<b>5</b>	<b>\$140,446</b>	<b>3.28%</b>	<b>23.8%</b>

As at September 30, 2023, the following table illustrates the REIT’s mortgages (including equity-accounted investment at the REIT’s interest), along with the IFRS fair value (at a loan-to-value of 55%) secured against the mortgages by year of maturity:

**As at September 30, 2023**



## CONVERTIBLE DEBENTURES

Convertible debentures consist of the following:

<u>(In thousands of dollars)</u>	<u>September 30, 2023</u>	<u>December 31, 2022</u>
4.50% convertible unsecured subordinated debentures	\$—	\$85,223
6.00% convertible unsecured subordinated debentures	\$51,582	—
Fair value of conversion option	2,155	94
Unamortized financing costs	(2,209)	(191)
	<u>\$51,528</u>	<u>\$85,126</u>

For the three and nine months ended September 30, 2023, interest on the convertible debentures amounting to \$855 (2022 - \$976) and \$2,761 (2022 - \$2,878), respectively, is included in interest expense.

### 4.50% Convertible Unsecured Subordinated Debentures

On February 13, 2018, the REIT issued \$75,000 principal amount of 4.50% convertible unsecured subordinated debentures (the "2018 Debentures") maturing on March 31, 2023. On February 21, 2018, an additional principal amount of \$10,500 was issued pursuant to the exercise of the over-allotment option. Interest was payable semi-annually, not in advance, on March 31 and September 30 of each year. The underwriters' commissions, legal and other issue costs attributable to the 2018 Debentures in the amount of \$3,375 have been capitalized and amortized over their term to maturity. Morguard owned \$5,000 aggregate principal amount of the 2018 Debentures.

On March 24, 2023, the REIT redeemed the 2018 Debentures in advance of their March 31, 2023 maturity date.

### 6.00% Convertible Unsecured Subordinated Debentures

On March 9, 2023, the REIT issued \$50,000 principal amount of 6.00% convertible unsecured subordinated debentures (the "2023 Debentures") maturing on March 31, 2028 (the "Maturity Date"). On March 17, 2023, an additional principal amount of \$6,000 was issued pursuant to the exercise of the over-allotment option. Interest is payable semi-annually, not in advance, on March 31 and September 30 of each year, commencing on September 30, 2023. The underwriters' commissions, legal and other issue costs attributable to the 2023 Debentures in the amount of \$2,410 have been capitalized and are being amortized over their term to maturity. Morguard and Paros Enterprises Limited (ultimate parent of Morguard), related parties, own \$5,000 and \$2,000 aggregate principal amount of the 2023 Debentures, respectively.

As at September 30, 2023, \$56,000 of the face value of the 2023 Debentures were outstanding.

Each of the 2023 Debentures can be converted into fully paid, non-assessable and freely tradable Units at the option of the holder at any time prior to the close of business on the earlier of the Maturity Date and the business day immediately preceding the date specified by the REIT for redemption of the 2023 Debentures, at a conversion price of \$24.15 per Unit, being a ratio of approximately 41.4079 Units per \$1,000 principal amount of the 2023 Debentures.

From April 1, 2026 to March 31, 2027, the 2023 Debentures will be redeemable, in whole at any time, or in part from time to time, at the option of the REIT on not more than 60 days' and not less than 30 days' prior written notice, at a redemption price equal to the principal amount thereof plus accrued and unpaid interest up to the date fixed for redemption, provided that the volume weighted average trading price per Unit on the TSX (or such other exchange if the Units are not listed on the TSX) for the 20 consecutive trading days ending on the fifth trading day preceding the date on which notice of redemption is given (the "Current Market Price") is not less than 125% of the conversion price. From April 1, 2027, and prior to the Maturity Date, the 2023 Debentures will be redeemable, in whole at any time, or in part from time to time, at the option of the REIT on not more than 60 days' and not less than 30 days' prior written notice, at a redemption price equal to the principal amount thereof plus accrued and unpaid interest up to the date fixed for redemption. Subject to regulatory approval and other conditions, the REIT may, at its option, elect to satisfy its obligation to pay, in whole or in part, the principal amount of the 2023 Debentures that are to be redeemed or that have matured by issuing and delivering that number of freely tradable Units to the debentureholders obtained by dividing the principal amount of the 2023 Debentures being repaid by 95% of the Current Market Price on the date of redemption or maturity, as applicable.

## MORGUARD FACILITY

The REIT has an unsecured revolving credit facility with Morguard (the "Morguard Facility") that provides for borrowings or advances that can be drawn or advanced either in Canadian dollars or an equivalent amount in United States dollars subject to the availability of sufficient funds. If in Canadian dollars, interest will be calculated either at the Canadian prime lending rate or at the bankers' acceptance rate plus 1.8%. If the borrowing or advance is in United States dollars, interest will be calculated either at the United States prime lending rate. The maximum allowable to be borrowed or advanced under the Morguard Facility is \$100,000.

As at September 30, 2023, the net amount receivable under the Morguard Facility was \$7,912 (December 31, 2022 - \$80,695).

During the three and nine months ended September 30, 2023, the REIT recorded net interest expense of \$117 (2022 - net interest income of \$811) and \$9 (2022 - net interest income of \$1,664), respectively, on the Morguard Facility.

## UNITHOLDERS' EQUITY, SPECIAL VOTING UNITS AND CLASS B LP UNITS

### UNITS

The REIT is authorized to issue an unlimited number of Units. Each Unit confers the right to one vote at any meeting of Unitholders and to participate *pro rata* in the distributions by the REIT and, in the event of termination or winding-up of the REIT, in the net assets of the REIT. The Unitholders have the right to require the REIT to redeem their Units on demand subject to certain conditions. The Units have no par value. Upon receipt of the redemption notice by the REIT, all rights to and under the Units tendered for redemption will cease and the holder thereof will be entitled to receive a price per Unit ("Redemption Price") as determined by a formula outlined in the Declaration of Trust. The Redemption Price will be paid in accordance with the conditions provided for in the Declaration of Trust.

The Trustees have discretion with respect to the timing and amounts of distributions.

The following table summarizes the changes in Units for the period from December 31, 2021, to September 30, 2023:

Issued and Fully Paid Units (In thousands, except Unit amounts)	Units	Amount
Balance, December 31, 2021	39,064,265	\$469,959
Units issued under DRIP	47,528	815
Balance, December 31, 2022	39,111,793	470,774
<b>Units issued under DRIP</b>	<b>40,241</b>	<b>682</b>
<b>Units repurchased through the REIT's NCIB plan</b>	<b>(1,236,513)</b>	<b>(20,626)</b>
<b>Balance, September 30, 2023</b>	<b>37,915,521</b>	<b>\$450,830</b>

### NORMAL COURSE ISSUER BIDS

On January 8, 2022, the REIT had the approval of the TSX under its normal course issuer bid ("NCIB") to purchase up to 1,478,869 Units and \$4,024 principal amount of the 2018 Debentures. The program expired on January 7, 2023. On January 6, 2023, the REIT obtained the approval of the TSX under its NCIB, commencing January 10, 2023, to purchase up to 1,474,371 Units, being approximately 5% of the public float of outstanding Units; the program expires on January 9, 2024. The daily repurchase restriction for the Units is 8,461.

During the nine months ended September 30, 2023, 1,236,513 Units were repurchased for cash consideration of \$20,626 at a weighted average price of \$16.68 per Unit.

### DISTRIBUTION REINVESTMENT PLAN

Under the REIT's Distribution Reinvestment Plan ("DRIP"), Unitholders can elect to reinvest cash distributions into additional Units at a weighted average closing price of the Units on the TSX for the five trading days immediately preceding the applicable date of distribution. During the nine months ended September 30, 2023, the REIT issued 40,241 Units under the DRIP (year ended December 31, 2022 - 47,528 Units).

### SPECIAL VOTING UNITS AND CLASS B LP UNITS

The REIT is authorized to issue an unlimited number of Special Voting Units. The Declaration of Trust and the exchange agreement provide for the issuance of the Special Voting Units, which have no economic entitlement in the REIT or in the distribution or assets of the REIT but are used to provide voting rights proportionate to the votes of the Units to holders of securities exchangeable into Units, including the Class B LP Units. Each Special Voting Unit is not transferable separately from the Class B LP Unit to which it is attached and will be automatically redeemed and cancelled upon exchange of the attached Class B LP Unit into a Unit.

On April 18, 2012, the REIT issued 17,223,090 Class B LP Units to Morguard for \$172,231. The Class B LP Units are non-transferable, except under certain circumstances, but are exchangeable on a one-for-one basis into Units of the REIT at any time at the option of the holder. Prior to such exchange, distributions are made on the Class B LP Units in an amount equivalent to the distribution that would have been made had the Units of the REIT been issued. Each Class B LP Unit was accompanied by a Special Voting Unit that entitles the holder to receive notice of, attend and vote at all meetings of the Unitholders. There is no value assigned to the Special Voting Units.

As at September 30, 2023, the REIT valued the Class B LP Units based on the closing price of the TSX-listed Units which resulted in a fair value liability of \$255,763 (December 31, 2022 - \$279,014) and a corresponding fair value gain for the three and nine months ended September 30, 2023 of \$34,446 (2022 - \$17,740) and \$23,251 (2022 - \$40,647), respectively. For the three and nine months ended September 30, 2023, distributions on Class B LP Units amounting to \$3,100 (2022 - \$3,012) and \$9,300 (2022 - \$9,037), respectively, are included in interest expense.

As at September 30, 2023, Morguard owned a 45.6% effective interest in the REIT through its ownership of 7,944,166 Units and 17,223,090 Class B LP Units.

As at September 30, 2023, there were 37,915,521 Units and 17,223,090 exchangeable Class B LP Units issued and outstanding.

As at October 24, 2023, there were 37,749,878 Units and 17,223,090 exchangeable Class B LP Units issued and outstanding.

## PART VI

### RELATED PARTY TRANSACTIONS

Related party transactions that are in the normal course of operations are subject to the same processes and controls as other transactions; that is, they are subject to standard approval procedures and management oversight but are also considered by management for reasonability against fair value. Related party transactions that are found to be material are subject to review and approval by a committee of independent trustees.

#### AGREEMENTS WITH MORGUARD AFFILIATES

The REIT, Morguard NAR Canada Limited Partnership (the "Partnership") and its subsidiaries entered into a series of agreements ("Agreements") with certain Morguard affiliates whereby the following services are provided by Morguard's affiliates under the direction of the REIT:

##### Property Management

Pursuant to the Agreements, Morguard's affiliates administer the day-to-day operations of the Canadian and U.S. income producing properties, for which Morguard's affiliates receive partnership fees and distributions equal to 3.5% of gross property revenue of the income producing properties, payable monthly. Fees and distributions for the three and nine months ended September 30, 2023 amounted to \$2,989 (2022 - \$2,576) and \$8,816 (2022 - \$7,432), respectively, and are included in property operating costs and equity income (loss) from investments.

##### Asset Management

Pursuant to the Agreements, Morguard's affiliates have certain duties and responsibilities for the strategic management and administration of the Partnership and its subsidiaries, for which they receive partnership fees and distributions equal to 0.25% of the Partnership's gross book value defined as acquisition cost of the REIT's assets plus: (i) fair value adjustments; and (ii) accumulated amortization on property, plant and equipment. In addition, an annual fee and distribution is calculated in arrears, determined by multiplying 15% of the Partnership's funds from operations in excess of \$0.66 per Unit. Fees and distributions for the three and nine months ended September 30, 2023 amounted to \$4,747 (2022 - \$4,427) and \$14,480 (2022 - \$12,230), respectively, and are included in trust expenses and equity income (loss) from investments.

##### Acquisition

Pursuant to the Agreements, Morguard's affiliates are entitled to receive partnership fees with respect to properties acquired, directly or indirectly, by the REIT from third parties, and the fees are to be paid upon the closing of the purchase of each such property. The fees range from 0% of the purchase price paid for properties acquired directly or indirectly from Morguard, including entities controlled by Morguard, up to 0.75% of the purchase price paid for properties acquired from third parties. Fees relating to acquisition services for the three and nine months ended September 30, 2023, amounted to \$nil (2022 - \$1,581) and \$825 (2022 - \$1,581), respectively, and have been capitalized to income producing properties.

##### Financing

Pursuant to the Agreements, with respect to arranging for financing services, Morguard's affiliates are entitled to receive partnership fees equal to 0.15% of the principal amount and associated costs (excluding mortgage premiums) of any debt financing or refinancing. Fees relating to financing services for the three and nine months ended September 30, 2023 amounted to \$56 (2022 - \$240) and \$285 (2022 - \$270), respectively, have been capitalized to deferred financing costs.

##### Other Services

As at September 30, 2023, the REIT had its portfolio appraised by Morguard's appraisal division. Fees relating to appraisal services for the three and nine months ended September 30, 2023 amounted to \$52 (2022 - \$53) and \$156 (2022 - \$159), respectively, and are included in trust expenses.

All the Agreements have an initial term of 10 years and are renewable for further terms of five years each, subject to certain notice provisions or upon the occurrence of an event of default as stipulated in the provisions of the Agreements.

## PART VII

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

The REIT's condensed consolidated financial statements for the three and nine months ended September 30, 2023 and 2022, have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the IASB. The condensed consolidated financial statements use the same accounting policies and methods of their application as the most recent annual audited consolidated financial statements and accompanying notes for the year ended December 31, 2022, which include the significant accounting policies most affected by estimates and judgments, and should be read in conjunction with the most recent annual audited consolidated financial statements.

The MD&A for the year ended December 31, 2022, contains a discussion of the significant accounting policies most affected by estimates and judgments used in the preparation of the consolidated financial statements, being the accounting estimates of fair values of income producing properties and valuation of financial instruments. Management determined that as at September 30, 2023, there is no change to the assessment of the significant accounting policies most affected by estimates and judgments as detailed in the MD&A for the year ended December 31, 2022.

### FINANCIAL INSTRUMENTS

The following describes the REIT's recognized and unrecognized financial instruments.

The REIT's financial assets and liabilities comprise cash, restricted cash, amounts receivable, the Morguard Facility, accounts payable and accrued liabilities, mortgages payable, Class B LP Units, lease liability and the convertible debentures.

Financial assets must be classified and measured on the basis of both the business model in which the assets are managed and the contractual cash flow characteristics of the asset. Financial assets subsequent to initial recognition are classified and measured based on three categories: amortized cost, fair value through other comprehensive income ("FVTOCI") and fair value through profit or loss ("FVTPL"). Financial liabilities are classified and measured based on two categories: amortized cost and FVTPL. Fair values of financial assets and liabilities are presented as follows:

#### FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

The fair values of cash, restricted cash, amounts receivable, the Morguard Facility and accounts payable and accrued liabilities approximate their carrying values due to the short-term maturity of those instruments.

Mortgages payable, lease liability and the convertible debentures are carried at amortized cost using the effective interest method of amortization. The estimated fair values of long-term borrowings have been determined based on market information, where available, or by discounting future payments of interest and principal at estimated interest rates expected to be available to the REIT.

The fair value of the mortgages payable has been determined by discounting the cash flows of these financial obligations using September 30, 2023 market rates for debts of similar terms. Based on these assumptions, as at September 30, 2023, the fair value of the mortgages payable before deferred financing costs and mark-to-market adjustment is estimated at \$1,410,575 (December 31, 2022 - \$1,291,966). The fair value of the mortgages payable varies from their carrying value due to fluctuations in market interest rates since their issue.

The fair values of the convertible debentures are based on their market trading price. As at September 30, 2023, the fair value of the convertible debentures before deferred financing costs has been estimated at \$53,760 (December 31, 2022 - \$85,081), compared with the carrying value of \$51,582 (December 31, 2022 - \$85,223).

The fair value of the Class B LP Units is equal to the market trading price of the Units.

The REIT's convertible debentures have no restrictive covenants.

## RISKS AND UNCERTAINTIES

There are certain risks inherent in an investment in the Units and activities of the REIT that investors should carefully consider before investing in securities of the REIT. Risks and uncertainties are disclosed in the REIT's MD&A for the year ended December 31, 2022 and in the Risks and Uncertainties section of the latest Annual Information Form dated, February 14, 2023.

## CONTROLS AND PROCEDURES CONCERNING FINANCIAL INFORMATION

The financial certification process project team has documented and assessed the design of the internal controls in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. This undertaking has enabled the Chief Executive Officer and Chief Financial Officer to attest that the design of the internal controls with regard to financial information are effective using the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control - Integrated Framework (2013). In order to ensure that the consolidated financial statements and MD&A present fairly, in all material respects, the financial position of the REIT and the results of its operations, management is responsible for establishing and maintaining disclosure controls and procedures, as well as internal control over financial reporting.

The REIT's management has evaluated the effectiveness of the REIT's disclosure controls and procedures and, based on such evaluation, has concluded that their design is adequate and effective as of and for the nine months ended September 30, 2023. The REIT's management has also evaluated the effectiveness of the internal controls over financial reporting and has concluded that their design is effective as of and for the nine months ended September 30, 2023.

An information disclosure policy constitutes the framework for the information disclosure process with regard to the annual and interim filings, as well as to other reports filed or submitted under securities legislation. This policy aims in particular at identifying material information and validating the related reporting. Morguard's Disclosure Committee, established in 2005, is responsible for ensuring compliance with this policy for both Morguard and the REIT. Morguard's senior management acts as the Disclosure Committee, ensuring compliance with this policy and reviewing main documents to be filed with regulatory authorities to ensure that all significant information regarding operations is communicated in a timely manner.

## PART VIII

### SUMMARY OF QUARTERLY INFORMATION

The following table provides a summary of operating results for the last eight quarters.

(In thousands of dollars, except per Unit amounts)	Revenue	NOI	Proportionate NOI	FFO	Net Income (Loss) Attributable to Unitholders	Net Income (Loss) Attributable to Unitholders per Unit	
						Basic	Diluted <sup>(1)</sup>
<b>September 30, 2023</b>	<b>\$83,646</b>	<b>\$52,418</b>	<b>\$44,179</b>	<b>\$21,936</b>	<b>\$40,491</b>	<b>\$0.73</b>	<b>\$0.71</b>
June 30, 2023	83,326	53,494	45,238	23,711	81,227	1.45	1.40
March 31, 2023	79,648	19,308	41,664	21,954	29,495	0.52	0.50
December 31, 2022	75,076	46,460	42,284	23,526	(175,846)	(3.13)	(2.89)
September 30, 2022	70,766	44,875	39,597	21,137	70,097	1.24	1.17
June 30, 2022	67,392	42,456	37,101	19,833	162,601	2.89	2.70
March 31, 2022	65,257	17,424	35,127	18,307	162,430	2.89	2.70
December 31, 2021	63,475	39,796	33,726	16,870	112,610	2.00	1.87

(1) Includes the dilutive impact of the convertible debentures.

### SUMMARY OF QUARTERLY RESULTS

A significant portion of the REIT's real estate properties are located in the United States. As a result, the REIT is exposed to foreign currency exchange rate fluctuations with respect to its quarterly results derived from its properties located in the U.S.

Quarterly results fluctuate due to acquisitions and dispositions, the impact of foreign exchange rate fluctuations and mortgage refinancing. In addition, net income (loss) includes a number of non-cash components, such as, fair value gain (loss) on Class B LP Units, fair value gain (loss) on real estate properties, an IFRIC 21 adjustment to realty taxes, equity income (loss) from investments and deferred taxes.

During the first quarter of 2023, the REIT acquired a property comprising 240 suites and the remaining 50% interest in a property comprising 492 suites.

During the fourth quarter of 2022, the REIT disposed of a property comprising 340 suites.

During the third quarter of 2022, the REIT disposed of a property comprising a total of 144 suites and acquired two properties, one multi-suite residential property comprising 350 suites and one retail property comprising 186,712 square feet of commercial area.

During the second quarter of 2022, the REIT disposed of a property comprising 292 suites.

### Revenue and Net Operating Income

The regional distribution of the REIT's suites serves to add stability to the REIT's cash flows because it reduces the REIT's vulnerability to economic fluctuations affecting any particular region. However, tenant retention and leasing vacant suites are critical to maintaining occupancy levels.

In Canada, certain provinces and territories have enacted residential tenancy legislation that, among other things, imposes rent control guidelines that limit the REIT's ability to raise rental rates at its properties. For the calendar year 2023, the Ontario guideline increase amount was established at 2.5% (1.2% for 2022 and 0.0% for 2021). In addition, overbuilding in the multi-suite residential sector, particularly in the United States, may increase the supply of multi-suite residential properties, further increasing the level of competition in certain markets. Such competition may reduce occupancy rates and rental revenues of the REIT and, consequently, revenue and operating results.

As at September 30, 2023, Same Property occupancy in Canada was stable at 98.9% and has consistently risen since the fourth quarter of 2021 as leasing traffic normalized after a period of stay-at-home orders during the pandemic. Approximately 79% of the suites in Canada are located in the GTA. The GTA is Canada's most significant economic cluster and contains the largest concentration of people.

As at September 30, 2023, Same Property occupancy in the U.S. was 93.7% as the REIT's overall U.S. occupancy remained stable, continuing its positive momentum from 2021 and during 2022.

The REIT has seen steady revenue growth resulting from an increase in Same Property revenue. The increase in revenue since the fourth quarter of 2021 is due to improvements in occupancy as well as the REIT's acquisition and disposition activity.

Similar to revenue, NOI has profiled stable and steady growth over the last eight quarters resulting from an increase in revenue and the REIT's ability to control expenses as a percentage of revenue. The impact of foreign exchange rates and the REIT's acquisition and disposition activity also factored into the variance from quarter to quarter. Furthermore, the first quarter results (three months ended March 31) are impacted by IFRIC 21, whereby the REIT records the entire annual realty tax expense for its U.S. properties on January 1, except for U.S. properties acquired during the year in which the realty taxes are not recorded in the year of acquisition. As a result, the second, third and fourth quarters typically have no realty tax expense, which results in higher NOI and NOI margins.

#### **Net Income (Loss) Attributable to Unitholders**

Taking into account the above factors for revenue and NOI variations, the change in net income (loss) is predominantly due to a change in non-cash components described below:

- The REIT valued the Class B LP Units based on the closing price of the TSX-listed Units from period to period, resulting in a fair value gain/loss on Class B LP Units due to volatility in the trading price of the REIT's Units;
- The REIT recognized a fair value loss on real estate properties for the three months ended September 30, 2023 mainly due to a 25 basis point increase in capitalization rates across most U.S. properties, compared to a fair value gain on real estate properties for the same period in 2022, due to an increase in stabilized NOI at certain properties. In addition, the equity-accounted investment include non-cash fair value changes on real estate properties;
- The REIT has recorded deferred tax expense/recovery coinciding with fair value gain/loss of the REIT's U.S. real estate properties.

#### **SUBSEQUENT EVENT**

Subsequent to September 30, 2023, the REIT announced that its Board of Trustees has approved an increase to its annual cash distribution by \$0.02 per Unit (2.78%). The increase is expected to be effective for the November 2023 distribution, payable December 2023. This will bring the distribution to \$0.74 per Unit on an annualized basis from the current level of \$0.72 per Unit.

## PART IX

### RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

The REIT's proportionate consolidated financial statements are as follows:

#### BALANCE SHEETS

As at September 30, 2023	Non-GAAP Adjustments				Proportionate Basis (Non-GAAP)
	IFRS	NCI Share	Equity Interest	IFRIC 21	
<b>ASSETS</b>					
<b>Non-current assets</b>					
Real estate properties	\$4,052,168	(\$210,699)	\$159,134	(\$8,293)	\$3,992,310
Equity-accounted investments	50,808	—	(50,808)	—	—
	4,102,976	(210,699)	108,326	(8,293)	3,992,310
<b>Current assets</b>					
Morguard Facility	7,912	—	—	—	7,912
Amounts receivable	10,339	(419)	138	—	10,058
Prepaid expenses	15,414	(536)	312	—	15,190
Restricted cash	3,855	(1,082)	—	—	2,773
Cash	27,960	(3,179)	1,578	—	26,359
	65,480	(5,216)	2,028	—	62,292
	\$4,168,456	(\$215,915)	\$110,354	(\$8,293)	\$4,054,602
<b>LIABILITIES AND EQUITY</b>					
<b>Non-current liabilities</b>					
Mortgages payable	\$1,404,956	(\$96,917)	\$102,556	\$—	\$1,410,595
Convertible debentures	51,528	—	—	—	51,528
Class B LP Units	255,763	—	—	—	255,763
Deferred income tax liabilities	279,792	—	—	—	279,792
Lease liabilities	16,424	—	—	—	16,424
	2,008,463	(96,917)	102,556	—	2,014,102
<b>Current liabilities</b>					
Mortgages payable	119,117	(1,593)	2,369	—	119,893
Accounts payable and accrued liabilities	69,088	(7,127)	5,429	(8,293)	59,097
	188,205	(8,720)	7,798	(8,293)	178,990
<b>Total liabilities</b>	<b>2,196,668</b>	<b>(105,637)</b>	<b>110,354</b>	<b>(8,293)</b>	<b>2,193,092</b>
<b>EQUITY</b>					
Unitholders' equity	1,861,510	—	—	—	1,861,510
Non-controlling interest	110,278	(110,278)	—	—	—
<b>Total equity</b>	<b>1,971,788</b>	<b>(110,278)</b>	<b>—</b>	<b>—</b>	<b>1,861,510</b>
	\$4,168,456	(\$215,915)	\$110,354	(\$8,293)	\$4,054,602

The following table provides a reconciliation of gross book value and indebtedness as defined in the Declaration of Trust from their IFRS financial statement presentation:

As at September 30, 2023	Non-GAAP Adjustments				Proportionate Basis (Non-GAAP)
	IFRS	NCI Share	Equity Interest	IFRIC 21	
<b>Total Assets / Gross book value<sup>(1)</sup></b>	<b>\$4,168,456</b>	<b>(\$215,915)</b>	<b>\$110,354</b>	<b>(\$8,293)</b>	<b>\$4,054,602</b>
Mortgage payable	\$1,524,073	(\$98,510)	\$104,925	\$—	\$1,530,488
Add: Deferred financing costs	14,523	(332)	314	—	14,505
Mark-to-market adjustment	2,481	—	—	—	2,481
	1,541,077	(98,842)	105,239	—	1,547,474
Convertible debentures, face value	56,000	—	—	—	56,000
Lease liabilities	16,424	—	—	—	16,424
<b>Indebtedness</b>	<b>\$1,613,501</b>	<b>(\$98,842)</b>	<b>\$105,239</b>	<b>\$—</b>	<b>\$1,619,898</b>
<b>Indebtedness / Gross book value</b>	<b>38.7%</b>				<b>40.0%</b>

(1) Gross book value (as defined in the Declaration of Trust) includes the impact of any fair value adjustments.

## STATEMENTS OF INCOME

For the three months ended September 30 (In thousands of dollars)	2023					2022					
	Non-GAAP Adjustments					Proportionate Basis (Non-GAAP)	Non-GAAP Adjustments				Proportionate Basis (Non-GAAP)
	IFRS	NCI Share	Equity Interest	Equity Reclass	IFRIC 21		IFRS	NCI Share	Equity Interest	IFRIC 21	
<b>Revenue from properties</b>											
Same Property											
Gross rental revenue	\$69,167	(\$4,163)	\$3,883	\$2,078	\$—	\$70,965	\$64,278	(\$3,770)	\$5,410	\$—	\$65,918
Vacancy	(3,548)	210	(199)	(69)	—	(3,606)	(3,188)	178	(200)	—	(3,210)
Ancillary	5,675	(441)	197	149	—	5,580	4,932	(345)	276	—	4,863
Same Property	71,294	(4,394)	3,881	2,158	—	72,939	66,022	(3,937)	5,486	—	67,571
Equity Reclassification	2,158	—	—	(2,158)	—	—	—	—	—	—	—
Acquisition/Disposition	10,194	—	—	—	—	10,194	4,744	—	—	—	4,744
Total revenue from properties	83,646	(4,394)	3,881	—	—	83,133	70,766	(3,937)	5,486	—	72,315
<b>Property operating expenses</b>											
Same Property											
Operating costs	19,862	(1,185)	938	628	—	20,243	17,598	(1,039)	1,478	—	18,037
Realty taxes	2,749	(14)	—	8	6,343	9,086	2,478	(11)	(55)	5,676	8,088
Utilities	4,233	(177)	146	134	—	4,336	4,472	(136)	197	—	4,533
Same Property	26,844	(1,376)	1,084	770	6,343	33,665	24,548	(1,186)	1,620	5,676	30,658
Equity Reclassification	770	—	—	(770)	—	—	—	—	—	—	—
Acquisition/Disposition	3,614	—	—	—	1,675	5,289	1,343	—	—	717	2,060
Total property operating expenses	31,228	(1,376)	1,084	—	8,018	38,954	25,891	(1,186)	1,620	6,393	32,718
<b>NOI</b>											
Same Property	44,450	(3,018)	2,797	1,388	(6,343)	39,274	41,474	(2,751)	3,866	(5,676)	36,913
Equity Reclassification	1,388	—	—	(1,388)	—	—	—	—	—	—	—
Acquisition/Disposition	6,580	—	—	—	(1,675)	4,905	3,401	—	—	(717)	2,684
Total NOI <sup>(1)</sup>	52,418	(3,018)	2,797	—	(8,018)	44,179	44,875	(2,751)	3,866	(6,393)	39,597
Other expenses (income)											
Interest expense	17,976	(1,067)	870	—	—	17,779	16,043	(888)	1,283	—	16,438
Trust expenses	5,391	(91)	101	—	—	5,401	5,001	(85)	162	—	5,078
Equity loss (income) from investments	3,193	—	(3,193)	—	—	—	(3,857)	—	3,857	—	—
Foreign exchange gain	(10)	—	—	—	—	(10)	(75)	—	—	—	(75)
Other expense (income)	349	—	—	—	—	349	(717)	—	—	—	(717)
<b>Income before fair value changes and income taxes</b>	25,519	(1,860)	5,019	—	(8,018)	20,660	28,480	(1,778)	(1,436)	(6,393)	18,873
Fair value gain (loss) on real estate properties, net	(29,124)	3,150	(5,019)	—	8,018	(22,975)	55,643	(9,293)	1,436	6,393	54,179
Fair value gain on Class B LP Units	34,446	—	—	—	—	34,446	17,740	—	—	—	17,740
<b>Income before income taxes</b>	30,841	1,290	—	—	—	32,131	101,863	(11,071)	—	—	90,792
Provision for (recovery of) income taxes											
Current	322	(50)	—	—	—	272	33	—	—	—	33
Deferred	(8,632)	—	—	—	—	(8,632)	20,662	—	—	—	20,662
	(8,310)	(50)	—	—	—	(8,360)	20,695	—	—	—	20,695
<b>Net income for the period</b>	\$39,151	\$1,340	\$—	\$—	\$—	\$40,491	\$81,168	(\$11,071)	\$—	\$—	\$70,097
<sup>(1)</sup> IFRIC 21 included in NOI	(\$7,947)	\$669	(\$740)	\$—	\$8,018	\$—	(\$6,041)	\$685	(\$1,037)	\$6,393	\$—

The following table provides a reconciliation of interest and indebtedness coverage ratios from their IFRS financial statement presentation:

For the three months ended September 30 (In thousands of dollars)	2023					2022					
	Non-GAAP Adjustments					Proportionate Basis (Non-GAAP)	Non-GAAP Adjustments				Proportionate Basis (Non-GAAP)
	IFRS	NCI Share	Equity Interest	IFRIC 21	IFRS		NCI Share	Equity Interest	IFRIC 21		
NOI	\$52,418	(\$3,018)	\$2,797	(\$8,018)	\$44,179	\$44,875	(\$2,751)	\$3,866	(\$6,393)	\$39,597	
IFRIC 21 adjustment	(7,947)	669	(740)	8,018	—	(6,041)	685	(1,037)	6,393	—	
Trust expenses	(5,391)	91	(101)	—	(5,401)	(5,001)	85	(162)	—	(5,078)	
Other expense (income)	(349)	—	—	—	(349)	717	—	—	—	717	
	\$38,731	(\$2,258)	\$1,956	\$—	\$38,429	\$34,550	(\$1,981)	\$2,667	\$—	\$35,236	
Interest expense	\$17,976	(\$1,067)	\$870	\$—	\$17,779	\$16,043	(\$888)	\$1,283	\$—	\$16,438	
Amortization of mark-to-market adjustment on mortgages	(171)	—	—	—	(171)	—	—	—	—	—	
Fair value gain on conversion option on the convertible debentures	1,542	—	—	—	1,542	640	—	—	—	640	
Distributions on Class B LP Units	(3,100)	—	—	—	(3,100)	(3,012)	—	—	—	(3,012)	
	\$16,247	(\$1,067)	\$870	\$—	\$16,050	\$13,671	(\$888)	\$1,283	\$—	\$14,066	
<b>Interest coverage ratio</b>	2.38				2.39	2.53				2.51	
<b>Indebtedness coverage ratio</b>	1.60				1.60	1.59				1.59	

STATEMENTS OF INCOME (CONTINUED)

For the nine months ended September 30 (In thousands of dollars)	2023					2022					
	Non-GAAP Adjustments					Proportionate Basis (Non-GAAP)	Non-GAAP Adjustments				Proportionate Basis (Non-GAAP)
	IFRS	NCI Share	Equity Interest	Equity Reclass	IFRIC 21		IFRS	NCI Share	Equity Interest	IFRIC 21	
<b>Revenue from properties</b>											
Same Property											
Gross rental revenue	\$205,029	(\$12,271)	\$11,358	\$6,156	\$—	\$210,272	\$186,215	(\$10,767)	\$15,414	\$—	\$190,862
Vacancy	(9,551)	551	(534)	(310)	—	(9,844)	(10,012)	558	(801)	—	(10,255)
Ancillary	16,906	(1,188)	682	426	—	16,826	14,061	(925)	504	—	13,640
Same Property	212,384	(12,908)	11,506	6,272	—	217,254	190,264	(11,134)	15,117	—	194,247
Equity Reclassification	6,272	—	—	(6,272)	—	—	—	—	—	—	—
Acquisition/Disposition	27,964	—	—	—	—	27,964	13,151	—	—	—	13,151
Total revenue from properties	246,620	(12,908)	11,506	—	—	245,218	203,415	(11,134)	15,117	—	207,398
<b>Property operating expenses</b>											
Same Property											
Operating costs	56,756	(3,333)	2,707	1,779	—	57,909	49,365	(2,855)	4,071	—	50,581
Realty taxes	32,416	(2,786)	3,002	1,084	(6,493)	27,223	28,017	(2,597)	3,816	(5,265)	23,971
Utilities	13,943	(472)	430	424	—	14,325	13,931	(394)	712	—	14,249
Same Property	103,115	(6,591)	6,139	3,287	(6,493)	99,457	91,313	(5,846)	8,599	(5,265)	88,801
Equity Reclassification	3,287	—	—	(3,287)	—	—	—	—	—	—	—
Acquisition/Disposition	14,998	—	—	—	(318)	14,680	7,347	—	—	(575)	6,772
Total property operating expenses	121,400	(6,591)	6,139	—	(6,811)	114,137	98,660	(5,846)	8,599	(5,840)	95,573
<b>NOI</b>											
Same Property	109,269	(6,317)	5,367	2,985	6,493	117,797	98,951	(5,288)	6,518	5,265	105,446
Equity Reclassification	2,985	—	—	(2,985)	—	—	—	—	—	—	—
Acquisition/Disposition	12,966	—	—	—	318	13,284	5,804	—	—	575	6,379
Total NOI <sup>(1)</sup>	125,220	(6,317)	5,367	—	6,811	131,081	104,755	(5,288)	6,518	5,840	111,825
Other expenses (income)											
Interest expense	54,738	(3,132)	2,633	—	—	54,239	46,373	(2,623)	3,789	—	47,539
Trust expenses	16,352	(273)	312	—	—	16,391	13,777	(223)	474	—	14,028
Equity income from investments	(1,017)	—	1,017	—	—	—	(10,017)	—	10,017	—	—
Foreign exchange loss (gain)	14	—	—	—	—	14	(92)	—	—	—	(92)
Other income	(270)	—	—	—	—	(270)	(1,874)	—	—	—	(1,874)
<b>Income before fair value changes and income taxes</b>	55,403	(2,912)	1,405	—	6,811	60,707	56,588	(2,442)	(7,762)	5,840	52,224
Fair value gain on real estate properties, net	100,119	(6,840)	(1,405)	—	(6,811)	85,063	411,449	(21,290)	7,762	(5,840)	392,081
Fair value gain on Class B LP Units	23,251	—	—	—	—	23,251	40,647	—	—	—	40,647
<b>Income before income taxes</b>	178,773	(9,752)	—	—	—	169,021	508,684	(23,732)	—	—	484,952
Provision for income taxes											
Current	390	(50)	—	—	—	340	105	—	—	—	105
Deferred	17,468	—	—	—	—	17,468	89,719	—	—	—	89,719
	17,858	(50)	—	—	—	17,808	89,824	—	—	—	89,824
<b>Net income for the period</b>	\$160,915	(\$9,702)	\$—	\$—	\$—	\$151,213	\$418,860	(\$23,732)	\$—	\$—	\$395,128
<sup>(1)</sup> IFRIC 21 included in NOI	\$6,737	(\$685)	\$759	\$—	(\$6,811)	\$—	\$5,599	(\$673)	\$914	(\$5,840)	\$—

The following table provides a reconciliation of interest and indebtedness coverage ratios from their IFRS financial statement presentation:

For the nine months ended September 30 (In thousands of dollars)	2023					2022					
	Non-GAAP Adjustments					Proportionate Basis (Non-GAAP)	Non-GAAP Adjustments				Proportionate Basis (Non-GAAP)
	IFRS	NCI Share	Equity Interest	IFRIC 21	IFRS		NCI Share	Equity Interest	IFRIC 21		
NOI	\$125,220	(\$6,317)	\$5,367	\$6,811	\$131,081	\$104,755	(\$5,288)	\$6,518	\$5,840	\$111,825	
IFRIC 21 adjustment	6,737	(685)	759	(6,811)	—	5,599	(673)	914	(5,840)	—	
Trust expenses	(16,352)	273	(312)	—	(16,391)	(13,777)	223	(474)	—	(14,028)	
Other income	270	—	—	—	270	1,874	—	—	—	1,874	
	\$115,875	(\$6,729)	\$5,814	\$—	\$114,960	\$98,451	(\$5,738)	\$6,958	\$—	\$99,671	
Interest expense	\$54,738	(\$3,132)	\$2,633	\$—	\$54,239	\$46,373	(\$2,623)	\$3,789	\$—	\$47,539	
Loss on extinguishment of mortgages	—	—	—	—	—	(181)	—	—	—	(181)	
Amortization of mark-to-market adjustment on mortgages	(562)	—	—	—	(562)	—	—	—	—	—	
Fair value gain on conversion option on the convertible debentures	2,080	—	—	—	2,080	1,787	—	—	—	1,787	
Distributions on Class B LP Units	(9,300)	—	—	—	(9,300)	(9,037)	—	—	—	(9,037)	
	\$46,956	(\$3,132)	\$2,633	\$—	\$46,457	\$38,942	(\$2,623)	\$3,789	\$—	\$40,108	
<b>Interest coverage ratio</b>	2.47				2.47	2.53				2.49	
<b>Indebtedness coverage ratio</b>	1.62				1.61	1.56				1.53	

## CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### TABLE OF CONTENTS

Consolidated Balance Sheets	47
Consolidated Statements of Income	48
Consolidated Statements of Comprehensive Income	49
Consolidated Statements of Changes in Unitholders' Equity	50
Consolidated Statements of Cash Flows	51
Notes to the Consolidated Financial Statements	52

## BALANCE SHEETS

In thousands of Canadian dollars

As at	Note	September 30, 2023	December 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Real estate properties	3	\$4,052,168	\$3,626,853
Equity-accounted investments	4	50,808	105,462
		<b>4,102,976</b>	<b>3,732,315</b>
<b>Current assets</b>			
Morguard Facility	8	7,912	80,695
Amounts receivable		10,339	11,402
Prepaid expenses		15,414	6,373
Restricted cash		3,855	88,996
Cash		27,960	14,636
		<b>65,480</b>	<b>202,102</b>
		<b>\$4,168,456</b>	<b>\$3,934,417</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Non-current liabilities</b>			
Mortgages payable	5	\$1,404,956	\$1,247,355
Convertible debentures	6	51,528	—
Class B LP Units	7	255,763	279,014
Deferred income tax liabilities	16	279,792	262,760
Lease liabilities	9	16,424	16,235
		<b>2,008,463</b>	<b>1,805,364</b>
<b>Current liabilities</b>			
Mortgages payable	5	119,117	134,819
Convertible debentures	6	—	85,126
Accounts payable and accrued liabilities	10	69,088	53,719
		<b>188,205</b>	<b>273,664</b>
<b>Total liabilities</b>		<b>2,196,668</b>	<b>2,079,028</b>
<b>EQUITY</b>			
Unitholders' equity		1,861,510	1,753,475
Non-controlling interest		110,278	101,914
<b>Total equity</b>		<b>1,971,788</b>	<b>1,855,389</b>
		<b>\$4,168,456</b>	<b>\$3,934,417</b>

See accompanying notes to the condensed consolidated financial statements.

## STATEMENTS OF INCOME

In thousands of Canadian dollars

	Note	Three months ended September 30		Nine months ended September 30	
		2023	2022	2023	2022
Revenue from real estate properties	12	<b>\$83,646</b>	\$70,766	<b>\$246,620</b>	\$203,415
Property operating expenses					
Property operating costs		<b>(23,908)</b>	(18,819)	<b>(68,164)</b>	(53,813)
Realty taxes		<b>(2,587)</b>	(2,485)	<b>(37,839)</b>	(30,493)
Utilities		<b>(4,733)</b>	(4,587)	<b>(15,397)</b>	(14,354)
<b>Net operating income</b>		<b>52,418</b>	44,875	<b>125,220</b>	104,755
Other expenses (income)					
Interest expense	13	<b>17,976</b>	16,043	<b>54,738</b>	46,373
Trust expenses	14	<b>5,391</b>	5,001	<b>16,352</b>	13,777
Equity loss (income) from investments	4	<b>3,193</b>	(3,857)	<b>(1,017)</b>	(10,017)
Foreign exchange loss (gain)		<b>(10)</b>	(75)	<b>14</b>	(92)
Other expense (income)	8	<b>349</b>	(717)	<b>(270)</b>	(1,874)
<b>Income before fair value changes and income taxes</b>		<b>25,519</b>	28,480	<b>55,403</b>	56,588
Fair value gain (loss) on real estate properties, net	3	<b>(29,124)</b>	55,643	<b>100,119</b>	411,449
Fair value gain on Class B LP Units	7	<b>34,446</b>	17,740	<b>23,251</b>	40,647
<b>Income before income taxes</b>		<b>30,841</b>	101,863	<b>178,773</b>	508,684
Provision for (recovery of) income taxes					
Current		<b>322</b>	33	<b>390</b>	105
Deferred		<b>(8,632)</b>	20,662	<b>17,468</b>	89,719
		<b>(8,310)</b>	20,695	<b>17,858</b>	89,824
<b>Net income for the period</b>		<b>\$39,151</b>	\$81,168	<b>\$160,915</b>	\$418,860
<b>Net income (loss) attributable to:</b>					
Unitholders		<b>\$40,491</b>	\$70,097	<b>\$151,213</b>	\$395,128
Non-controlling interest		<b>(1,340)</b>	11,071	<b>9,702</b>	23,732
		<b>\$39,151</b>	\$81,168	<b>\$160,915</b>	\$418,860

See accompanying notes to the condensed consolidated financial statements.

## STATEMENTS OF COMPREHENSIVE INCOME

In thousands of Canadian dollars

	Three months ended September 30		Nine months ended September 30	
	2023	2022	2023	2022
<b>Net income for the period</b>	<b>\$39,151</b>	\$81,168	<b>\$160,915</b>	\$418,860
<b>OTHER COMPREHENSIVE INCOME</b>				
<b>Item that may be reclassified subsequently to net income:</b>				
Unrealized foreign currency translation gain (loss)	27,311	91,068	(2,466)	109,931
<b>Total comprehensive income for the period</b>	<b>\$66,462</b>	\$172,236	<b>\$158,449</b>	\$528,791
<b>Total comprehensive income attributable to:</b>				
Unitholders	<b>\$65,578</b>	\$154,237	<b>\$148,893</b>	\$496,754
Non-controlling interest	884	17,999	9,556	32,037
	<b>\$66,462</b>	\$172,236	<b>\$158,449</b>	\$528,791

See accompanying notes to the condensed consolidated financial statements.

## STATEMENTS OF CHANGES IN UNITHOLDERS' EQUITY

In thousands of Canadian dollars

	Note	Units	Contributed Surplus	Retained Earnings	Accumulated Other Comprehensive Income	Total Unitholders' Equity	Non-controlling Interest	Total Equity
Unitholders' equity, December 31, 2021		\$469,959	\$48,762	\$897,597	\$68,420	\$1,484,738	\$76,647	\$1,561,385
Changes during the period:								
Net income		—	—	395,128	—	395,128	23,732	418,860
Other comprehensive income		—	—	—	101,626	101,626	8,305	109,931
Issue of Units - DRIP		605	—	(605)	—	—	—	—
Distributions		—	—	(19,902)	—	(19,902)	(526)	(20,428)
Unitholders' equity, September 30, 2022		\$470,564	\$48,762	\$1,272,218	\$170,046	\$1,961,590	\$108,158	\$2,069,748
Changes during the period:								
Net loss		—	—	(175,846)	—	(175,846)	(3,451)	(179,297)
Other comprehensive loss		—	—	—	(25,506)	(25,506)	(2,135)	(27,641)
Issue of Units - DRIP		210	—	(210)	—	—	—	—
Distributions		—	—	(6,763)	—	(6,763)	(658)	(7,421)
<b>Unitholders' equity, December 31, 2022</b>		<b>\$470,774</b>	<b>\$48,762</b>	<b>\$1,089,399</b>	<b>\$144,540</b>	<b>\$1,753,475</b>	<b>\$101,914</b>	<b>\$1,855,389</b>
Changes during the period:								
Net income		—	—	151,213	—	151,213	9,702	160,915
Other comprehensive loss		—	—	—	(2,320)	(2,320)	(146)	(2,466)
Repurchase of Units	11(b)	(20,626)	—	—	—	(20,626)	—	(20,626)
Issue of Units - DRIP	11(d)	682	—	(682)	—	—	—	—
Distributions	11(d)	—	—	(20,232)	—	(20,232)	(1,192)	(21,424)
<b>Unitholders' equity, September 30, 2023</b>		<b>\$450,830</b>	<b>\$48,762</b>	<b>\$1,219,698</b>	<b>\$142,220</b>	<b>\$1,861,510</b>	<b>\$110,278</b>	<b>\$1,971,788</b>

See accompanying notes to the condensed consolidated financial statements.

## STATEMENTS OF CASH FLOWS

In thousands of Canadian dollars

	Note	Three months ended September 30		Nine months ended September 30	
		2023	2022	2023	2022
<b>OPERATING ACTIVITIES</b>					
Net income		<b>\$39,151</b>	\$81,168	<b>\$160,915</b>	\$418,860
Add (deduct) items not affecting cash	17(a)	<b>(19,146)</b>	(62,067)	<b>(98,711)</b>	(364,734)
Additions to tenant incentives		<b>(242)</b>	(268)	<b>(659)</b>	(744)
Distributions from equity-accounted investments	4	<b>684</b>	1,247	<b>2,706</b>	1,627
Net change in non-cash operating assets and liabilities	17(b)	<b>(6,971)</b>	5,701	<b>1,555</b>	5,379
<b>Cash provided by operating activities</b>		<b>13,476</b>	25,781	<b>65,806</b>	60,388
<b>INVESTING ACTIVITIES</b>					
Proceeds from sale of income producing properties, net	3	—	32,778	—	125,943
Acquisition of income producing properties	3	—	(220,746)	<b>(164,710)</b>	(220,746)
Additions to real estate properties	3	<b>(9,369)</b>	(12,084)	<b>(24,048)</b>	(22,869)
<b>Cash used in investing activities</b>		<b>(9,369)</b>	(200,052)	<b>(188,758)</b>	(117,672)
<b>FINANCING ACTIVITIES</b>					
Proceeds from new mortgages	5	<b>36,599</b>	155,859	<b>187,310</b>	175,351
Financing cost on new mortgages		<b>(767)</b>	(1,617)	<b>(4,048)</b>	(2,005)
Repayment of mortgages					
Principal instalment repayments		<b>(7,929)</b>	(8,012)	<b>(24,757)</b>	(24,367)
Repayment on maturity	5	<b>(20,656)</b>	(30,198)	<b>(106,449)</b>	(41,885)
Repayment due to mortgage extinguishment	3	—	(9,972)	—	(37,020)
Principal payment of lease liabilities	9	<b>(8)</b>	—	<b>(24)</b>	—
Proceeds from issuance of convertible debentures, net of costs	6	—	—	<b>53,590</b>	—
Redemption of convertible debentures	6	—	—	<b>(85,500)</b>	—
Proceeds from Morguard Facility		<b>45,737</b>	33,355	<b>245,660</b>	58,355
Repayments on Morguard Facility		<b>(53,692)</b>	(47,300)	<b>(173,275)</b>	(62,300)
Units repurchased for cancellation	11(b)	<b>(9,168)</b>	—	<b>(20,626)</b>	—
Distributions to Unitholders		<b>(6,701)</b>	(6,635)	<b>(20,295)</b>	(19,899)
Distributions to non-controlling interest		<b>(398)</b>	(517)	<b>(1,192)</b>	(526)
Decrease in restricted cash		<b>1,477</b>	68,909	<b>84,983</b>	3,446
<b>Cash provided by (used in) financing activities</b>		<b>(15,506)</b>	153,872	<b>135,377</b>	49,150
<b>Net increase (decrease) in cash during the period</b>		<b>(11,399)</b>	(20,399)	<b>12,425</b>	(8,134)
Net effect of foreign currency translation on cash balance		<b>(1,212)</b>	2,487	<b>899</b>	4,537
Cash, beginning of period		<b>40,571</b>	40,877	<b>14,636</b>	26,562
<b>Cash, end of period</b>		<b>\$27,960</b>	\$22,965	<b>\$27,960</b>	\$22,965

See accompanying notes to the condensed consolidated financial statements.

## NOTES

For the three and nine months ended September 30, 2023 and 2022

In thousands of Canadian dollars, except Unit and per Unit amounts and where otherwise noted

### NOTE 1

#### NATURE AND FORMATION OF TRUST

Morguard North American Residential Real Estate Investment Trust (the “REIT”) is an unincorporated open-ended real estate investment trust established pursuant to a Declaration of Trust dated March 1, 2012, and as most recently amended and restated on February 16, 2021 (the “Declaration of Trust”), under and governed by the laws of the Province of Ontario. The trust units of the REIT (“Units”) trade on the Toronto Stock Exchange (“TSX”) under the symbol “MRG.UN.” The REIT invests in multi-suite residential rental properties in Canada and the United States. The REIT’s head office is located at 55 City Centre Drive, Suite 1000, Mississauga, Ontario, L5B 1M3.

The REIT holds its investments in its real estate properties through its ownership in Morguard NAR Canada Limited Partnership (the “Partnership”). As at September 30, 2023, Morguard Corporation (“Morguard”), the parent company of the REIT, holds an indirect 45.6% (December 31, 2022 - 44.7%) interest through its ownership of 7,944,166 Units and 17,223,090 Class B LP Units.

### NOTE 2

#### STATEMENT OF COMPLIANCE AND SIGNIFICANT ACCOUNTING POLICIES

These condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”) and thus do not contain all the disclosures applicable to the annual audited consolidated financial statements.

The condensed consolidated financial statements were approved and authorized for issue by the Board of Trustees on October 24, 2023.

These condensed consolidated financial statements use the same accounting policies and methods of their application as the most recent annual audited consolidated financial statements and should be read in conjunction with the most recent annual audited consolidated financial statements, which include the significant accounting policies most affected by estimates and judgments.

#### Foreign Exchange

The foreign exchange rates for the current and prior reporting periods are as follows:

	2023	2022
Canadian dollar to United States dollar exchange rates:		
- As at September 30	<b>\$0.7396</b>	\$0.7231
- As at December 31	—	0.7383
- Average for the three months ended September 30	<b>0.7455</b>	0.7652
- Average for the nine months ended September 30	<b>0.7432</b>	0.7793
United States dollar to Canadian dollar exchange rates:		
- As at September 30	<b>1.3520</b>	1.3829
- As at December 31	—	1.3544
- Average for the three months ended September 30	<b>1.3414</b>	1.3068
- Average for the nine months ended September 30	<b>1.3456</b>	1.2832

## NOTE 3

### REAL ESTATE PROPERTIES

Reconciliations of the carrying amounts for real estate properties at the beginning and end of the current period and prior financial year are set out below:

As at	September 30, 2023	December 31, 2022
Balance, beginning of period	\$3,626,853	\$3,256,158
Additions:		
Acquisition of income producing properties	207,658	221,096
Capital expenditures	24,048	40,819
Right-of-use assets	241	6,643
Transfer from equity-accounted investments (Note 4)	96,840	—
Dispositions	—	(250,857)
Fair value gain, net	101,050	208,253
Foreign currency translation	(4,767)	145,077
Other	245	(336)
<b>Balance, end of period</b>	<b>\$4,052,168</b>	<b>\$3,626,853</b>

#### Transactions completed during the nine months ended September 30, 2023

##### Acquisitions

On January 5, 2023, the REIT acquired from Morguard the remaining 50% interest in Fenestra at Rockville Town Square (Note 4), comprising 492 residential suites, for a purchase price of \$96,902 (US\$71,545), including closing costs, and assumed mortgages payable of \$45,997 (US\$33,961). In addition, a mark-to-market adjustment of \$3,049 (US\$2,251) was recorded to mortgages payable.

On March 29, 2023, the REIT acquired a multi-suite residential property comprising 240 suites located in Chicago, Illinois ("Xavier Apartments"), for a purchase price of \$113,805 (US\$83,829), including closing costs.

The REIT pursued a tax deferred exchange under Internal Revenue Code Section 1031 ("1031 Exchange") in connection with its U.S. property dispositions. Under a 1031 Exchange, the REIT was able to defer tax payable upon the acquisition of its replacement property.

#### Transactions completed during the year ended December 31, 2022

##### Acquisitions

On August 8, 2022, the REIT acquired a multi-suite residential property comprising 350 suites located in Chicago, Illinois ("Echelon Chicago"), for a purchase price of \$174,345 (US\$135,603), including closing costs, and was partially funded by a mortgage in the amount of \$96,008 (US\$74,674) at an interest rate of 4.71% for a term of seven years.

On September 26, 2022, the REIT acquired a retail property ("Rockville Town Square") comprising 186,712 square feet of commercial area located in Rockville, Maryland, for a purchase price of \$46,751 (US\$34,085), including closing costs. The retail property is part of a mixed-use complex where the REIT owns the residential property ("Fenestra at Rockville Town Square").

##### Dispositions

On June 6, 2022, the REIT sold a multi-suite residential property located in Atlanta, Georgia, comprising 292 suites, for net proceeds of \$93,165 (US\$74,152), including closing costs, and repaid the mortgage payable secured by the property in the amount of \$27,048 (US\$21,528).

On August 24, 2022, the REIT sold a multi-suite residential property located in Slidell, Louisiana, comprising 144 suites, for net proceeds of \$32,778 (US\$25,247), including closing costs, and repaid the mortgage payable secured by the property in the amount of \$9,972 (US\$7,681).

On October 6, 2022, the REIT sold a multi-suite residential property located in Coconut Creek, Florida, comprising 340 suites, for net proceeds of \$124,914 (US\$91,052), including closing costs, and repaid the mortgage payable secured by the property in the amount of \$28,055 (US\$20,450).

As at September 30, 2023, and December 31, 2022, the REIT had its portfolio appraised by Morguard's appraisal division. In addition, the REIT's U.S. portfolio is appraised by independent U.S. real estate appraisal firms on a three-year cycle.

The REIT utilizes the direct capitalization income method to appraise its portfolio. This method requires that rental income from current leases and key assumptions about rental income, vacancies and inflation rates, among other factors, are used to determine a one-year stabilized net operating income forecast for each individual property within the REIT's portfolio and also considers any capital expenditures anticipated within the year. A capitalization rate was also determined for each property based on market information related to the external sale of similar properties within a similar location. These factors were used to determine the fair value of income producing properties at each reporting period.

As at September 30, 2023, using the direct capitalization income approach, the properties were valued using capitalization rates in the range of 3.8% to 6.3% (December 31, 2022 - 3.8% to 6.0%), resulting in an overall weighted average capitalization rate of 4.5% (December 31, 2022 - 4.4%).

The average capitalization rates by location are set out in the following table:

	September 30, 2023 Capitalization Rates			December 31, 2022 Capitalization Rates		
	Maximum	Minimum	Weighted Average	Maximum	Minimum	Weighted Average
<b>Canada</b>						
Alberta	5.3%	5.3%	5.3%	5.3%	5.3%	5.3%
Ontario	4.3%	3.8%	3.9%	4.3%	3.8%	3.9%
<b>United States</b>						
Colorado	5.0%	5.0%	5.0%	4.8%	4.8%	4.8%
Texas	5.0%	5.0%	5.0%	4.8%	4.5%	4.7%
Louisiana	5.5%	5.5%	5.5%	5.5%	5.5%	5.5%
Illinois	5.3%	5.0%	5.1%	4.8%	4.8%	4.8%
Georgia	5.3%	4.8%	5.0%	5.3%	4.8%	5.0%
Florida	6.3%	4.5%	5.2%	6.0%	4.5%	5.1%
North Carolina	5.0%	4.8%	4.9%	5.0%	4.8%	4.9%
Virginia	4.8%	4.8%	4.8%	4.5%	4.5%	4.5%
Maryland	4.8%	4.8%	4.8%	—%	—%	—%

Fair values are most sensitive to changes in capitalization rates and stabilized net operating income. Generally, an increase in stabilized net operating income will result in an increase in the fair value of the real estate properties, and an increase in capitalization rates will result in a decrease in the fair value of the properties. The capitalization rate magnifies the effect of a change in stabilized net operating income, with a lower capitalization rate resulting in a greater impact on the fair value of the property than a higher capitalization rate. If the weighted average stabilized capitalization rate were to increase or decrease by 25 basis points (assuming no change to stabilized net operating income), the value of the real estate properties as at September 30, 2023 would decrease by \$207,658 or increase by \$232,159, respectively.

#### NOTE 4

##### EQUITY-ACCOUNTED INVESTMENTS

The following are the REIT's equity-accounted investments as at September 30, 2023, and December 31, 2022:

Property	Principal Place of Business	Type	REIT's Ownership		Carrying Value	
			September 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022
Fenestra <sup>(1)</sup>	Rockville, MD	Joint Venture	—%	50%	\$—	\$52,857
Marquee at Block 37	Chicago, IL	Joint Venture	50%	50%	50,808	52,605
					<b>50,808</b>	<b>105,462</b>

<sup>(1)</sup> The REIT acquired the 50% interest not already owned in Fenestra at Rockville Town Square on January 5, 2023 (Note 3).

The following table presents the change in the balance of the equity-accounted investments:

As at	September 30, 2023	December 31, 2022
Balance, beginning of period	\$105,462	\$96,376
Transfer <sup>(1)</sup>	(52,857)	—
Distributions received	(2,706)	(1,796)
Share of net income	1,017	3,822
Foreign exchange gain (loss)	(108)	7,060
<b>Balance, end of period</b>	<b>\$50,808</b>	<b>\$105,462</b>

<sup>(1)</sup> On January 5, 2023, the REIT acquired from Morguard the remaining 50% interest in Fenestra at Rockville Town Square, at which point the carrying value of the 50% interest was transferred to each respective balance sheet line item including income producing properties in the amount of \$96,840 (Note 3) and mortgages payable in the amount of \$45,997.

The following tables present the financial results of the REIT's equity-accounted investments on a 100% basis:

As at	September 30, 2023	December 31, 2022
Non-current assets	\$318,268	\$515,080
Current assets	4,056	10,600
<b>Total assets</b>	<b>\$322,324</b>	<b>\$525,680</b>
Non-current liabilities	\$205,112	\$298,836
Current liabilities	15,596	15,920
<b>Total liabilities</b>	<b>\$220,708</b>	<b>\$314,756</b>
<b>Net assets</b>	<b>\$101,616</b>	<b>\$210,924</b>
<b>Equity-accounted investments</b>	<b>\$50,808</b>	<b>\$105,462</b>

	Three months ended		Nine months ended	
	September 30		September 30	
	2023	2022	2023	2022
Revenue	\$7,762	\$10,972	\$23,012	\$30,234
Expenses	(4,110)	(6,130)	(18,168)	(25,724)
Fair value gain (loss) on income producing properties	(10,038)	2,872	(2,810)	15,524
<b>Net income (loss) for the period</b>	<b>(\$6,386)</b>	<b>\$7,714</b>	<b>\$2,034</b>	<b>\$20,034</b>
<b>Income (loss) in equity-accounted investments</b>	<b>(\$3,193)</b>	<b>\$3,857</b>	<b>\$1,017</b>	<b>\$10,017</b>

## NOTE 5

### MORTGAGES PAYABLE

Mortgages payable consist of the following:

As at	September 30, 2023	December 31, 2022
Principal balance of mortgages	\$1,541,077	\$1,394,444
Deferred financing costs	(14,523)	(12,270)
Mark-to-market adjustment	(2,481)	—
	<b>\$1,524,073</b>	<b>\$1,382,174</b>
Current	\$119,117	\$134,819
Non-current	1,404,956	1,247,355
	<b>\$1,524,073</b>	<b>\$1,382,174</b>
Range of interest rates	2.03–7.37%	2.03–5.79%
Weighted average interest rate	3.72%	3.50%
Weighted average term to maturity (years)	5.1	4.9
Fair value of mortgages	\$1,410,575	\$1,291,966

The REIT's first mortgages are registered against specific real estate assets, and substantially all of the REIT's rental properties and related rental revenue have been pledged as collateral for the mortgages payable.

On April 28, 2023, the REIT completed the refinancing of two multi-suite residential properties located in Atlanta, Georgia, and Cary, North Carolina, for an aggregate amount of \$89,574 (US\$65,970) at an interest rate of 5.06% and for terms of 10 years. The maturing mortgages amounted to \$61,240 (US\$45,102) and had a weighted average interest rate of 3.51%.

On May 1, 2023, the REIT completed the Canada Mortgage and Housing Corporation (“CMHC”) insured financing of a multi-suite residential property located in Toronto, Ontario, in the amount of \$61,137 at an interest rate of 4.18% and for a term of 10 years. The maturing mortgage amounted to \$24,553 and had an interest rate of 2.96%.

On July 31, 2023, the REIT completed the refinancing of two multi-suite residential properties located in Pensacola, Florida, for an aggregate amount of \$36,599 (US\$27,775) at an interest rate of 5.66% and for terms of 8 years. The maturing mortgages amount to \$20,656 (US\$15,676) and had a weighted average interest rate of 3.39%.

The aggregate principal repayments and balances maturing of the mortgages payable as at September 30, 2023, together with the weighted average contractual interest rate on debt maturing in the next five years and thereafter, are as follows:

	Principal Instalment Repayments	Balances Maturing	Total	Weighted Average Contractual Rate
2023 (remainder of the year)	\$8,036	\$—	\$8,036	—%
2024	30,745	140,446	171,191	3.28%
2025	23,510	183,023	206,533	3.27%
2026	17,885	168,221	186,106	3.25%
2027	15,751	172,616	188,367	4.42%
Thereafter	45,504	735,340	780,844	3.85%
	\$141,431	\$1,399,646	\$1,541,077	3.72%

## NOTE 6

### CONVERTIBLE DEBENTURES

Convertible debentures consist of the following:

As at	September 30, 2023	December 31, 2022
4.50% convertible unsecured subordinated debentures	\$—	\$85,223
6.00% convertible unsecured subordinated debentures	51,582	—
Fair value of conversion option	2,155	94
Unamortized financing costs	(2,209)	(191)
	\$51,528	\$85,126
Current	\$—	\$85,126
Non-current	51,528	—
	\$51,528	\$85,126

For the three and nine months ended September 30, 2023, interest on the convertible debentures amounting to \$855 (2022 - \$976) and \$2,761 (2022 - \$2,878), respectively, is included in interest expense (Note 13). As at September 30, 2023, \$9 (December 31, 2022 - \$980) is included in accounts payable and accrued liabilities.

#### 4.50% Convertible Unsecured Subordinated Debentures

On February 13, 2018, the REIT issued \$75,000 principal amount of 4.50% convertible unsecured subordinated debentures (the “2018 Debentures”) maturing on March 31, 2023. On February 21, 2018, an additional principal amount of \$10,500 was issued pursuant to the exercise of the over-allotment option. Interest was payable semi-annually, not in advance, on March 31 and September 30 of each year. The underwriters’ commissions, legal and other issue costs attributable to the 2018 Debentures in the amount of \$3,375 have been capitalized and amortized over their term to maturity. Morguard owned \$5,000 aggregate principal amount of the 2018 Debentures.

On March 24, 2023, the REIT redeemed the 2018 Debentures in advance of their March 31, 2023 maturity date.

### 6.00% Convertible Unsecured Subordinated Debentures

On March 9, 2023, the REIT issued \$50,000 principal amount of 6.00% convertible unsecured subordinated debentures (the “2023 Debentures”) maturing on March 31, 2028 (the “Maturity Date”). On March 17, 2023, an additional principal amount of \$6,000 was issued pursuant to the exercise of the over-allotment option. Interest is payable semi-annually, not in advance, on March 31 and September 30 of each year, commencing on September 30, 2023. The underwriters’ commissions, legal and other issue costs attributable to the 2023 Debentures in the amount of \$2,410 have been capitalized and are being amortized over their term to maturity. Morguard and Paros Enterprises Limited (ultimate parent of Morguard), related parties, own \$5,000 and \$2,000 aggregate principal amount of the 2023 Debentures, respectively.

As at September 30, 2023, \$56,000 of the face value of the 2023 Debentures were outstanding.

Each of the 2023 Debentures can be converted into fully paid, non-assessable and freely tradable Units at the option of the holder at any time prior to the close of business on the earlier of the Maturity Date and the business day immediately preceding the date specified by the REIT for redemption of the 2023 Debentures, at a conversion price of \$24.15 per Unit, being a ratio of approximately 41.4079 Units per \$1,000 principal amount of the 2023 Debentures.

From April 1, 2026 to March 31, 2027, the 2023 Debentures will be redeemable, in whole at any time, or in part from time to time, at the option of the REIT on not more than 60 days’ and not less than 30 days’ prior written notice, at a redemption price equal to the principal amount thereof plus accrued and unpaid interest up to the date fixed for redemption, provided that the volume weighted average trading price per Unit on the TSX (or such other exchange if the Units are not listed on the TSX) for the 20 consecutive trading days ending on the fifth trading day preceding the date on which notice of redemption is given (the “Current Market Price”) is not less than 125% of the conversion price. From April 1, 2027, and prior to the Maturity Date, the 2023 Debentures will be redeemable, in whole at any time, or in part from time to time, at the option of the REIT on not more than 60 days’ and not less than 30 days’ prior written notice, at a redemption price equal to the principal amount thereof plus accrued and unpaid interest up to the date fixed for redemption. Subject to regulatory approval and other conditions, the REIT may, at its option, elect to satisfy its obligation to pay, in whole or in part, the principal amount of the 2023 Debentures that are to be redeemed or that have matured by issuing and delivering that number of freely tradable Units to the debentureholders obtained by dividing the principal amount of the 2023 Debentures being repaid by 95% of the Current Market Price on the date of redemption or maturity, as applicable.

## NOTE 7

### CLASS B LP UNITS

On April 18, 2012, the REIT issued 17,223,090 Class B LP Units to Morguard for \$172,231. The Class B LP Units are non-transferable, except under certain circumstances, but are exchangeable on a one-for-one basis into Units of the REIT at any time at the option of the holder. Prior to such exchange, distributions are made on the Class B LP Units in an amount equivalent to the distribution that would have been made had the Units of the REIT been issued. Each Class B LP Unit was accompanied by a Special Voting Unit, which entitles the holder to receive notice of, attend and vote at all meetings of the Unitholders. There is no value assigned to the Special Voting Units.

As at September 30, 2023, the REIT valued the Class B LP Units based on the closing price of the TSX-listed Units, which resulted in a fair value liability of \$255,763 (December 31, 2022 - \$279,014) and a corresponding fair value gain for the three and nine months ended September 30, 2023 of \$34,446 (2022 - \$17,740) and \$23,251 (2022 - \$40,647), respectively.

For the three and nine months ended September 30, 2023, distributions on Class B LP Units amounting to \$3,100 (2022 - \$3,012) and \$9,300 (2022 - \$9,037), respectively, are included in interest expense (Note 13).

As at September 30, 2023, and December 31, 2022, there were 17,223,090 Class B LP Units issued and outstanding.

## NOTE 8

### MORGUARD FACILITY

The REIT has an unsecured revolving credit facility with Morguard (the “Morguard Facility”) that provides for borrowings or advances that can be drawn or advanced either in Canadian dollars or an equivalent amount in United States dollars subject to the availability of sufficient funds. If in Canadian dollars, interest will be calculated either at the Canadian prime lending rate or at the bankers’ acceptance rate plus 1.8%. If the borrowing or advance is in United States dollars, interest will be calculated at the United States prime lending rate. The maximum allowable to be borrowed or advanced under the Morguard Facility is \$100,000.

As at September 30, 2023, the net amount receivable under the Morguard Facility was \$7,912 (December 31, 2022 - \$80,695).

During the three and nine months ended September 30, 2023, the REIT recorded net interest expense of \$117 (2022 - net interest income of \$811) and \$9 (2022 - net interest income of \$1,664), respectively, on the Morguard Facility.

## NOTE 9

### LEASE LIABILITIES

The following table presents the change in the balance of lease liabilities:

As at	September 30, 2023	December 31, 2022
Balance, beginning of period	\$16,235	\$9,065
Interest on lease liabilities (Note 13)	702	565
Payments	(726)	(573)
Additions	241	6,643
Foreign exchange loss (gain)	(28)	535
	<b>\$16,424</b>	<b>\$16,235</b>

Future minimum lease payments under the lease liabilities are as follows:

As at	September 30, 2023	December 31, 2022
Within 12 months	\$988	\$972
2 to 5 years	4,248	4,125
Over 5 years	27,576	27,915
Total minimum lease payments	32,812	33,012
Less: Future interest costs	(16,388)	(16,777)
<b>Present value of minimum lease payments</b>	<b>\$16,424</b>	<b>\$16,235</b>

## NOTE 10

### ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consist of the following:

As at	September 30, 2023	December 31, 2022
Accounts payable and accrued liabilities	\$59,888	\$44,982
Tenant deposits	9,200	8,737
	<b>\$69,088</b>	<b>\$53,719</b>

## NOTE 11

### UNITHOLDERS' EQUITY

#### (a) Units

The REIT is authorized to issue an unlimited number of Units. Each Unit confers the right to one vote at any meeting of Unitholders and to participate *pro rata* in the distributions by the REIT and, in the event of termination or winding-up of the REIT, in the net assets of the REIT. The Unitholders have the right to require the REIT to redeem their Units on demand subject to certain conditions. The Units have no par value. Upon receipt of the redemption notice by the REIT, all rights to and under the Units tendered for redemption will cease and the holder thereof will be entitled to receive a price per Unit ("Redemption Price") as determined by a formula outlined in the Declaration of Trust. The Redemption Price will be paid in accordance with the conditions provided for in the Declaration of Trust.

The Trustees have discretion with respect to the timing and amounts of distributions.

#### (b) Normal Course Issuer Bids

On January 8, 2022, the REIT had the approval of the TSX under its normal course issuer bid ("NCIB") to purchase up to 1,478,869 Units and \$4,024 principal amount of the 2018 Debentures. The program expired on January 7, 2023. On January 6, 2023, the REIT obtained the approval of the TSX under its NCIB, commencing January 10, 2023, to purchase up to 1,474,371 Units, being approximately 5% of the public float of outstanding Units; the program expires on January 9, 2024. The daily repurchase restriction for the Units is 8,461.

During the nine months ended September 30, 2023, 1,236,513 Units were repurchased for cash consideration of \$20,626 at a weighted average price of \$16.68 per Unit.

#### (c) Special Voting Units

The REIT is authorized to issue an unlimited number of Special Voting Units. The Declaration of Trust and the exchange agreement provide for the issuance of the Special Voting Units, which have no economic entitlement in the REIT or in the distribution or assets of the REIT, but are used to provide voting rights proportionate to the votes of the Units to holders of securities exchangeable into Units, including the Class B LP Units. Each Special Voting Unit is not transferable separately from the Class B LP Unit to which it is attached and will be automatically redeemed and cancelled upon exchange of the attached Class B LP Unit into a Unit.

#### (d) Units Outstanding

The following table summarizes the changes in Units for the period from December 31, 2021, to September 30, 2023:

Issued and Fully Paid Units	Units	Amount
Balance, December 31, 2021	39,064,265	\$469,959
Units issued under the DRIP	47,528	815
Balance, December 31, 2022	39,111,793	470,774
<b>Units issued under the DRIP</b>	<b>40,241</b>	<b>682</b>
Units repurchased through the REIT's NCIB plan	(1,236,513)	(20,626)
<b>Balance, September 30, 2023</b>	<b>37,915,521</b>	<b>\$450,830</b>

Total distributions declared during the nine months ended September 30, 2023, amounted to \$20,914, or \$0.54 per Unit (2022 - \$20,507, or \$0.5247 per Unit), including distributions payable of \$2,283 that were declared on September 15, 2023, and paid on October 16, 2023. On October 16, 2023, the REIT declared a distribution of \$0.06 per Unit payable on November 15, 2023.

#### (e) Distribution Reinvestment Plan

Under the REIT's Distribution Reinvestment Plan ("DRIP"), Unitholders can elect to reinvest cash distributions into additional Units at a weighted average closing price of the Units on the TSX for the five trading days immediately preceding the applicable date of distribution. During the nine months ended September 30, 2023, the REIT issued 40,241 Units under the DRIP (year ended December 31, 2022 - 47,528 Units).

## NOTE 12

### RENTAL INCOME

The components of revenue from real estate properties are as follows:

	Three months ended		Nine months ended	
	September 30		September 30	
	2023	2022	2023	2022
Rental income	\$41,361	\$36,093	\$122,413	\$103,140
Property management and ancillary income	29,027	24,075	85,698	69,880
Property tax and insurance	13,258	10,598	38,509	30,395
	<b>\$83,646</b>	<b>\$70,766</b>	<b>\$246,620</b>	<b>\$203,415</b>

## NOTE 13

### INTEREST EXPENSE

The components of interest expense are as follows:

	Three months ended		Nine months ended	
	September 30		September 30	
	2023	2022	2023	2022
Interest on mortgages	\$14,301	\$11,739	\$40,918	\$33,183
Interest on convertible debentures (Note 6)	855	976	2,761	2,878
Interest on lease liability (Note 9)	235	112	702	329
Amortization of mark-to-market adjustment on mortgages	171	—	562	—
Amortization of deferred financing costs	755	661	2,183	2,006
Amortization of deferred financing costs on the convertible debentures (Note 6)	101	183	392	546
Fair value gain on conversion option on the convertible debentures (Note 6)	(1,542)	(640)	(2,080)	(1,787)
Loss on extinguishment of mortgages payable	—	—	—	181
	<b>14,876</b>	<b>13,031</b>	<b>45,438</b>	<b>37,336</b>
Distributions on Class B LP Units (Note 7)	3,100	3,012	9,300	9,037
	<b>\$17,976</b>	<b>\$16,043</b>	<b>\$54,738</b>	<b>\$46,373</b>

## NOTE 14

### TRUST EXPENSES

The components of trust expenses are as follows:

	Three months ended		Nine months ended	
	September 30		September 30	
	2023	2022	2023	2022
Asset management fees and distributions	\$4,696	\$4,268	\$14,176	\$11,767
Professional fees	310	334	895	870
Public company expenses	208	210	613	599
Other	177	189	668	541
	<b>\$5,391</b>	<b>\$5,001</b>	<b>\$16,352</b>	<b>\$13,777</b>

## NOTE 15

### RELATED PARTY TRANSACTIONS

In addition to the related party transactions disclosed in Notes 3, 6, 7 and 8, related party transactions also include the following:

#### Agreements with Morguard Affiliates

The REIT, the Partnership and its subsidiaries entered into a series of agreements (the "Agreements") with certain Morguard affiliates whereby the following services are provided by Morguard's affiliates under the direction of the REIT:

#### Property Management

Pursuant to the Agreements, Morguard's affiliates administer the day-to-day operations of the Canadian and U.S. income producing properties, for which Morguard's affiliates receive partnership fees and distributions equal to 3.5% of gross property revenue of the income producing properties, payable monthly. Fees and distributions for

the three and nine months ended September 30, 2023 amounted to \$2,989 (2022 - \$2,576) and \$8,816 (2022 - \$7,432), respectively, and are included in property operating costs and equity income (loss) from investments. As at September 30, 2023, \$883 (December 31, 2022 - \$737) is included in accounts payable and accrued liabilities.

### **Asset Management**

Pursuant to the Agreements, Morguard's affiliates have certain duties and responsibilities for the strategic management and administration of the Partnership and its subsidiaries, for which they receive partnership fees and distributions equal to 0.25% of the Partnership's gross book value defined as acquisition cost of the REIT's assets plus: (i) fair value adjustments; and (ii) accumulated amortization on property, plant and equipment. In addition, an annual fee and distribution is calculated in arrears, determined by multiplying 15% of the Partnership's funds from operations in excess of \$0.66 per Unit. Fees and distributions for the three and nine months ended September 30, 2023 amounted to \$4,747 (2022 - \$4,427) and \$14,480 (2022 - \$12,230), respectively, and are included in trust expenses and equity income (loss) from investments. As at September 30, 2023, \$3,035 (December 31, 2022 - \$3,210) is included in accounts payable and accrued liabilities.

### **Acquisition**

Pursuant to the Agreements, Morguard's affiliates are entitled to receive partnership fees with respect to properties acquired, directly or indirectly, by the REIT from third parties, and the fees are to be paid upon the closing of the purchase of each such property. The fees range from 0% of the purchase price paid for properties acquired directly or indirectly from Morguard, including entities controlled by Morguard, up to 0.75% of the purchase price paid for properties acquired from third parties. Fees relating to acquisition services for the three and nine months ended September 30, 2023, amounted to \$nil (2022 - \$1,581) and \$825 (2022 - \$1,581), respectively, and have been capitalized to income producing properties.

### **Financing**

Pursuant to the Agreements, with respect to arranging for financing services, Morguard's affiliates are entitled to receive partnership fees equal to 0.15% of the principal amount and associated costs (excluding mortgage premiums) of any debt financing or refinancing. Fees relating to financing services for the three and nine months ended September 30, 2023 amounted to \$56 (2022 - \$240) and \$285 (2022 - \$270), respectively, and have been capitalized to deferred financing costs.

### **Other Services**

As at September 30, 2023, the REIT had its portfolio appraised by Morguard's appraisal division. Fees relating to appraisal services for the three and nine months ended September 30, 2023 amounted to \$52 (2022 - \$53) and \$156 (2022 - \$159), respectively, and are included in trust expenses.

## **NOTE 16**

### **INCOME TAXES**

#### **(a) Canadian Status**

The REIT is a "mutual fund trust" pursuant to the *Income Tax Act (Canada)* (the "Act"). Under current tax legislation, a mutual fund trust that is not a Specified Investment Flow-Through ("SIFT") trust pursuant to the Act is entitled to deduct distributions of taxable income such that it is not liable to pay income taxes, provided that its taxable income is fully distributed to Unitholders. The REIT intends to continue to qualify as a mutual fund trust that is not a SIFT trust and to make distributions not less than the amount necessary to ensure that the REIT will not be liable to pay income taxes.

#### **(b) U.S. Status**

Certain of the REIT's operations or a portion thereof are conducted through its taxable U.S. subsidiaries, which are subject to U.S. federal and state corporate income taxes.

As at September 30, 2023, the U.S. subsidiaries of the REIT have total net operating losses of approximately US\$34,189 (December 31, 2022 - US\$44,622) of which deferred tax assets were recognized comprising US\$6,563 (December 31, 2022 - US\$16,996) that will expire in various years commencing in 2032 and US\$27,626 (December 31, 2022 - US\$27,626) that can be carried forward indefinitely.

As at September 30, 2023, the REIT's U.S. subsidiaries have a total of US\$32,776 (December 31, 2022 - US\$20,929) of unutilized interest expense deductions on which deferred tax assets were recognized.

**NOTE 17**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(a) Items Not Affecting Cash**

	Three months ended September 30		Nine months ended September 30	
	2023	2022	2023	2022
Fair value loss (gain) on real estate properties, net	\$21,177	(\$61,684)	(\$93,382)	(\$405,850)
Fair value gain on Class B LP Units	(34,446)	(17,740)	(23,251)	(40,647)
Fair value gain on conversion option on the convertible debentures	(1,542)	(640)	(2,080)	(1,787)
Equity loss (income) from investments	3,193	(3,857)	(1,017)	(10,017)
Amortization of deferred financing - mortgages	755	661	2,183	2,006
Amortization of deferred financing - convertible debentures	101	183	392	546
Amortization of mark-to-market adjustment on mortgages	171	—	562	—
Loss on extinguishment of mortgages payable	—	—	—	181
Amortization of tenant incentives	77	348	414	1,115
Deferred income taxes	(8,632)	20,662	17,468	89,719
	<b>(\$19,146)</b>	<b>(\$62,067)</b>	<b>(\$98,711)</b>	<b>(\$364,734)</b>

**(b) Net Change in Non-cash Operating Assets and Liabilities**

	Three months ended September 30		Nine months ended September 30	
	2023	2022	2023	2022
Amounts receivable	(\$1,850)	(\$509)	\$2,152	\$525
Prepaid expenses	(10,352)	(3,802)	(7,436)	(6,497)
Accounts payable and accrued liabilities	5,231	10,012	6,839	11,351
	<b>(\$6,971)</b>	<b>\$5,701</b>	<b>\$1,555</b>	<b>\$5,379</b>

**(c) Supplemental Cash Flow Information**

	Three months ended September 30		Nine months ended September 30	
	2023	2022	2023	2022
Interest paid	\$16,020	\$14,269	\$43,854	\$36,542

**(d) Reconciliation of Liabilities Arising from Financing Activities**

The following provides a reconciliation of liabilities arising from financing activities:

As at September 30, 2023	Mortgages Payable	Convertible Debentures	Lease Liability	Total
Balance, beginning of period	\$1,382,174	\$85,126	\$16,235	\$1,483,535
Repayments	(24,757)	(85,500)	(24)	(110,281)
New financing, net of financing costs	183,262	53,590	—	236,852
Lump-sum repayments	(106,449)	—	—	(106,449)
Non-cash changes	91,309	(1,688)	241	89,862
Foreign exchange	(1,466)	—	(28)	(1,494)
<b>Balance, end of period</b>	<b>\$1,524,073</b>	<b>\$51,528</b>	<b>\$16,424</b>	<b>\$1,592,025</b>

## NOTE 18

### MANAGEMENT OF CAPITAL

Refer to the REIT's audited consolidated financial statements as at and for the year ended December 31, 2022 for an explanation of the REIT's capital management policy.

The total managed capital for the REIT as at September 30, 2023, and December 31, 2022, is summarized below:

As at	September 30, 2023	December 31, 2022
Mortgages payable, principal balance	\$1,541,077	\$1,394,444
Convertible debentures, face value	56,000	85,500
Lease liabilities	16,424	16,235
Class B LP Units	255,763	279,014
Unitholders' equity	1,861,510	1,753,475
	<b>\$3,730,774</b>	<b>\$3,528,668</b>

The REIT's debt ratios compared to its borrowing limits established in the Declaration of Trust are outlined in the table below:

As at	Borrowing Limits	September 30, 2023	December 31, 2022
Total debt to gross book value	70%	38.7%	38.0%
Floating-rate debt to gross book value	20%	0.9%	0.9%

## NOTE 19

### FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Refer to the REIT's audited consolidated financial statements as at and for the year ended December 31, 2022 for an explanation of the REIT's risk management policy as it relates to financial instruments.

#### Fair Value of Financial Assets and Liabilities

The fair values of cash, restricted cash, amounts receivable, the Morguard Facility and accounts payable and accrued liabilities approximate their carrying values due to the short-term maturity of these instruments.

Mortgages payable, lease liabilities and the convertible debentures are carried at amortized cost using the effective interest method of amortization. The estimated fair values of long-term borrowings have been determined based on market information, where available, or by discounting future payments of interest and principal at estimated interest rates expected to be available to the REIT.

The fair value of the mortgages payable has been determined by discounting the cash flows of these financial obligations using September 30, 2023 market rates for debts of similar terms (Level 2). Based on these assumptions, as at September 30, 2023, the fair value of the mortgages payable before deferred financing costs and mark-to-market adjustment is estimated at \$1,410,575 (December 31, 2022 - \$1,291,966). The fair value of the mortgages payable varies from the carrying value due to fluctuations in market interest rates since their issue.

The fair value of the convertible debentures is based on their market trading price (Level 1). As at September 30, 2023, the fair value of the convertible debentures before deferred financing costs has been estimated at \$53,760 (December 31, 2022 - \$85,081), compared with the carrying value of \$51,582 (December 31, 2022 - \$85,223).

The fair value of the Class B LP Units is equal to the market trading price of the Units.

The REIT's convertible debentures have no restrictive covenants.

The fair value hierarchy of real estate properties and financial instruments measured at fair value on the consolidated balance sheets is as follows:

	September 30, 2023			December 31, 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Assets:</b>						
Real estate properties	\$—	\$—	\$4,052,168	\$—	\$—	\$3,626,853
<b>Financial liabilities:</b>						
Class B LP Units	255,763	—	—	279,014	—	—
Conversion option of the convertible debentures	—	2,155	—	—	94	—

## NOTE 20

### SEGMENTED INFORMATION

All of the REIT's assets and liabilities are in, and their revenue is derived from, the Canadian and U.S. multi-suite residential real estate segments. The Canadian properties are located in the provinces of Alberta and Ontario, and the U.S. properties are located in the states of Colorado, Texas, Louisiana, Illinois, Georgia, Florida, North Carolina, Virginia and Maryland. No single tenant accounts for 10% or more of the REIT's total revenue. The REIT is separated into two reportable segments: Canada and the United States. The REIT has applied judgment by aggregating its operating segments according to the nature of the property operations. Such judgment considers the nature of operations, types of customers and an expectation that operating segments within a reportable segment have similar long-term economic characteristics.

Additional information with respect to each reportable segment is outlined below:

	Three months ended September 30, 2023			Three months ended September 30, 2022		
	Canada	U.S.	Total	Canada	U.S.	Total
Revenue from income producing properties	\$26,899	\$56,747	\$83,646	\$25,113	\$45,653	\$70,766
Property operating expenses	(10,997)	(20,231)	(31,228)	(10,921)	(14,970)	(25,891)
<b>Net operating income</b>	<b>\$15,902</b>	<b>\$36,516</b>	<b>\$52,418</b>	<b>\$14,192</b>	<b>\$30,683</b>	<b>\$44,875</b>

	Nine months ended September 30, 2023			Nine months ended September 30, 2022		
	Canada	U.S.	Total	Canada	U.S.	Total
Revenue from real estate properties	\$79,566	\$167,054	\$246,620	\$73,648	\$129,767	\$203,415
Property operating expenses	(34,026)	(87,374)	(121,400)	(33,559)	(65,101)	(98,660)
<b>Net operating income</b>	<b>\$45,540</b>	<b>\$79,680</b>	<b>\$125,220</b>	<b>\$40,089</b>	<b>\$64,666</b>	<b>\$104,755</b>

As at	September 30, 2023			December 31, 2022		
	Canada	U.S.	Total	Canada	U.S.	Total
Real estate properties	\$1,524,290	\$2,527,878	\$4,052,168	\$1,452,230	\$2,174,623	\$3,626,853
Mortgages payable	\$528,396	\$995,677	\$1,524,073	\$507,757	\$874,417	\$1,382,174

	Three months ended September 30, 2023			Three months ended September 30, 2022		
	Canada	U.S.	Total	Canada	U.S.	Total
Additions to real estate properties	\$4,378	\$4,991	\$9,369	\$4,933	\$227,897	\$232,830
Fair value gain (loss) on real estate properties	\$25,911	(\$55,035)	(\$29,124)	\$194	\$55,449	\$55,643

	Nine months ended September 30, 2023			Nine months ended September 30, 2022		
	Canada	U.S.	Total	Canada	U.S.	Total
Additions to real estate properties	\$10,712	\$317,834	\$328,546	\$8,081	\$235,534	\$243,615
Fair value gain on real estate properties	\$61,524	\$38,595	\$100,119	\$37,769	\$373,680	\$411,449