Consolidated Financial Statements
(In Canadian dollars)

AGELLAN COMMERCIAL REAL ESTATE INVESTMENT TRUST

Years ended December 31, 2016 and 2015

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INDEPENDENT AUDITORS' REPORT

To the Unitholders of Agellan Commercial Real Estate Investment Trust

We have audited the accompanying consolidated financial statements of Agellan Commercial Real Estate Investment Trust, which comprise the consolidated statements of financial position as at December 31, 2016 and 2015, the consolidated statements of income and comprehensive income, changes in unitholders' equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of Agellan Commercial Real Estate Investment Trust as at December 31, 2016 and 2015, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants

March 6, 2017
Toronto, Canada

AGELLAN COMMERCIAL REAL ESTATE INVESTMENT TRUST

Consolidated Statements of Financial Position
(In thousands of Canadian dollars)

December 31, 2016 and 2015

	2016	2015
Assets		
Non-current assets:		
Investment properties (note 4)	$ 759,494	$ 662,296
Current assets:		
Other assets (note 6)	7,662	4,138
Accounts receivable	2,111	2,639
Cash and cash equivalents	7,746	9,138
Total current assets	17,519	15,915
Total assets	$ 777,013	$ 678,211
Liabilities and Unitholders' Equity		
Non-current liabilities:		
Mortgages payable (note 8)	$ 301,472	$ 257,798
Loans facility (note 9)	103,037	89,372
Deferred income tax liability (note 14)	23,294	21,139
Total non-current liabilities	427,803	368,309
Current liabilities:		
Current portion of mortgages payable (note 8)	9,483	7,960
Tenant rental deposits and prepaid rent	6,804	6,488
Derivative instruments (note 13)	854	3,196
Accounts payable and accrued liabilities (note 7)	19,461	19,077
Distributions payable	1,805	1,510
Finance costs payable	1,108	942
Total current liabilities	39,515	39,173
Total liabilities	467,318	407,482
Unitholders' equity	309,695	270,729
Total liabilities and unitholders' equity	$ 777,013	$ 678,211

Commitments and contingencies (note 20)
Subsequent events (note 23)

See accompanying notes to consolidated financial statements.

The consolidated financial statements were approved by the Board on March 6, 2017 and signed on its behalf by:

"Glen Ladouceur" Trustee

"Richard Dansereau" Trustee

AGELLAN COMMERCIAL REAL ESTATE INVESTMENT TRUST

Consolidated Statements of Income and Comprehensive Income
(In thousands of Canadian dollars)

Years ended December 31, 2016 and 2015

	2016	2015
Revenue:		
Minimum rent	$ 54,128	$ 51,907
Recoveries from tenants	31,490	29,869
Other income	2,984	2,533
	88,602	84,309
Expenses:		
Property operating	24,485	23,309
Property taxes	12,803	12,290
General and administrative	5,421	4,909
Deferred income taxes (note 14)	2,745	8,464
Fair value adjustment on investment properties (note 4)	11,628	5,005
IFRIC 21 fair value adjustment on investment properties (note 3)	139	236
Loss on sale of investment properties (note 5)	487	685
	57,708	54,898
Income before finance costs	30,894	29,411
Finance costs (note 12)	11,119	16,458
Net income	19,775	12,953
Other comprehensive income (loss):		
Reclassified subsequently to income when specific conditions are met:		
Unrealized gain (loss) on translation of U.S. dollar denominated foreign operations	(5,357)	28,146
Comprehensive income	$ 14,418	$ 41,099

See accompanying notes to consolidated financial statements.

AGELLAN COMMERCIAL REAL ESTATE INVESTMENT TRUST

Consolidated Statements of Changes in Unitholders' Equity
(In thousands of Canadian dollars)

Years ended December 31, 2016 and 2015

	Amounts of unit capital (note 10)	Accumulated distributions	Cumulative net income	Other comprehensive income (loss)	Total
Unitholders' equity, January 1, 2015	$ 214,210	$ (32,929)	$ 49,863	$ 17,575	$ 248,719
Cancellation of units under normal course issuer bid	(2,030)	–	–	–	(2,030)
Deferred trust units exercised	52	–	–	–	52
Net income	–	–	12,953	–	12,953
Other comprehensive income	–	–	–	28,146	28,146
Distributions	–	(18,217)	–	–	(18,217)
Distribution reinvestment plan	1,106	–	–	–	1,106
Unitholders' equity, December 31, 2015	213,338	(51,146)	62,816	45,721	270,729
Unit issued, incentive fee	242	–	–	–	242
Unit issued, net of issuance costs	43,490	–	–	–	43,490
Net income	–	–	19,775	–	19,775
Other comprehensive loss	–	–	–	(5,357)	(5,357)
Distributions	–	(19,599)	–	–	(19,599)
Distribution reinvestment plan	415	–	–	–	415
Unitholders' equity, December 31, 2016	$ 257,485	$ (70,745)	$ 82,591	$ 40,364	$ 309,695

Distributions per unit for the year ended December 31, 2016 - $0.775 (2015 - $0.775).

See accompanying notes to consolidated financial statements.

AGELLAN COMMERCIAL REAL ESTATE INVESTMENT TRUST

Consolidated Statements of Cash Flows
(In thousands of Canadian dollars)

Years ended December 31, 2016 and 2015

	2016	2015
Cash flows from (used in) operating activities:		
Net income	$ 19,775	$ 12,953
Adjustments for items not involving cash:		
Straight-line rents adjustment	(631)	(1,923)
Amortization of lease incentive	1,565	1,429
Fair value adjustment on investment properties	11,767	5,241
Finance costs (note 12)	10,865	14,992
Loss on sale of investment properties (note 5)	487	685
Change in non-cash working capital items:		
Other assets	322	(54)
Accounts receivable	453	(602)
Tenant rental deposits and prepaid rent	347	821
Deferred income tax liability	2,745	8,464
Accounts payable and accrued liabilities	176	4,652
	47,871	46,658
Cash flows from (used in) financing activities:		
Proceeds from issuance of units	43,490	–
Proceeds from mortgages payable	12,264	12,535
Proceeds from loans facility	79,936	15,013
Financing fees paid	(1,045)	(473)
Principal payments	(5,105)	(4,432)
Repayment of loans facility	(65,907)	(27,488)
Interest paid	(14,049)	(13,496)
Distributions paid	(18,889)	(17,118)
Cancellation of units under normal course issuer bid	–	(2,030)
	30,695	(37,489)
Cash flows from (used in) investing activities:		
Acquisition of investment properties (note 3)	(43,957)	(29,874)
Proceeds from disposition on investment properties (note 5)	8,494	21,297
Additions to investment properties	(40,780)	(12,746)
Change in restricted cash	(3,146)	8,402
	(79,389)	(12,921)
Effect of exchange rates on cash	(569)	1,161
Decrease in cash and cash equivalents	(1,392)	(2,591)
Cash and cash equivalents, beginning of year	9,138	11,729
Cash and cash equivalents, end of year	$ 7,746	$ 9,138
Supplemental cash flow information:		
Units issued under distribution reinvestment plan (note 10)	$ 415	$ 1,106
Deferred compensation expense (note 11)	91	89
Units issued under incentive fee (note 18(e))	242	–
Mortgages assumed on acquisition, including mark-to-market adjustment of $2,032	45,690	–

See accompanying notes to consolidated financial statements.

Agellan Commercial Real Estate Investment Trust (the "REIT") is an open-ended real estate investment trust established under, and governed by, the laws of the Province of Ontario, pursuant to a declaration of trust ("Declaration of Trust") dated November 1, 2012, when one trust unit was issued for ten dollars cash. The Declaration of Trust was subsequently amended and restated on January 24, 2013. The REIT commenced operations on January 25, 2013 when it issued units for cash pursuant to an initial public offering ("IPO").

The REIT was created for the purpose of acquiring and owning industrial, office and retail properties in the United States and Canada. The units of the REIT ("Units") trade on the Toronto Stock Exchange ("TSX") under the symbol ACR.UN. The registered office of the REIT is 156 Front Street West, Suite 303, Toronto, Ontario, Canada M5J 2L6. The Declaration of Trust provides that the REIT may make cash distributions to the unitholders of the REIT. The amount distributed annually is $0.775 per unit and is subject to changes by the Board of Trustees.

1. Basis of preparation:

(a) Statement of compliance:

These consolidated financial statements of the REIT have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") and using accounting policies described herein.

(b) Basis of consolidation:

The consolidated financial statements include the accounts of the REIT and other entities over which the REIT has control. The REIT controls an entity when it has the power over the entity, has the exposure or rights to variable returns from its involvement with the entity and has the ability to use its power to affect its returns. The REIT evaluates power and assesses control on an ongoing basis.

The REIT's wholly owned subsidiaries are noted in note 17. All intercompany transactions and balances between the REIT and the subsidiary entities have been eliminated upon consolidation. The financial statements of the subsidiaries are prepared for the same reporting year as the REIT, using consistent accounting policies. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and distributions are eliminated in full.

1. Basis of preparation (continued):

(c) Basis of measurement and foreign currency translation:

The consolidated financial statements have been prepared on the historical cost basis, except for investment properties, derivative instruments and unit-based compensation, which are stated at fair value.

The functional and presentational currency of the REIT is the Canadian dollar. Assets and liabilities of subsidiaries having a functional currency other than the Canadian dollar are translated at the rates of exchange at the consolidated statements of financial position dates. Revenue and expenses are translated at average rates for the year. The resulting foreign currency translation adjustments are recognized in other comprehensive income.

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. At the end of each reporting year, foreign currency denominated monetary assets and liabilities are translated to the functional currency using the prevailing rates of exchange at the consolidated statements of financial position dates. Gains and losses on translation of monetary items are recognized in net income, except certain intercompany loans to or from a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future, are included in other comprehensive income.

(d) Key sources of estimation uncertainty:

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of revenue and expenses during the years. Actual results could differ from those estimates.

1. Basis of preparation (continued):

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future periods affected. Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are as follows:

Investment properties:

The significant estimates used when determining the fair value of investment properties are capitalization rates and discount rates. The capitalization rates and discount rates applied are reflective of the characteristics of the property, location and market of each investment property noted in note 4.

Management determines fair value internally utilizing internal financial information, external market data, and capitalization rates provided by industry experts and third party appraisals.

(e) Significant judgements:

The following significant judgements made in applying the REIT's accounting policies have the most significant effects on the consolidated financial statements:

(i) Accounting for acquisitions:

The REIT assesses whether an acquisition transaction is an asset acquisition or a business combination.

The REIT accounts for an acquisition as a business combination if the assets acquired and liabilities assumed constitute a business and the REIT obtains control of the business. When the cost of a business combination exceeds the fair value of the identifiable assets acquired or liabilities assumed, such excess is recognized as goodwill. Transaction-related costs are expensed as incurred.

If the acquisition does not meet the definition of a business combination, the REIT accounts for the acquisition as an asset acquisition. The investment property acquired is initially measured at the purchase price, including directly attributable costs. Investment properties are carried at fair value.

1. Basis of preparation (continued):

(ii) Income taxes:

The REIT is a mutual fund trust and a real estate investment trust pursuant to the Income Tax Act (Canada). Under current tax legislation, a real estate investment trust is entitled to deduct distributions of taxable income such that it is not liable to pay income taxes, provided that its taxable income is paid or made payable to unitholders during the year. The REIT intends to continue to qualify as a real estate investment trust and to make distributions in the amount necessary to ensure that the REIT will not be liable to pay income taxes on its own activities.

For the Canadian and U.S. corporate subsidiaries of the REIT, income tax expense comprises current and deferred taxes. Current and deferred taxes are recognized in net income, except to the extent that it relates to a business combination, or items recognized directly in unitholders' equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the years, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of the previous year.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investment in subsidiaries and joint arrangements to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity or on different tax entities, but they intend to settle current tax assets and liabilities on a net basis or their tax assets and liabilities will be realized simultaneously.

1. Basis of preparation (continued):

In determining the amount of current and deferred taxes, the REIT takes into account the impact of uncertain tax provisions and whether additional taxes and interest may be due. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the REIT to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the year that such determination is made.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

2. Significant accounting policies:

The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements.

(a) Investment properties:

The REIT has selected the fair value method to account for real estate classified as investment property. A property is determined to be an investment property when it is principally held to earn rental income or for capital appreciation or both, but not for sale in the ordinary course of business. All of the REIT's properties are investment properties.

On acquisition, the REIT assesses whether the acquisition transaction is an asset acquisition or a business combination. Investment properties are initially recorded at cost. Subsequent to initial recognition, the REIT uses the fair value model to account for investment properties. Under the fair value model, investment properties are recorded at fair value, determined based on available market evidence, at the consolidated statements of financial position dates. Related fair value gains and losses are recorded in net income in the year in which they arise.

2. Significant accounting policies (continued):

Gains or losses from the disposal of investment properties are determined as the difference between the net disposal proceeds and the carrying amount, and are recognized in net income in the year of disposal.

(b) Derivative instruments:

The REIT holds derivative financial instruments for the purpose of limiting the risks relating to the variability of future earnings and cash flows caused by movements in interest rates and exchange rates. The REIT, in the normal course of business, holds interest rate swaps to manage interest expense on loans and mortgages payable and forward currency contracts to manage foreign exchange risk. The REIT does not engage in speculative derivative transactions for trading purposes, and the interest rate swaps and forward currency contracts are not designated as hedges. The interest rate swaps and forward currency contracts are marked to fair value at each reporting year, and the change is recognized as finance costs.

(c) Revenue recognition:

The REIT has retained substantially all of the risks and benefits of ownership of its investment properties and, therefore, accounts for its leases with tenants as operating leases.

Revenue from investment properties includes all rental income earned from the properties, including minimum rent earned from tenants under lease agreements, property tax and operating cost recoveries and all other miscellaneous income generally paid by the tenants under the terms of their existing leases. Revenue recognition under a lease commences when a tenant has a right to use the leased asset, and revenue is recognized pursuant to the terms of the lease agreement.

Certain leases call for rental payments that vary significantly over their term due to changes in rates or rent inducements granted to tenants. The rental revenue from these leases is recognized on a straight-line basis, resulting in accruals for rent that are not billable or due until future years. These straight-line rent amounts are presented as accrued rent receivable and form a component of investment properties.

2. Significant accounting policies (continued):

(d) Finance costs:

Finance costs comprise interest expense on borrowings, realized losses and mark-to-market adjustments of interest rate swaps and forward currency contracts, amortization of financing fees and amortization of mark-to-market adjustment on assumed debt.

Finance costs associated with financial liabilities presented at amortized cost are recognized in net income, using the effective interest method.

(e) Leasing costs:

Leasing costs include commissions paid to external leasing agents and payments to tenants. Leasing costs are included as components of investment properties.

Payments to tenants in connection with a lease, which enhances the value of the leased property, are treated as additions to the investment property. Payments to tenants that are determined to be tenant inducements are recognized as an asset which forms a component of investment properties and is amortized on a straight-line basis over the term of the lease as a reduction of revenue.

(f) Financial instruments:

Financial assets and liabilities are recognized when the REIT becomes a party to the contractual provision of the financial instrument. Financial instruments are classified as one of the following: (i) fair value through profit and loss ("FVTPL"); (ii) loans and receivables; (iii) held-to-maturity; (iv) available-for-sale; or (v) other liabilities. Financial instruments are recognized initially at fair value. Financial assets and liabilities classified as FVTPL are subsequently measured at fair value with gains and losses recognized in net income. Financial instruments classified as held-to-maturity, loans and receivables or other liabilities are subsequently measured at amortized cost. Available-for-sale financial instruments are subsequently measured at fair value and any unrealized gains and losses are recognized through other comprehensive income and presented in the fair value reserve in equity. The REIT derecognizes a financial asset when the contractual rights to the cash flows from the asset expire.

2. Significant accounting policies (continued):

	Classification	Measurement
Financial assets:		
Accounts receivable	Loans and receivables	Amortized cost
Cash and cash equivalents	Loans and receivables	Amortized cost
Other receivables	Loans and receivables	Amortized cost
Financial liabilities:		
Mortgages payable	Other liabilities	Amortized cost
Loans facility	Other liabilities	Amortized cost
Tenant rental deposits and prepaid rent	Other liabilities	Amortized cost
Accounts payable and accrued liabilities	Other liabilities	Amortized cost
Finance costs payable	Other liabilities	Amortized cost
Derivative instruments	FVTPL	Fair value
Distributions payable	Other liabilities	Amortized cost

(g) Units:

Under International Accounting Standard ("IAS") 32, Financial Instruments - Presentation ("IAS 32"), puttable instruments, such as the Units, are generally classified as financial liabilities unless the exemption criteria are met for equity classification. The Units meet the exemption criteria under IAS 32 for equity classification.

(h) Fair value measurements:

The REIT measures fair value under IFRS 13, Fair Value Measurement, which provides a single source of fair value measurement guidance. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The REIT has applied the framework for measuring fair value which requires a fair value hierarchy to be applied to all fair value measurements.

2. Significant accounting policies (continued):

(i) Levies:

The REIT has adopted IFRS Interpretations Committee ("IFRIC") 21, Levies ("IFRIC 21"), with a date of initial application of January 1, 2014. IFRIC 21 provides guidance on accounting for levies in accordance with the requirements of IAS 37, Provisions, Contingent Liabilities, and Contingent Assets. IFRIC 21 is to be applied retrospectively. As a result of the adoption of IFRIC 21, the REIT has reassessed the timing of when to accrue annual property taxes imposed by specific legislation in the jurisdictions where it owns the properties. The adoption of IFRIC 21 requires the REIT to recognize the full amount of annual U.S. property tax liabilities at the point in time the property tax obligation is imposed.

(j) Unit-based compensation:

The REIT has a deferred unit plan, which provides holders with the right to receive Units which are puttable. The REIT estimates the fair value of the deferred units on issuance and amortizes this unit-based compensation expense over the vesting period. The deferred units are fair-valued on the basis of the unit price at each reporting year and the change in fair value of the amortized unit-based compensation expense is recognized as unit-based compensation expense.

(k) Accounting standards implemented in 2016:

In 2014, the International Accounting Standards Board ("IASB") issued amendments to IAS 1, Presentation of Financial Statements ("IAS 1"). The Trust implemented these amendments prospectively in the first quarter of 2016. There was no impact on the REIT's consolidated financial statements as a result of the implementation of this amendment.

2. Significant accounting policies (continued):

(l) Future accounting standards:

A number of new standards, amendments to standards and interpretations have been issued but are not yet effective for the year ended December 31, 2016 and, accordingly, have not been applied in preparing these consolidated financial statements.

(i) IFRS 15, Revenue from Contracts with Customers ("IFRS 15"):

In May 2014, the IASB issued IFRS 15. The new standard provides a comprehensive framework for recognition, measurement and disclosure of revenue from contracts with customers, excluding contracts within the scope of the standard on leases, insurance contracts and financial instruments. IFRS 15 becomes effective for annual periods beginning on or after January 1, 2018, and is to be applied retrospectively. Early adoption is permitted. The REIT is currently assessing the impact of the new standard on its consolidated financial statements.

(ii) IFRS 9, Financial Instruments ("IFRS 9"):

In July 2014, the IASB issued IFRS 9, replacing IAS 39, Financial Instruments - Recognition and Measurement. The project has three main phases: classification and measurement, impairment and general hedging. The standard becomes effective for annual periods beginning on or after January 1, 2018, and is to be applied retrospectively. Early adoption is permitted. The REIT is currently assessing the impact of the new standard on its consolidated financial statements.

2. Significant accounting policies (continued):

(iii) IFRS 16, Leases ("IFRS 16"):

IFRS 16 was issued by the IASB on January 13, 2016. The REIT will be required to adopt IFRS 16 in its consolidated financial statements for the annual period beginning on January 1, 2019. The new standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, Leases, while requiring enhanced disclosures to be provided by lessors. The REIT is currently assessing the impact of the new standard on its consolidated financial statements.

(iv) IAS 7, Statement of Cash Flows ("IAS 7"):

On January 7, 2016, the IASB issued Disclosure Initiative (Amendments to IAS 7); these amendments apply for annual periods beginning on January 1, 2017. The amendments require additional disclosure for a user of the financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flow and non-cash changes. The REIT will adopt the amendments for its financial statements for the annual period beginning on January 1, 2017. The REIT does not expect the amendments to have a material impact on the consolidated financial statements.

(In thousands of Canadian dollars, except per unit amounts)

3. Acquisitions:

On December 6, 2016, the REIT acquired a 100% interest in one property located in Sarasota, Florida for a total purchase price of $69,927 (including acquisition costs and closing adjustments of $162 and a mark-to-market adjustment on the mortgage of $2,032). The REIT assumed a net working capital liability of $170 comprising of costs related to tenant rental deposits and prepaid rent of $34, deferred revenue of $572 offset by prepaid expenses of $436. In addition, the REIT has also deposited certain amounts in restricted cash relating to interest payments on the assumed mortgage and deposits for $1,992 and $474, respectively. The transaction has been recognized as an asset acquisition. In consideration, the REIT assumed a mortgage of $45,690 (including a mark-to-market adjustment of $2,032) and paid the remainder in cash.

Investment properties (includes acquisition costs and closing adjustments of $162 and mark-to-market adjustment on mortgage of $2,032) [(i)]	$ 69,927
Other assets	2,466
Assumed mortgage, including mark-to-market adjustment of $2,032	(45,690)
Working capital assumed, net	(170)
Net assets acquired	$ 26,533
Restricted cash	$ 2,466
Consideration paid	24,067
Consideration paid	$ 26,533

[(i)] IFRIC 21 adjustment of $56 related to U.S. property taxes liability assumed on acquisitions is recorded as an offset to investment properties.

(In thousands of Canadian dollars, except per unit amounts)

3. Acquisitions (continued):

On September 8, 2016, the REIT acquired 100% interest in two properties located in Atlanta, Georgia for a total purchase price of $20,380 (including acquisition costs and closing adjustments of $35). The REIT assumed a net working capital liability of $490 comprising costs related to tenant rental deposits and prepaid rent of $138, accounts payable and accrued liabilities of $365, deferred revenue of $104 and accounts receivable of $117. The transaction has been recognized as an asset acquisition. Consideration was paid using proceeds from mortgage financing of $12,264 and the remaining with cash available from the public unit offering.

Net assets acquired:	
Investment properties, including acquisition costs and closing adjustments of ($35)[i]	$ 20,380
Working capital assumed	(490)
Net assets acquired	$ 19,890
Consideration paid	$ 19,890

[i] IFRIC 21 adjustment of $83 related to U.S. property taxes liability assumed on acquisitions is recorded as an offset to investment properties.

(In thousands of Canadian dollars, except per unit amounts)

3. Acquisitions (continued):

On July 8, 2015, the REIT acquired a 100% interest in one property located in Atlanta, Georgia for a total purchase price of $14,131 (including acquisition costs and closing adjustments of $137). The REIT assumed a net working capital liability of $210 comprising costs related to tenant rental deposits and prepaid rent of $103, accounts payable and accrued liabilities of $63, deferred revenue of $46 and accounts receivable of $2. The transaction has been recognized as an asset acquisition. The acquisition was funded by cash released from restricted cash (note 6).

On February 9, 2015, the REIT acquired a 100% interest in six properties located in Atlanta, Georgia for a total purchase price of $16,198 (including acquisition costs and closing adjustments of $185). The REIT assumed a net working capital liability of $245, related to tenant rental deposits and prepaid rent of $224, accounts payable and accrued liabilities of $21. The transaction has been recognized as an asset acquisition. The acquisition was funded by cash released from restricted cash (note 6) and cash from loans facility.

Net assets acquired:	
Investment properties, including acquisition costs and closing adjustments of ($322)[i]	$ 30,329
Working capital assumed	(455)
Net assets acquired	$ 29,874
Consideration paid	$ 29,874

[i] IFRIC 21 adjustment of $236 related to U.S. property taxes liability assumed on acquisitions is recorded as an offset to investment properties.

(In thousands of Canadian dollars, except per unit amounts)

4. Investment properties:

	2016	2015
Balance, beginning of year	$ 662,296	$ 564,545
Acquisition of investment properties (note 3)	90,307	30,329
Additions - capital expenditures	32,338	8,994
Additions - leasing costs, net of amortization of lease incentives of $1,565 (2015 - $1,429)	6,883	2,323
Straight-line rents adjustment	631	1,923
Fair value adjustment	(11,628)	(5,005)
Disposition of investment properties (note 5)	(8,929)	(13,870)
Foreign exchange impact on translation of U.S. operations	(12,404)	73,057
Balance, end of year	$ 759,494	$ 662,296

Investment properties are stated at fair value. The fair value was determined by a combination of valuations made by independent external appraisers having appropriate professional qualifications and internal management valuations primarily using a discounted cash flow model.

(a) External appraisals:

The REIT regularly obtains appraisals to supplement internal management valuations and to support fair market value.

The aggregate appraised value of properties externally appraised during the year ended December 31, 2016, including appraisals obtained in conjunction with acquisitions totalled $353,067 (2015 - $240,134).

(b) Internal valuations:

Fair value of each property was primarily determined by using the discounted cash flow method. The discounted cash flow method discounts the expected future cash flows, generally over a term of 10 years, including a terminal value based on the application of a capitalization rate to estimated year 11 cash flows.

(In thousands of Canadian dollars, except per unit amounts)

4. Investment properties (continued):

The discounted cash flows reflect rental income from current leases and assumptions about rental income from future leases reflecting market conditions at the reporting date, less future cash outflows in respect of such leases.

The key valuation assumptions for the REIT's investment properties reflect Level 3 inputs and are set out in the following tables:

2016	Canada	United States
Discount rates - range	7.50% - 7.50%	7.50% - 9.50%
Discount rate - weighted average	7.50%	8.69%
Terminal capitalization rates - range	7.00% - 7.25%	7.00% - 8.75%
Terminal capitalization rate - weighted average	7.24%	7.97%

2015	Canada	United States
Discount rates - range	7.50% - 8.00%	8.00% - 9.75%
Discount rate - weighted average	7.53%	8.60%
Terminal capitalization rates - range	7.00% - 7.25%	7.50% - 8.75%
Terminal capitalization rate - weighted average	7.24%	7.94%

The fair values of the REIT's investment properties are sensitive to changes in the key valuation assumptions. Changes in the terminal capitalization rates and discount rates would result in a change to the fair value of the REIT's investment properties calculated using the discounted cash flow method as set out in the following table:

	2016	2015
Weighted average discount rate:		
25-basis points increase	$ (15,693)	$ (11,988)
25-basis points decrease	11,407	12,269
Weighted average terminal capitalization rate:		
25-basis points increase	(15,708)	(12,122)
25-basis points decrease	12,006	12,938

(In thousands of Canadian dollars, except per unit amounts)

5. Disposition:

On May 3, 2016, the REIT disposed of one investment property for an adjusted sale price of $8,929. Selling costs incurred on the transaction were $337 and are recognized as a loss on sale of investment properties. The proceeds received net of selling costs and working capital adjustments were $8,494.

The REIT also incurred costs of $150 related to the Parkway Place transaction (note 20(b)).

On April 21, 2015, the REIT disposed of one investment property for fair value of $13,870. Selling costs incurred on the transaction were $445 and are recognized as a loss on sale of investment properties. The proceeds received net of working capital adjustments were $13,400.

On February 5, 2015, the REIT disposed of one investment property, which was classified as held for sale during 2014, for fair value of $8,200. Selling costs incurred on the transaction were $240 and are recognized as a loss on sale of investment properties. The proceeds received net of selling costs and working capital adjustments were $7,897.

The following table summarizes dispositions for the year ended December 31, 2015:

Selling price, less selling costs of $685	$ 21,385
Working capital adjustments	(88)
Consideration received	$ 21,297

(In thousands of Canadian dollars, except per unit amounts)

6. Other assets:

	2016	2015
Prepaid expenses	$ 1,606	$ 1,421
Restricted cash	4,653	1,386
Deposits in escrow	1,258	1,163
Other receivables	145	168
	$ 7,662	$ 4,138

Restricted cash can only be used for specified purposes. The REIT's restricted cash represents cash held in escrow by lenders pursuant to certain lender agreements and deposits held in trust relating to certain development plans.

7. Accounts payable and accrued liabilities:

	2016	2015
Trade payable	$ 1,050	$ 1,349
Realty tax payable	7,258	7,035
Other payables and accruals	11,153	10,693
	$ 19,461	$ 19,077

8. Mortgages payable:

	2016	2015
Current:		
Mortgages payable	$ 8,358	$ 7,355
Unamortized mark-to-market premium	1,749	1,009
Unamortized financing fees	(624)	(404)
	9,483	7,960
Non-current:		
Mortgages payable	301,173	257,702
Unamortized mark-to-market premium	1,579	1,367
Unamortized financing fees	(1,280)	(1,271)
	301,472	257,798
	$ 310,955	$ 265,758

(In thousands of Canadian dollars, except per unit amounts)

8. Mortgages payable (continued):

The mortgages payable are secured by charges on 33 investment properties. Mortgages payable include financing fees and a mark-to-market premium which are amortized into finance costs over the terms of the related mortgages, using the effective interest rate method. At December 31, 2016, the consolidated statements of financial position included financing fees of $3,209 (2015 - $2,587) and accumulated amortization of $1,305 (2015 - $912). The mortgages carry a weighted average interest rate of 4.30% (2015 - 4.18%) and matures at various dates between 2017 and 2026.

Included in mortgages payable is one Canadian dollar denominated mortgage of $2,199 (2015 - $2,272) which is at a variable interest rate. Interest is charged at 250-basis points over the 90-day Canadian Dollar Offered Rate.

Included in mortgages payable are U.S. dollar denominated mortgages of Cdn. $307,332 (U.S. $228,891) (2015 - Cdn. $262,785 (U.S. $189,873)). Of these mortgages, Cdn. $59,913 (U.S. $44,641) (2015 - Cdn. $62,607 (U.S. $45,236)) have a variable interest rate. The REIT has entered into interest rate swap contracts to limit its exposure to fluctuations in interest rates (note 13).

Future principal repayments at December 31, 2016 are as follows:

	Scheduled principal payments	Debt maturing during the period	Total mortgages payable	Scheduled interest payments	Total debt service	Weighted average interest rate of debt maturing
2017	$ 6,208	$ 2,150	$ 8,358	$ 13,182	$ 21,540	3.75%
2018	5,684	124,577	130,261	10,803	141,064	4.42%
2019	4,451	–	4,451	7,269	11,720	–
2020	3,504	43,392	46,896	5,713	52,609	3.89%
2021	3,436	–	3,436	5,282	8,718	–
Thereafter	5,135	110,994	116,129	6,418	122,547	4.54%
Face value	$ 28,418	$ 281,113	309,531	$ 48,667	$ 358,198	
Unamortized mark-to-market premium			3,328			
Unamortized financing fees			(1,904)			
			$ 310,955			

(In thousands of Canadian dollars, except per unit amounts)

9. Loans facility:

The REIT has a revolving credit facility, secured by charges on one Canadian property. The maximum amount available to the REIT under this facility is $120,000, and the facility matures on January 25, 2018. Amounts can be drawn under the facility in both United States and Canadian dollars. The facility bears interest at bankers' acceptance/LIBOR plus 2.00% or prime/U.S. base rate plus 1.00%. As at December 31, 2016, the amount drawn on the facility was $87,640 (2015 - $89,700). As at December 31, 2016, there are no U.S. dollar-denominated loans (2015 - nil). The interest rate on $60,000 drawn on the facility has been economically fixed at 3.60% using an interest rate swap (note 13).

On July 27, 2016, the REIT secured a non-revolving construction facility, as an addition under the original agreement, secured by charges on one Canadian property (note 20(a)). The maximum amount available to the REIT under this construction facility is $48,000 and the facility matures on at the earlier of January 25, 2018 or the closing of the sale transaction (note 20(b)). Amounts can be drawn under the facility in Canadian dollars. The facility bears interest at bankers' acceptance/LIBOR plus 2.00% or prime plus 1.00%. As at December 31, 2016, $15,731 have been drawn on the facility.

Financing fees of $1,257 (2015 - $1,042) were incurred to obtain the revolving credit facility and non-revolving construction facility and are being amortized over the remaining term. As at December 31, 2016, the unamortized financing fees totalled $334 (2015 - $328).

10. Unitholders' equity:

	2016		2015	
	Units	Amount	Units	Amount
Unitholders' equity, January 1	23,395,139	$ 213,338	23,494,687	$ 214,210
Additional shares issued under the DRIP program	40,471	415	125,883	1,106
Unit issued, incentive fee	26,740	242	–	–
Deferred trust units exercised	–	–	6,169	52
Cancellation of Units under normal course issuer bid	–	–	(231,600)	(2,030)
Unit issued, net of issuance costs of $2,479	4,485,000	43,490	–	–
Unitholders' equity, December 31	27,947,350	$ 257,485	23,395,139	$ 213,338

10. Unitholders' equity (continued):

(a) Units:

On August 4, 2016, the REIT issued 4,485,000 Units at $10.25 per unit for total proceeds of $45,971. Costs relating to the offering, including underwriting fees of $2,479, have been charged directly to unitholders' equity.

The REIT is authorized to issue an unlimited number of Units. Each unit represents a single vote at any meeting of the unitholders and entitles the unitholder to receive a prorated share of all distributions.

The unitholders have the right to require the REIT to redeem their Units on demand not to exceed $50 per calendar month. Upon receipt of the redemption notice by the REIT, all rights to and under the Units tendered for redemption shall be surrendered and the holder thereof shall be entitled to receive a price per unit ("Redemption Price"), as determined by a market formula. The Redemption Price will be paid in accordance with the conditions provided for in the Declaration of Trust.

(b) Distribution Reinvestment Plan ("DRIP"):

Unitholders can elect to reinvest cash distributions into Units of the REIT, including a "bonus distribution" of Units equal in value to 3% of each distribution. For the year ended December 31, 2016, the REIT issued 40,471 (2015 - 125,883) Units under the DRIP for a stated average value of $10.26 (2015 - $8.79) per unit.

The REIT may initially issue up to 954,461 Units of the REIT under the DRIP. The REIT may increase the number of Units available to be issued under the DRIP at any time at its discretion subject to (i) the approval of the REIT's Board of Trustees; (ii) the approval of any stock exchange upon which the Units trade; and (iii) public disclosure of such increase.

DRIP was suspended on August 10, 2015 when the normal course issuer bid was launched by the REIT. On April 7, 2016, the REIT announced the reinstatement of the DRIP with the amendment to remove the provision of the 3% discount previously available to unitholders.

10. Unitholders' equity (continued):

(c) Normal course issuer bid:

On August 10, 2015, the TSX accepted the REIT's notice of intention to make a normal course issuer bid to a portion of its issued and outstanding Units. Pursuant to the notice, the REIT may purchase for cancellation up to a maximum of 1,000,000 Units of approximately 5% of its public float over the 12-month period commencing August 15, 2015 and ending on August 12, 2016. As at December 31, 2016, the REIT has repurchased and cancelled nil (2015 - 231,600) Units for nil (2015 - $2,030).

11. Deferred Unit Incentive Plan:

The Deferred Unit Incentive Plan ("DUIP") of the REIT provides for the granting of deferred trust units ("DTUs") to trustees, officers, directors, employees, consultants and service providers, as well as, employees of such service providers. DTUs are defined as notional units that are tied to the REIT's financial and unit trading performance. The maximum number of Units reserved for issuance under the DUIP is 5% of the total number of Units issued and outstanding from time to time. Vested DTUs may be redeemed in whole or in part of Units of the REIT issued from treasury. Whenever cash distributions are paid to REIT unitholders, additional DTUs are credited to the participant's outstanding DTUs balance based on the 5-day volume weighted average price on the grant date. These additional units vest on the same schedule as their corresponding DTUs.

The Board of Trustees are able to receive their annual retainer and meeting fees for the fiscal year in the form of DTUs. DTUs issued to trustees in lieu of their annual retainer and meeting fees will vest immediately. However, in no event shall the exercise of the trustees' DTUs issued in lieu of their annual retainer and meeting fees occur prior to the third anniversary of the grant date, except in the instance of termination of service.

For the year ended December 31, 2016, 6,868 DTUs were granted to trustees for services rendered (2015 - 9,974). These amounts are recognized in accounts payable and accrued liabilities and general and administrative expenses.

(In thousands of Canadian dollars, except per unit amounts)

11. Deferred Unit Incentive Plan (continued):

The following is a summary of DTUs granted under the DUIP:

	Units	
	2016	2015
Balance, January 1	10,085	5,646
DTUs granted for services rendered	6,868	9,974
DTUs granted through distributions	1,013	634
DTUs exercised	–	(6,169)
Balance, December 31	17,966	10,085

The movement of the DUIP balance was as follows:

	2016	2015
Balance, January 1	$ 87	$ 50
Deferred units exercised	–	(52)
Compensation expense	91	89
Balance, December 31	$ 178	$ 87

Total compensation expense recognized for the year ended December 31, 2016 was $91 (2015 - $89). These amounts are recognized in accounts payable and accrued liabilities and general and administrative expenses.

(In thousands of Canadian dollars, except per unit amounts)

12. Finance costs:

	2016	2015
Interest:		
Loans facility	$ 3,324	$ 3,236
Mortgages payable	10,918	10,339
Amortization of financing fees	622	521
Amortization of mark-to-market premium	(1,016)	(908)
Unrealized loss (gain) on derivative instrument - interest rate swap	(670)	643
Unrealized loss (gain) on derivative instrument - foreign currency exchange hedge	(1,656)	1,161
Capitalized interest	(657)	–
	10,865	14,992
Realized loss on foreign currency exchange hedge	254	1,466
	$ 11,119	$ 16,458

Interest is capitalized to a qualifying development project, based on the REIT's weighted average rate of borrowings. The weighted average interest rate used was approximately 3.64%.

13. Derivative instruments:

The REIT has entered into interest rate swap agreements and a foreign currency forward lock contract agreement.

(a) The REIT entered into interest rate swap agreements relating to its loans facility whereby, the REIT has agreed to exchange, at specified intervals, the difference between the fixed and variable interest amounts calculated by reference to a notional amount of $60,000 maturing January 27, 2017 as outlined in note 9. The valuation of this interest rate swap contract was computed using Level 2 inputs, as outlined in note 22.

The REIT has entered into swap agreements to fix mortgages payable of U.S. $10,100 at 3.09%, U.S. $25,650 at 3.40%, U.S. $6,806 at 3.41% and U.S. $2,680 at 3.17% for terms maturing in 2018.

(In thousands of Canadian dollars, except per unit amounts)

13. Derivative instruments (continued):

The REIT recognized an unrealized gain of $670 (2015 - unrealized loss of $643) for the year ended December 31, 2016, which has been recorded as finance costs.

The fair value of the interest rate swap instruments outstanding as at December 31, 2016 is a liability of $330 (2015 - $1,016).

(b) Under the terms of the foreign currency forward lock contract agreement, the REIT exchanges a fixed amount of U.S. dollars for Canadian dollars each month. The valuation of the foreign currency forward lock contract agreement was computed using Level 2 inputs, as outlined in note 22.

The total notional value of the forward contracts outstanding as of December 31, 2016 is U.S. $12,587 and have a weighted average forward exchange rate of 1.30 Canadian dollars per U.S. dollar.

The REIT recognized an unrealized gain of $1,656 (2015 - unrealized loss of $1,161) for the year ended December 31, 2016, which has been recorded as finance costs. The final contract has terms maturing on November 30, 2017.

The REIT recognized a realized loss on the settlement of foreign currency forward contracts of $254 (2015 - $1,466) for the year ended December 31, 2016, which has been recorded as finance costs.

The fair value of the foreign currency forward lock contract instrument as at December 31, 2016 is a liability of $524 (2015 - $2,180).

14. Income taxes:

	2016	2015
Income tax computed at the Canadian statutory rate of nil applicable to the REIT for 2016 and 2015	$ –	$ –
Deferred income taxes applicable to the REIT's U.S. subsidiaries	2,745	8,464
	$ 2,745	$ 8,464

(In thousands of Canadian dollars, except per unit amounts)

14. Income taxes (continued):

The REIT has certain subsidiaries in the United States that are subject to tax on their taxable income at a rate of approximately 37%. The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are presented below:

	2016	2015
Deferred tax assets:		
Net operating losses and deferred interest deductions	$ 446	$ 1,251
Deferred tax liabilities:		
Investment properties	20,788	20,011
Other assets	2,952	2,379
	23,740	22,390
Deferred income tax liability	$ 23,294	$ 21,139

At December 31, 2016, the REIT's U.S. subsidiaries had accumulated net operating losses and deferred interest deductions available for carryforward for U.S. income tax purposes of $1,210 (2015 - $3,400).

The net operating losses will expire between 2034 and 2035. The deferred interest deductions and the deductible temporary differences do not generally expire under current tax legislation.

During 2016, $179 (2015 - $306) of withholding taxes with respect to distributions from the U.S. subsidiaries have been recorded in general and administrative expenses.

During 2016, $143 (2015 - $179) of U.S. state franchise taxes incurred by the U.S. subsidiaries have been recorded in property operating expenses, as these taxes are recoverable from tenants.

During 2016, $15 (2015 - $20) of U.S. state franchise taxes incurred by the U.S. subsidiaries have been recorded in general and administrative expenses, as these taxes are not recoverable from tenants.

During 2016, $350 (2015 - nil) of U.S. alternative minimum taxes incurred by the U.S. subsidiaries have been recorded in general and administrative expenses.

15. Capital management:

The REIT's objectives when managing capital are to ensure sufficient liquidity to pursue its organic growth combined with strategic acquisitions, and to maintain a flexible capital structure that optimizes the cost of capital at acceptable risk and preserves the ability to meet financial obligations.

The capital structure of the REIT consists of cash, debt and unitholders' equity. In managing its capital structure, the REIT monitors performance throughout the year and makes adjustments to its capital based on its investment strategies and changes to economic conditions. In order to maintain or adjust its capital structure, the REIT may issue equity or new debt, issue new debt to replace existing debt (with different characteristics), or reduce the amount of existing debt.

Part of the REIT's objectives in securing mortgages for its properties and managing its long-term debt is to stagger the maturities in order to mitigate short-term volatilities in the debt markets. The REIT's Declaration of Trust stipulates that the REIT shall not incur indebtedness greater than 60% of gross book value or 65%, including convertible debentures.

The REIT is required under the terms of its loans facility to meet certain financial covenants, including:

(a) a Debt to Gross Book Value ratio of not more than 65%;

(b) a Debt Service Coverage Ratio of not less than 1.50; and

(c) a minimum equity of not less than the aggregate of: (i) $150,000; and (ii) 75% of net proceeds received in connection with any future equity offerings.

In addition, the REIT is required under certain property mortgage terms to meet financial covenant ratios.

The REIT complied with all financial covenants as at December 31, 2016.

(In thousands of Canadian dollars, except per unit amounts)

16. Segmented disclosure:

Identifiable non-current assets and revenue by geographic region are outlined below. Investment properties are attributable to countries based on the location of the properties.

Non-current assets:

	2016	2015
Canada	$ 213,491	$ 193,828
United States	546,003	468,468
	$ 759,494	$ 662,296

Revenue:

	2016	2015
Canada	$ 28,269	$ 27,713
United States	60,333	56,596
	$ 88,602	$ 84,309

The REIT has two tenants in its portfolio that account for 10.95% and 11.19% (2015 - 11.38% and 11.18%) of its total revenue. The tenants' leases will expire in 2020 and 2023, respectively.

17. Subsidiaries:

The REIT is the ultimate Canadian parent entity.

The consolidated financial statements include the accounts of the REIT and all its subsidiaries. The subsidiaries of the REIT are listed below:

- Agellan Commercial REIT Holdings Inc.;
- Agellan Commercial REIT U.S. Inc.;
- Agellan Commercial REIT G.P. Inc.;
- Agellan Commercial REIT U.S. L.P.;
- Agellan Warrenville G.P. Inc.;
- Agellan Warrenville L.P.;
- 165 Yorkland LP;
- 165 Yorkland GP Inc.;
- Norcross Springs LP;
- Norcross Springs GP LLC;
- 6100 McIntosh LP; and
- 6100 McIntosh GP LLC

18. Transactions with related parties:

Related parties include the vendors (the "Vendors") of certain properties acquired by the REIT in conjunction with the REIT's IPO and by virtue of their ownership interest in REIT Units which was sold by the Vendors during the year ended December 31, 2016. Related parties also include Agellan Capital Partners Inc. ("ACPI"), who are related due to their ownership of REIT Units, as well as due to certain common ownership interests in ACPI and the REIT.

Except as disclosed elsewhere in the consolidated financial statements, the related party transactions include the following:

(a) The REIT engaged ACPI or its related parties to perform asset management services for a fee of 0.4% of the gross book value, as defined in the asset management agreement (the "External Management Agreement") between the REIT and ACPI. The costs of these services, aggregating $2,639 (2015 - $2,564) for the year ended December 31, 2016, were charged to general and administrative expenses. The REIT has also reimbursed ACPI for certain costs incurred for general and administrative as well as property related expenses in the amount of $85 (2015 - $141).

18. Transactions with related parties (continued):

(b) ACPI is also entitled to a unit price performance fee ("Unit Price Performance Fee") five years following the IPO or upon termination of the External Management Agreement, which shall be equal to the product of: (i) the unit price on the date that is five years following the IPO based on the 20-day volume weighted average price of the Units on the stock exchange on which the Units are then listed, less $13.00; and (ii) one million. The Unit Price Performance Fee shall not be payable to ACPI in the event the REIT terminates ACPI for cause or ACPI terminates the External Management Agreement. The Unit Price Performance Fee, calculated using the Black-Scholes pricing model, was nil (2015 - nil) for the year ended December 31, 2016.

(c) ACPI shall be paid an incentive fee equal to the product of (i) 15% of any excess adjusted funds from operation ("AFFO") per unit for the applicable fiscal year greater than 103% of the forecast AFFO per unit as set forth in the IPO prospectus (the "Incentive Fee Target") and (ii) the weighted average number of issued and outstanding Units over the applicable fiscal year. The incentive fee will be measured and paid in Units, calculated based on the volume weighted average closing price of Units on the stock exchange on which the Units are then listed for the 20 trading days immediately preceding March 31 of the applicable year. If payment of the incentive fee in Units creates a taxable event for ACPI, a portion of the incentive fee may be paid in cash upon approval of the Board of Trustees. The Incentive Fee Target will increase annually by 50% of the increase in the weighted average Canadian and United States consumer price indices (weighted based on the gross book value of the REIT's properties located in each jurisdiction). An amount of $689 has been accrued for the year ended December 31, 2016 (2015 - $242).

(d) The REIT engaged ACPI or its related parties to perform property management services for fees as defined in the property management agreements. The costs of these services, aggregating $563 (2015 - $527) for the year ended December 31, 2016, were charged to property operating expenses.

(e) Included in accounts payable and accrued liabilities is $227 (2015 - $231) payable to ACPI for asset management fees, $689 (2015 - $242) payable for incentive fees, and $45 (2015 - $7) payable to ACPI or its related entities for property management fees. The amount accrued of $242 related to incentive fees in 2015 was paid in units during the year.

(In thousands of Canadian dollars, except per unit amounts)

18. Transactions with related parties (continued):

(f) The REIT has entered into lease agreements, whereby certain Vendors of investment properties lease space in properties for terms of approximately five years. Rental revenue from these leases was $1,005 (2015 - $1,549) for the year ended December 31, 2016 for minimum rent and recoveries revenue. Included in accounts receivable is nil as at December 31, 2016 (2015 - nil) from these leases. Included in accounts payable as at December 31, 2016 is $195 (2015 - $124) for amounts payable to certain Vendors and tenants relating to property tax reimbursement.

Related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

The compensation of trustees and key management personnel is set out in the following table:

	2016	2015
Trustee fees	$ 197	$ 184
Salaries and benefits	–	338
	$ 197	$ 522

19. Property operations:

The REIT generally leases investment properties under operating leases with lease terms between 1 and 10 years, with options to extend up to a further 10 years.

Future minimum base rent lease payments on tenant operating leases are as follows:

2017	$ 58,097
2018	51,547
2019	46,838
2020	38,264
2021	29,946
Thereafter	67,901
	$ 292,593

20. Commitments and contingencies:

(a) The REIT has entered into a long-term lease agreement with a tenant dated November 19, 2014, whereby the REIT is obligated to construct a built-to-suit automobile dealership and office space on existing lands at the REIT's Consumers Road office complex in Toronto, Ontario. The lease can be terminated by either the tenant or the landlord if certain development requirements are not met in the time period agreed to between the REIT and the tenant, such as required governmental approvals for site development. In conjunction with the construction of the dealership, the REIT will construct a retail and parking facility that will address the reduction of surface parking due to the newly constructed dealership and provide additional retail amenities to an adjacent office property owned by the REIT, as well as, the surrounding area.

As at December 31, 2016, the REIT has incurred $33,906 in development costs and has two outstanding letters of credit totalling $4,800 (2015 - nil) relating to the site development.

(b) On July 27, 2016, the REIT entered into agreements with certain arms-length private purchasers to sell the REIT's partnership interest in a limited partnership created by the REIT to own and operate car dealership and corporate head office pursuant to the aforementioned lease agreement. The transaction is subject to numerous closing conditions, including the REIT substantially completing the construction of the dealership and the occupancy thereof by the tenant. There can be no assurance that all conditions to closing will be satisfied or waived. The gross sale price for the transaction will be determined based on a capitalization rate applied to the annual minimum rent payable, as determined under the lease agreement with Porsche Cars Canada.

(c) The REIT had no commitments for future minimum lease payments under non-cancellable operating leases.

(d) The REIT is involved in litigation and claims in relation to the investment properties that arise from time to time in the normal course of business. In the opinion of management, none of these, individually or in aggregate would result in the recognition of a liability that would have a significant adverse effect on the consolidated statements of financial position of the REIT.

21. Risk management:

In the normal course of business, the REIT is exposed to a number of risks that can affect its operating performance. These risks and the actions taken to manage them are as follows:

(a) Market risk:

Market risk is the risk that changes in market prices, such as interest rates, will affect the REIT's financial instruments.

The REIT is subject to the risks associated with debt financing, including the risk that the interest rate on floating rate debt may rise before long-term fixed rate debt is arranged and that the mortgages payable will not be able to be refinanced on terms similar to those of the existing indebtedness.

The REIT's objective of managing interest rate risk is to minimize the volatility of earnings. The REIT staggers the maturities of its fixed rate mortgages in order to minimize the exposure to future interest rate fluctuations. The REIT has also entered into certain hedging arrangements to manage the risks on variable rate mortgages and loans. The REIT has $45,570 (2015 - $31,972) of variable interest rate debt at December 31, 2016 which has not been economically hedged. A 1% change in interest rates will change the annual finance costs by $455 (2015 - $320).

(b) Credit risk:

Credit risk is the risk that: (i) one party to a financial instrument will cause a financial loss for the REIT by failing to discharge its obligations; and (ii) the possibility that tenants may experience financial difficulty and be unable to meet their rental obligations.

The REIT is exposed to credit risk on all financial assets and its exposure is generally limited to the carrying amount on the consolidated statements of financial position. The REIT monitors its risk exposure regarding obligations with counterparties through the regular assessment of counterparties' credit positions.

The REIT attempts to mitigate the risk of credit loss with respect to tenants by ensuring that its tenant mix is diversified and by limiting its exposure to any one tenant. Thorough credit assessments are conducted in respect of new leasing and tenant deposits are obtained when warranted.

21. Risk management (continued):

The REIT monitors its collection process on a month-to-month basis to ensure that a stringent policy is adopted to provide for all past due amounts. All receivables not expected to be collected are provided for as bad debt expense in the consolidated statements of income and comprehensive income.

(c) Liquidity risk:

Liquidity risk is the risk that the REIT may encounter difficulty in meeting its financial obligations when they come due. Management's strategy to managing liquidity risk is to ensure, to the extent possible, that it always has sufficient financial assets to meet its financial liabilities when they come due, by forecasting cash flows from operations and anticipated investing and financing activities. To mitigate the risk associated with the refinancing of maturing debt, the REIT staggers the maturity dates of its portfolio over a number of years.

(d) Foreign currency risk:

A significant portion of the REIT's operations are conducted in the United States and the financial position and results for these operations are denominated in U.S. dollars. The REIT's functional and reporting currency is the Canadian dollar. Accordingly, the revenue and expenses of the U.S. operations are translated at average rates of exchange in effect during the year. Assets and liabilities are translated at the exchange rates in effect at the consolidated statements of financial position dates. As a result, the REIT is subject to foreign currency fluctuation risk on the U.S. operations, which could adversely impact its operating results and its cash flows. In addition, because the distributions to unitholders are denominated in Canadian dollars, the cash available for distribution could be adversely impacted.

At December 31, 2016, a one-cent change in the exchange rate will have approximately a $1,035 (2015 - $939) impact on net assets with an offsetting adjustment to other comprehensive income and an approximate $82 (2015 - $180) impact on net income.

22. Fair value measurements:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The REIT uses various methods in estimating the fair values of assets and liabilities that are measured at fair value on recurring or non-recurring basis in the consolidated statements of financial position. The fair value hierarchy reflects the significance of inputs used in determining the fair values.

- Level 1 - fair value is based on unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - fair value is based on models using significant market-observable inputs other than quoted prices for the assets or liabilities; and
- Level 3 - fair value is based on models using significant inputs that are not based on observable market data (unobservable inputs).

Determination of fair value and resulting hierarchy requires the use of observable market data whenever available. The classification of a financial instrument in the hierarchy is based upon the lowest level of input that is significant to the measurement of fair value.

The fair value of investment properties is outlined in note 4 and the fair value of deferred unit incentive is outlined in note 2(j).

Derivative instruments valued using a valuation technique with market-observable inputs (Level 2) include foreign currency exchange contracts and interest rate swaps. The most frequently applied valuation technique includes forward pricing models, using present value calculations. The models incorporate various inputs including foreign exchange spot and forward rates and interest rate curves.

The fair value of the REIT's mortgages payable and loans facility are determined using present value calculations based on market-observable interest rates for mortgages and loans with similar terms and conditions (Level 2). The fair value of the REIT's mortgages payable at December 31, 2016 is $311,888 (2015 - $267,234).

(In thousands of Canadian dollars, except per unit amounts)

22. Fair value measurements (continued):

The carrying values of the REIT's financial assets, which include accounts receivable, other assets, assets classified as held for sale and cash and cash equivalents, as well as financial liabilities, which include accounts payable and accrued liabilities, liabilities classified as held for sale and tenant rental deposits and prepaid rent, approximate their recorded fair values due to their short-term nature.

The tables below present the REIT's assets and liabilities recognized at fair value as at December 31:

2016	Level 1	Level 2	Level 3	Total
Assets:				
Investment properties	$ –	$ –	$ 759,494	$ 759,494
Liabilities:				
Derivative instruments	$ –	$ 854	$ –	$ 854
Deferred unit incentive	$ 178	$ –	$ –	$ 178

2015	Level 1	Level 2	Level 3	Total
Assets:				
Investment properties	$ –	$ –	$ 662,296	$ 662,296
Liabilities:				
Derivative instruments	$ –	$ 3,196	$ –	$ 3,196
Deferred unit incentive	$ 87	$ –	$ –	$ 87

23. Subsequent events:

The REIT declared distributions of $0.06458 per unit on January 19, 2017 and February 16, 2017 to unitholders of record as at January 31, 2017 and February 28, 2017, respectively.

On February 27, 2017, the REIT closed a public offering of 4,807,000 Units at a price of $11.45 per unit for aggregate gross proceeds of approximately $55,040, which includes 437,000 Units issued as a result of the exercise in full of the underwriters' over-allotment option.