FIRM CAPITAL PROPERTY TRUST

CAPITAL PRESERVATION • DISCIPLINED INVESTING

MD&A
MANAGEMENT DISCUSSION AND ANALYSIS

FIRST QUARTER 2019
MARCH 31, 2019

MANAGEMENT DISCUSSION & ANALYSIS

*The following management's discussion and analysis ("**MD&A**") of the financial condition and results of operations of Firm Capital Property Trust ("**FCPT**" or the "**Trust**") should be read in conjunction with the Trust's condensed consolidated interim financial statements for the three months ended March 31, 2019 and March 31, 2018. This MD&A has been prepared taking into account material transactions and events up to and including May 9, 2019. Additional information about the Trust has been filed with applicable Canadian securities regulatory authorities and is available at www.sedar.com or on our web site at www.firmcapital.com.*

Certain information included in this MD&A contains forward-looking statements within the meaning of applicable securities laws including, among others, statements concerning our 2019 objectives and our strategies to achieve those objectives, as well as statements with respect to management's beliefs, estimates, and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "expect", "intent", "estimate", "anticipate", "believe", "should", "plans" or "continue" or similar expressions suggesting future outcomes or events. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management.

These statements are not guarantees of future performance and are based on our estimates and assumptions that are subject to risks and uncertainties, including those described below in this MD&A under Risks and Uncertainties, which could cause our actual results to differ materially from the forward-looking statements contained in this MD&A. Such risk factors include, but are not limited to, risks associated with real property ownership, availability of cash flow, general uninsured losses, future property acquisitions, environmental matters, tax related matters, debt financing, unitholder liability, potential conflicts of interest, potential dilution, reliance on key personnel, changes in legislation and changes in the tax treatment of trusts. The Trust cannot assure investors that actual results will be consistent with any forward-looking statements and the Trust assumes no obligation to update or revise such forward-looking statements to reflect actual events or new circumstances. All forward-looking statements contained in this MD&A are qualified by this cautionary statement. Although the forward-looking information contained in this MD&A is based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements.

All forward-looking statements in this MD&A are qualified by these cautionary statements. Except as required by applicable law, the Trust undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

INTRODUCTION

Firm Capital Property Trust (TSXV: FCD.UN) is focused on creating long-term value for Unitholders through capital preservation and disciplined investing to achieve stable distributable income. In partnership with management and industry leaders, FCPT's plan is to co-own a diversified property portfolio of the following real estate asset classes:

- Industrial & Flex Industrial,
- Net Lease Convenience and Stand Alone Retail,
- Multi Residential, and
- Core Service Provider / Healthcare Professional Office.

In addition to stand alone accretive acquisitions, the Trust will make acquisitions, on a co-ownership basis with strong financial partners and will make joint acquisitions and the acquisition of partial interests from existing ownership groups, in a manner that provides liquidity to those selling owners and professional management for those remaining as partners. Firm Capital Realty Partners Inc., through a structure focused on an alignment of interests with the Trust sources, syndicates and manages investments on behalf of the Trust.

MANAGEMENT DISCUSSION & ANALYSIS

The Trust is an unincorporated open-ended real estate investment trust established on August 30, 2012 under the laws of the Province of Ontario pursuant to a Declaration of Trust. The Trust is a "mutual fund trust" as defined in the Tax Act, but is not a "mutual fund" within the meaning of applicable Canadian securities legislation. The head office and registered office of the Trust is located at 163 Cartwright Avenue; Toronto, Ontario, M6A 1V5. The Trust is the reporting issuer trading on the TSX Venture Exchange under the ticker symbol FCD.UN.

Additional information on the Trust and its portfolio is available on the Firm Capital website at www.firmcapital.com or on the SEDAR website at www.sedar.com.

BASIS OF PRESENTATION

The Trust has adopted International Financial Reporting Standards ("**IFRS**"), as issued by the International Accounting Standards Board as its basis of financial reporting. The Trust's reporting currency is the Canadian dollar.

Certain financial information presented in this MD&A reflects certain non-IFRS financial measures, which include Net Operating Income ("**NOI**"), Earnings Before Interest, Taxes, Depreciation & Amortization ("**EBITDA**"), Funds From Operations ("**FFO**") and Adjusted Funds From Operations ("**AFFO**"), Adjusted FFO, Adjusted AFFO, AFFO Payout Ratio and Debt/Gross Book Value ("**GBV**") (each as defined below). These measures are commonly used by real estate investment trusts as useful metrics for measuring performance and/or cash flows, however, they do not have any standardized meaning prescribed by IFRS and are not necessarily comparable to similar measures presented by other real estate investment trusts. The Trust believes that FFO is an important measure to evaluate operating performance, AFFO is an important measure of cash available for distribution and, NOI is an important measure of operating performance. "**GAAP**" means generally accepted accounting principles described by the Chartered Professional Accountants Canada ("**CPA**") Handbook - Accounting, which are applicable as at the date on which any calculation using GAAP is to be made. As a public entity, the Trust applies IFRS as described in Part I of the CPA Handbook - Accounting.

Occupancy rate represents the total square footage leased as a percentage of the total number of square footage owned. Leased properties consist solely of those units that are occupied by a tenant at the given date.

NOI is a term used by industry analysts, investors, trusts, and management to measure operating performance of Canadian real estate investment trusts. NOI represents rental revenue from properties less repairs and maintenance, insurance, utilities, property management, property taxes, bad debt, and other property operating costs. NOI excludes certain expenses included in the determination of net income such as interest, amortization, corporate overhead and taxes.

Net income (loss) before other income (expenses) is a measure that the Trust uses in order to present the key operations and administration of the Trust, excluding special items. Items that are excluded from this total and are presented in other income include transaction costs, fair value adjustments of investment properties, and gain (loss) on dispositions.

Funds From Operations ("**FFO**") is a term used to evaluate operating performance, but is not indicative of funds available to meet the Trust's cash requirements. The Trust calculates FFO in accordance with the guidelines set out by the Real Property Association of Canada ("**RealPAC**"), as issued in February 2017 for entities adopting IFRS. FFO is defined as net income before fair value gains/losses on real estate properties, gains/losses on the disposition of real estate properties, deferred income taxes, and certain other non-cash adjustments.

Adjusted Funds from Operations ("**AFFO**") is a term used as a non-IFRS financial measure by most Canadian real estate investment trusts but should not be considered as an alternative to net income, cash flow from operations, or any other measure prescribed under IFRS. Unlike RealPac, who considers AFFO to be a useful measure of net income, the Trust considers AFFO to be a useful measure of cash available for distributions. AFFO is calculated largely in accordance with the guidelines set out by RealPAC and is defined as FFO less adjustments for non-cash items such as straight-line rent, free rent and noncash interest expense as well as normalized capital expenditures, tenant inducements and leasing charges. However, under RealPAC, unit-based compensation expense is deducted for reporting AFFO, but the Trust adds back this expense.

FFO Payout Ratio is defined as Distributions Declared divided by FFO. AFFO Payout Ratio is defined as Distributions Declared divided by AFFO.

NOI, EBITDA, FFO, AFFO, FFO Payout Ratio, AFFO Payout Ratio and Debt/GBV should not be construed as alternatives to net income or cash flow from operating activities determined in accordance with IFRS. NOI, FFO, AFFO, Adjusted FFO and Adjusted AFFO are not intended to represent operating profits for the period, or from a property, nor should any of these measures be viewed as an alternative to net income, cash flow from operating activities or other measures of financial performance calculated in accordance with IFRS. Readers should be further cautioned that NOI, EBITDA, FFO, AFFO, FFO Payout Ratio, AFFO Payout Ratio and Debt/GBV as calculated by the Trust may not be comparable to similar measures presented by other issuers.

("**TIs/LCs**") are defined as Tenant Inducements, Leasing Charges and Capital Expenditures. The Trust bases its calculation of TIs/LCs an estimated 2.5% of Net Operating Income or NOI, which is senior managements' best estimate in operating real estate of the type that the Trust owns and operates.

FIRST QUARTER HIGHLIGHTS

- Net income for the three months ended March 31, 2019 was approximately $2.3 million in comparison to the $2.8 million reported for the three months ended December 31, 2018 and the $6.2 million reported for the three months ended March 31, 2018;

- $7.04 Net Asset Value ("**NAV**") per Unit based on a IFRS book value of equity of approximately $133.1 million;

- On an IFRS basis, NOI for the three months ended March 31, 2019 was approximately $3.8 million, which is a 14% increase over the $3.4 million reported for the three months ended December 31, 2018 and a 25% increase in comparison to the $3.1 million reported for the three months ended March 31, 2018.

- On a cash basis ("**Cash NOI**"), for the three months ended March 31, 2019 was approximately $3.8 million, which is a 13% increase over the $3.4 million reported for the three months ended December 31, 2018 and a 24% increase over the $3.1 million reported for the three months ended March 31, 2018.

- Funds From Operations ("**FFO**") for the three months ended March 31, 2019 was approximately $1.8 million compared to the $2.1 million reported for the three months ended December 31, 2018 and the $1.9 million reported for the three months ended March 31, 2018;

- Adjusted Funds From Operations ("**AFFO**") for the three months ended March 31, 2019 was approximately $1.9 million, a 9% increase over the $1.8 million reported for the three months ended December 31, 2018 and a 19% increase over the $1.6 million reported for the three months ended March 31, 2018;

- AFFO per Unit was $0.110 for the three months ended March 31, 2019 a 9% increase compared to the $0.101 the three months ended December 31, 2018 and a 4% increase over the $0.106 for the three months ended March 31, 2018.

- FFO per Unit was $0.100 for the three months ended March 31, 2019 compared to $0.119 for the three months ended December 31, 2018 and $0.122 for the three months ended March 31, 2018.

- Commercial occupancy improved to 95.5% while residential occupancy improved to 99.0%; and

- Conservative leverage profile with Debt / Gross Book Value ("**GBV**") at 49.1%.

	Three Months			Three Months	
	Mar 31, 2019	**Dec 31, 2018**	**Mar 31, 2018**	**Dec 31, 2018**	**Mar 31, 2018**
Rental Revenue	$ 6,443,690	$ 5,626,549	$ 5,463,490	**15%**	**18%**
NOI					
- IFRS Basis	$ 3,835,465	$ 3,370,036	$ 3,069,874	**14%**	**25%**
- Cash Basis	$ 3,795,287	$ 3,369,792	$ 3,059,174	**13%**	**24%**
Net Income	$ 2,287,088	$ 2,764,360	$ 6,231,326	**(17%)**	**(63%)**
FFO	**$ 1,765,500**	**$ 2,088,395**	**$ 1,860,165**	**(15%)**	**(5%)**
AFFO	**$ 1,929,209**	**$ 1,769,007**	**$ 1,624,880**	**9%**	**19%**
FFO Per Unit	**$ 0.100**	**$ 0.119**	**$ 0.122**	**(16%)**	**(18%)**
AFFO Per Unit	**$ 0.110**	**$ 0.101**	**$ 0.106**	**9%**	**4%**
Distributions Per Unit	**$ 0.120**	**$ 0.115**	**$ 0.115**		**4%**
Payout Ratios					
- FFO	**119%**	**97%**	**94%**		
- AFFO	**109%**	**114%**	**108%**		

FINANCIAL HIGHLIGHTS

- **$187 Million in Acquisitions:** Since the beginning of 2019, the Trust has completed the following acquisitions:

    - On January 4, 2019, the Trust closed on an acquisition of a 100% interest in a 69 unit multi-residential property located in Dartmouth, Nova Scotia. The acquisition price for the property was approximately $11.2 million (including transaction costs);

    - On February 5, 2019, the Trust closed on an acquisition of a 50% interest in a seven retail property portfolio totaling 296,376 square feet. The properties are located in Alberta, Nova Scotia, Saskatchewan, Ontario and Quebec. The acquisition price for 100% of the portfolio was approximately $84.8 million (including transaction costs). The Trust's portion of the purchase price was approximately $42.4 million; and

    - On May 9, 2019, the Trust closed on an acquisition from First Capital Realty Inc. and an affiliate thereof a 50% non-managing interest in six net-leased primarily grocery anchored shopping centres located in Ontario and Quebec. The acquisition price for 100% of the portfolio is approximately $266 million, excluding transaction costs. The Trust's portion of the acquisition price is approximately $133 million;

- **$54 Million of Equity Issued:** Since the beginning of 2019, the Trust has completed the following equity raising activity:

    - On March 26, 2019, the Trust issued $8.7 million of Trust Units through a non-brokered private placement;

    - On April 24, 2019, the Trust issued $16.3 million of Trust Units through a non-brokered private placement and $26.2 million of Trust Units through a marketed offering;

    - On April 30, 2019, the Trust issued an additional $2.1 million of Trust Units as part of the marketed offering as described above; and

    - On May 1, 2019, the Trust issued an additional $1.0 million of Trust Units as part of the non-brokered private placement as described above.

- **$95 Million of New Mortgage Financing:** Since the beginning of 2019, the Trust has completed the following new mortgage financing:

    - On January 14, 2019, the Trust completed an upward financing of its Montreal Portfolio with a Canadian Chartered Bank. The new principal balance is $49.0 million in comparison to the previous balance of $41.7 million. The Trust's portion of this financing is $24.5 million. The terms are unchanged from the original loan at an interest rate of 4.0% with a 25 year amortization;

- On February 5, 2019, the Trust financed five new mortgages totaling $21.0 million and supplemented one assumed mortgage by $1.0 million as part of the Crombie Retail portfolio acquisition as described above. The mortgages have interest rates with a weighted average of 3.72% with ranges of between 3.29% and 4.41%, amortizes and mature between December 1, 2023 and February 5, 2024;

- On February 28, 2019, the Trust refinanced its existing mortgage on its Portland property. The principal balance is $7.0 million which is 100% the trust's portion. The new mortgage is fixed at a 2.65% interest rate with a 25 year amortization; and

- On May 9, 2019, the Trust financed two new mortgages totaling $52.8 million and supplemented one assumed mortgage by $9.6 million as part of the First Capital Realty portfolio acquisition as described above. The mortgages have interest rates with a weighted average of 3.30% with ranges of between 3.26% and 3.50% with a 25 year amortization;

- **Declaration of Monthly Distributions:** On May 9, 2019, the Trust announced that it has declared and approved monthly distributions in the amount of $0.04 per Trust Unit for Unitholders of record on July 31, 2019, August 30, 2019 and September 30, 2019 payable on or about August 15, 2019, September 16, 2019 and October 15, 2019.

PORTFOLIO HIGHLIGHTS

Based on the Trust's pro rata interests as at March 31, 2019, the portfolio consists of 68 commercial properties with a total GLA of 1,715,989 square feet and two apartment complex comprised of 204 apartment units.

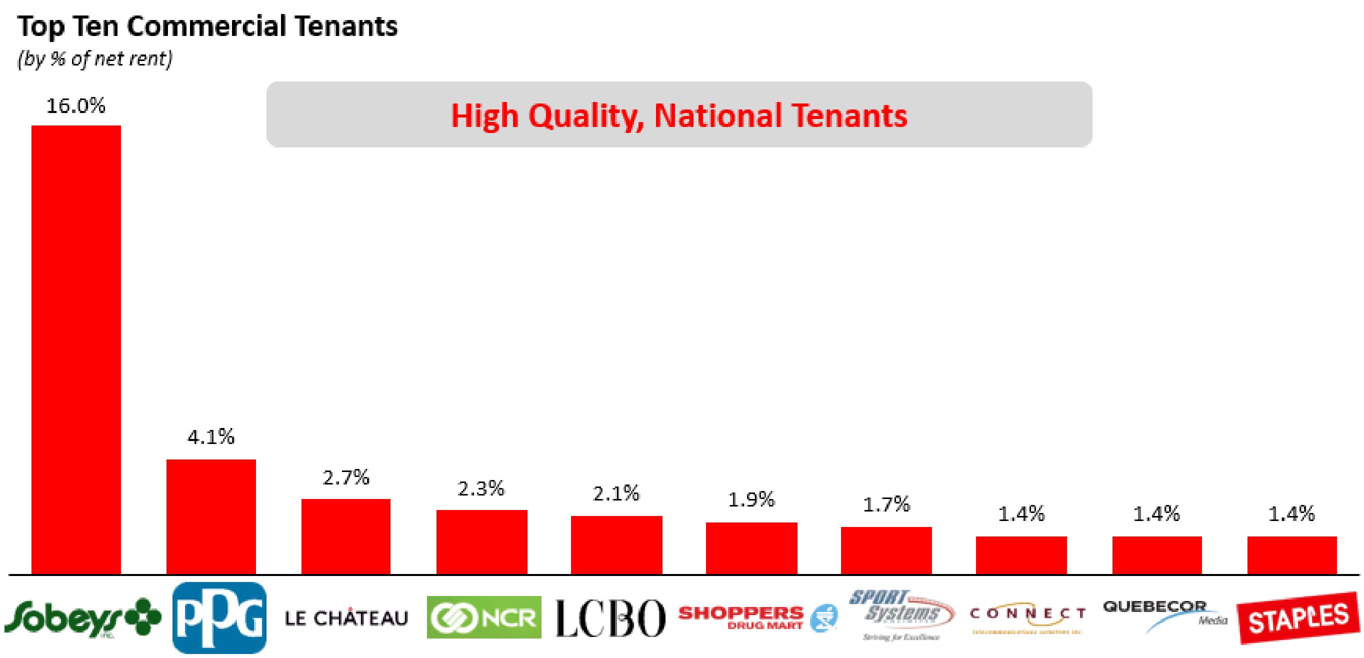
Retail	Gross Leaseable Area	Occupancy Q1/2019	Q4/2018	Q3/2018	Q2/2018	Q1/2018
Bridgewater, Nova Scotia	46,707	91.7%	91.7%	91.7%	84.9%	84.9%
Brampton, Ontario	36,167	100.0%	100.0%	100.0%	85.0%	85.0%
Hanover, Ontario	19,874	100.0%	100.0%	100.0%	100.0%	100.0%
Pembroke, Ontario	11,247	100.0%	100.0%	100.0%	100.0%	100.0%
Moncton, New Brunswick	16,372	100.0%	100.0%	100.0%	100.0%	100.0%
Guelph, Ontario	115,744	92.6%	92.6%	92.6%	100.0%	99.0%
Centre Ice Retail Portfolio	131,793	94.4%	91.6%	86.5%	86.5%	85.0%
The Whitby Mall, Ontario	125,776	93.1%	93.1%	95.3%	99.6%	98.9%
Thickson Place, Ontario	41,942	100.0%	100.0%	100.0%	100.0%	100.0%
Crombie Retail Portfolio	148,188	100.0%	N/A	N/A	N/A	N/A
Total / Weighted Average	**693,809**	**95.9%**	**94.1%**	**93.5%**	**94.2%**	**93.4%**
Office						
Barrie, Ontario	39,495	58.0%	58.0%	58.0%	58.0%	63.0%
The Whitby Mall, Ontario	28,875	75.6%	75.6%	88.5%	75.7%	73.4%
Total / Weighted Average	**68,370**	**65.6%**	**65.6%**	**70.5%**	**66.7%**	**68.4%**
Industrial						
Montreal, Quebec	594,711	97.2%	97.6%	93.7%	97.4%	98.8%
Waterloo, Ontario	359,099	97.1%	98.4%	98.4%	97.8%	98.4%
Total / Weighted Average	**953,810**	**97.1%**	**97.9%**	**97.8%**	**97.6%**	**98.7%**
Total / Wtd. Average	**1,715,989**	**95.5%**	**95.3%**	**95.0%**	**94.6%**	**95.1%**

Multi-Residential	Units	Occupancy				
Ottawa, Ontario	135	99.6%	98.8%	98.8%	98.5%	95.6%
Dartmouth, Nova Scotia	69	98.6%	N/A	N/A	N/A	N/A
Residential Total / Wtd. Average	**204**	**99.0%**	**98.8%**	**98.8%**	**98.5%**	**95.6%**

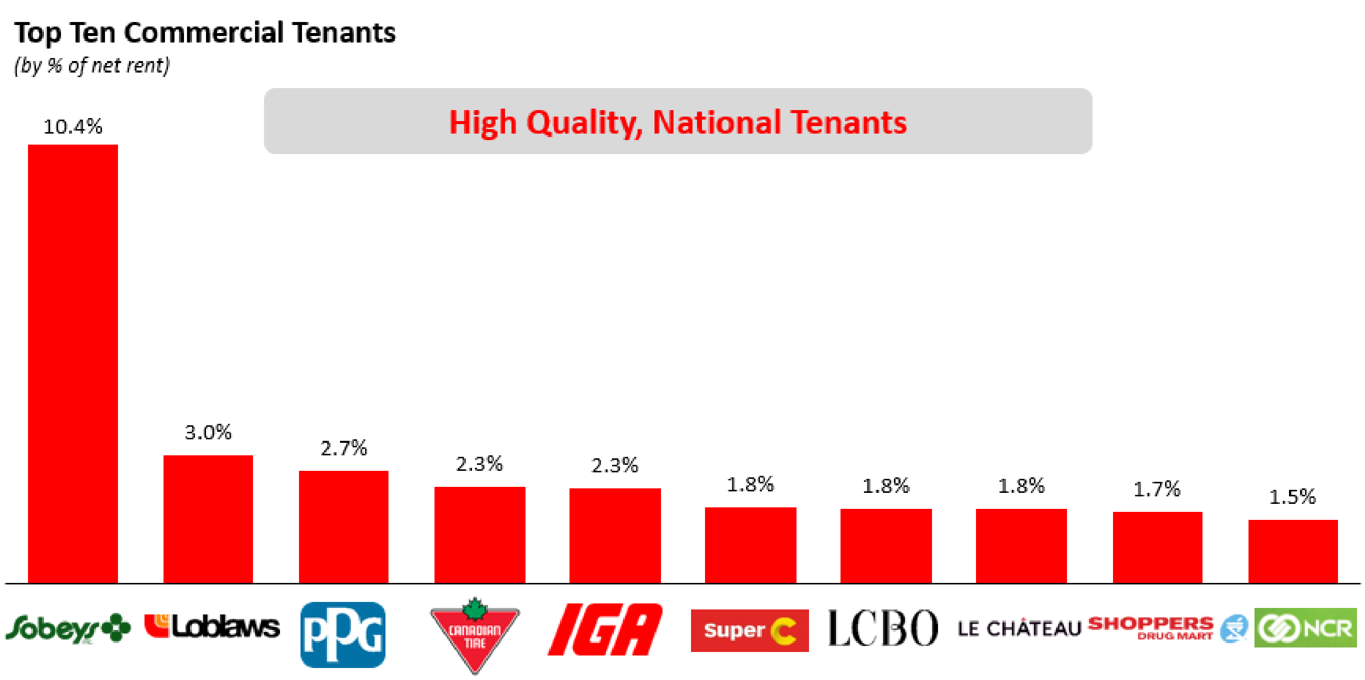
TENANT DIVERSIFICATION

The portfolio is well diversified by tenant profile with no tenant currently accounting for more than 10.4% of total net rent after the First Capital Realty Inc. acquisition. Further, the top 10 tenants are largely comprised of creditworthy and large national tenants and account for 29.3% of total net rent:

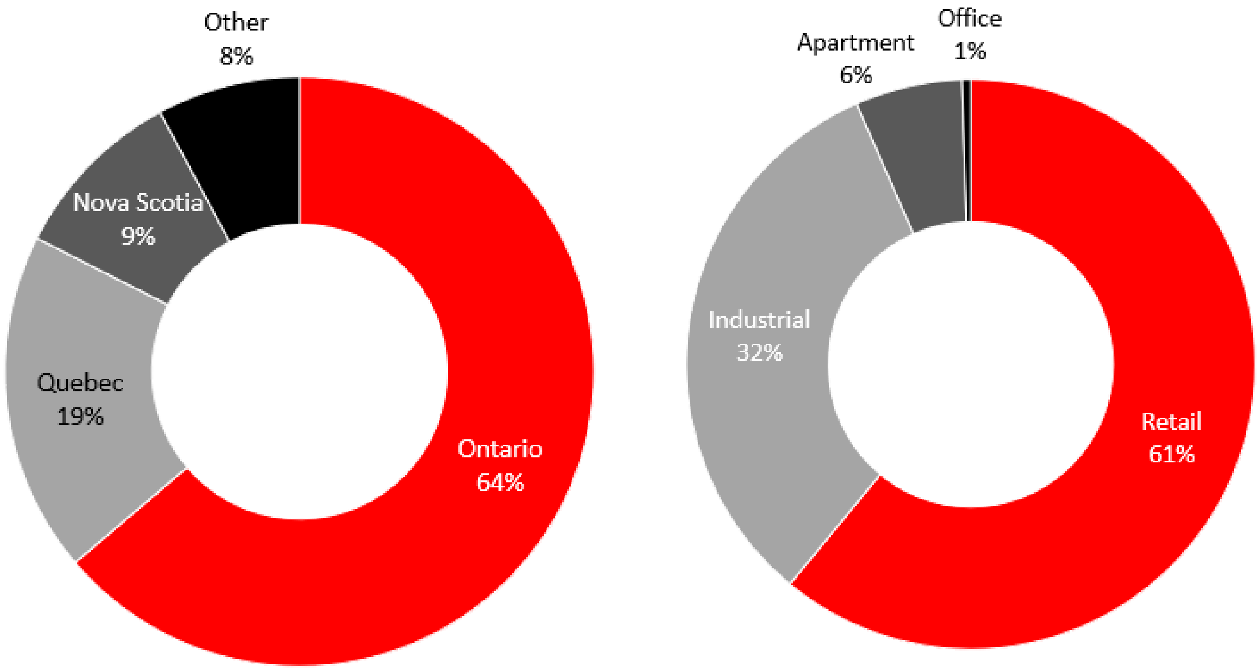
Tenant Diversification – March 31, 2019



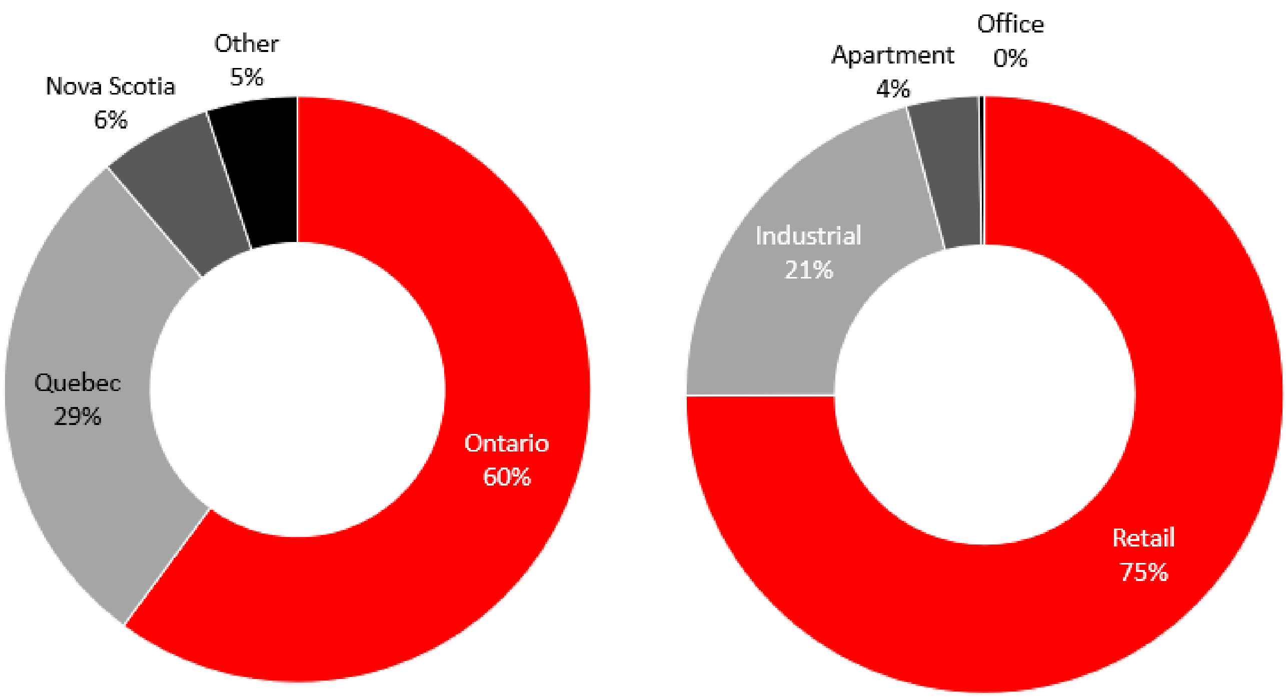
Tenant Diversification – Post First Capital Realty Acquisition



Geographical and Asset Class Portfolio Diversification based on NOI



Geographical and Asset Class Portfolio Diversification – Post First Capital Realty Acquisition



OCCUPANCY

As at March 31, 2019, commercial portfolio occupancy was 95.5%, a 20 basis point increase over the 95.3% reported at December 31, 2018 and a 40 basis point increase over the 95.1% reported at March 31, 2018. The increase over December 31, 2018 was largely due to the Crombie Retail Portfolio acquisition combined with an increase in occupancy in the Centre Ice Retail Portfolio, offset by a slight decrease in the industrial portfolio.

As at March 31, 2019, occupancy for the multi-residential portfolio was 99.0% a 20 basis point increase over the 98.8% reported at December 31, 2018 and a 340 basis point improvement over the 95.6% reported at March 31, 2018.

COMMERCIAL NET RENT AND MULTI-RESIDENTIAL AVERAGE MONTHLY RENT

Commercial net rent per occupied square foot and average multi-residential monthly rent per occupied unit for the past four quarters is as follows:

	Mar 31, 2019	Dec 31, 2018	Sept 30, 2018	June 30, 2018	Mar 31, 2018
Retail	$ 15.87	$ 15.84	$ 15.61	$ 15.98	$ 15.96
Industrial	$ 5.50	$ 5.49	$ 5.74	$ 5.63	$ 5.63
Office	$ 11.53	$ 11.26	$ 11.10	$ 11.38	$ 11.38
Multi-Residential	$ 977	$ 925	$ 920	$ 910	$ 894

RESULTS OF OPERATIONS

RENTAL REVENUE

Rental revenue for the three months ended March 31, 2019 was $6,443,690, a 15% increase over the $5,626,549 reported for the three months ended December 31, 2018 and an 18% increase over the $5,463,490 reported for the three months ended March 30, 2018. Rental revenue includes all amounts earned from tenants' lease agreements including rent, operating costs and realty tax recoveries.

	Three Months Ended		
	Mar 31, 2019	**Dec 31, 2018**	**Mar 31, 2018**
Base Rent	$ 4,212,431	$ 3,625,855	$ 3,464,447
CAM & Tax Recoveries	2,191,081	2,000,452	1,988,343
Straight Line Rent	54,965	13,666	20,908
Free Rent	(14,787)	(13,424)	(10,208)
Rental Revenue	**$ 6,443,690**	**$ 5,626,549**	**$ 5,463,490**

The variance in comparing the three months ended March 31, 2019 over the three months ended December 31, 2018 and over the three months ended March 31, 2018 is largely due to increased rental income from the Trust's acquisitions of the Crombie Retail Portfolio, the multi-residential property located in Dartmouth, Nova Scotia and the industrial property located in Montreal, Quebec.

Free rent relates to rent free periods provided to certain new and renewal tenants at the Trust's properties. Under IFRS, the Trust is required to adjust rental revenue by the value of the rent free period and amortize this adjustment out of income over the life of the individual lease.

PROPERTY OPERATING EXPENSES

Property operating expenses for the three months ended March 31, 2019 were $2,608,225, a 16% increase in comparison to the $2,256,513 reported for the three months ended December 31, 2018 and a 9% increase over the $2,393,616 reported for the three months ended March 31, 2018. Property operating expenses include realty taxes as well as other costs related to maintenance, HVAC, insurance, utilities and property management fees. Property operating expenses consist of the following:

	Mar 31, 2019	Dec 31, 2018	Mar 31, 2018
Realty Taxes	$ 1,306,073	$ 1,164,431	$ 1,171,135
Property Management	267,050	271,441	249,355
Operating Expenses	1,035,103	820,641	973,126
Property Operating Expenses	**$ 2,608,225**	**$ 2,256,513**	**$ 2,393,616**

The variance in comparing the three months ended March 31, 2019 over the three months ended December 31, 2018 and over the three months March 31, 2018 is largely due to the impact of the Trust's acquisitions of the Crombie Retail Portfolio, the multi-residential property located in Dartmouth, Nova Scotia and the industrial property located in Montreal, Quebec.

*NET OPERATING INCOME ("**NOI**")*

On an IFRS basis, NOI for the three months ended March 31, 2019 was $3,835,465 a 14% increase over the $3,370,036 reported for the three months ended December 31, 2018 and a 25% increase in comparison to the $3,069,874 reported for the three months ended March 31, 2018.

On a cash basis (i.e. excluding straight-line and free rent which are non-cash items) ("**Cash NOI**"), NOI for the three months ended March 31, 2019 was $3,795,287, a 13% increase over the $3,369,794 reported for the three months ended December 31, 2018 and a 24% increase over the $3,059,174 reported for the three months ended March 31, 2018.

	Three Months Ended		
	Mar 31, 2019	**Dec 31, 2018**	**Mar 31, 2018**
Rental Revenue	**$ 6,443,690**	**$ 5,626,549**	**$ 5,463,490**
Property Operating Expenses	(2,608,225)	(2,256,513)	(2,393,616)
NOI - IFRS Basis	**$ 3,835,465**	**$ 3,370,036**	**$ 3,069,874**
Less: Straight-Line Rent	(54,965)	(13,666)	(20,908)
Less: Free Rent	14,787	13,424	10,208
NOI - Cash Basis	**$ 3,795,287**	**$ 3,369,794**	**$ 3,059,174**

NOI - Cash Basis	
% Change vs. December 31, 2018	**13%**
% Change vs. March 31, 2018	**24%**

The variance in comparing the three months ended March 31, 2019 over the three months ended December 31, 2018 and over the three ended March 31, 2018 is largely due to the impact of the Trust's acquisitions of the Crombie Retail Portfolio, the multi-residential property located in Dartmouth, Nova Scotia and the industrial property located in Montreal, Quebec.

FINANCE COSTS

Finance costs for the three months ended March 31, 2019 were $1,196,659, a 39% increase in comparison to the $860,193 reported for the three months ended December 31, 2018 and a 36% increase in comparison to the $880,452 reported for the three months ended March 31, 2018. Finance costs are comprised of the following:

	Three Months Ended		
	Mar 31, 2019	**Dec 31, 2018**	**Mar 31, 2018**
Mortgage Interest	$ 1,028,258	$ 819,120	$ 806,696
Bank Indebtedness Interest	134,921	19,268	41,193
Finance Fee Amortization	52,038	44,741	41,917
Non-cash Interest Expense	(16,558)	(22,935)	(9,354)
Finance Costs	**$ 1,198,659**	**$ 860,193**	**$ 880,452**

The variance in comparing the three months ended March 31, 2019 over the three months ended December 31, 2018 and March 31, 2018 is largely due to the impact of the Trust's acquisitions of the Crombie Retail Portfolio, the multi-residential property located in Dartmouth, Nova Scotia and the industrial property located in Montreal, Quebec which includes the impact of drawing on the line of credit and adding to bank indebtedness.

Finance fee amortization relates to fees paid on securing the Facility on the Trust's various mortgages. Non-cash interest expense relates to the fair value adjustment to interest expense required as a result of the assumed mortgages from the Trust's various acquisitions.

As outlined below, the weighted average interest rate of the mortgages as at March 31, 2019 stands at approximately 3.4%.

*GENERAL AND ADMINISTRATIVE (“**G&A**”) EXPENSES*

G&A expenses for the three months ended March 31, 2019 were $582,057 an 11% decrease in comparison to the $651,026 reported for the three months ended December 31, 2018, but a 25% increase in comparison to the $465,917 reported for the three months ended March 31, 2018. Public company expenses include trustee fees, transfer agent fees, press releases and print media.

	Three Months Ended		
	Mar 31, 2019	**Dec 31, 2018**	**Mar 31, 2018**
Asset Management Fees	439,286	353,061	323,786
Public Company Expenses	62,524	47,215	19,685
Office & General	80,247	250,750	122,446
General & Administrative	**$ 582,057**	**$ 651,026**	**$ 465,917**

The variance in comparing the three months ended March 31, 2019 over the three months ended December 31, 2018 and March 31, 2018 is largely due to costs associated with the sale of one property in the Centre Ice Retail portfolio during the period ending December 31, 2018 offset by an increase in asset management fees due to the Trust's various acquisitions.

*NET INCOME & COMPREHENSIVE NET INCOME ("**NET INCOME**")*

Net income for the three months ended March 31, 2019 was $2,287,088 in comparison to the $2,764,361 reported for the three months ended December 31, 2018 and the $6,231,326 reported for the three months ended March 31, 2018.

The variance in comparing the three months ended March 31, 2019 over the three months ended December 31, 2018 and over the three months ended March 31, 2018 is largely due to a lower positive fair market value adjustment combined with higher income generated from the aforementioned acquisition activity.

SUMMARIZED OPERATING RESULTS

Rental revenue, other income, total revenue, NOI and net income for the past eight quarters for the Trust are as follows:

	Rental Revenue	Other Income	Total Revenue	NOI	Net Income
Q1/2019	$ 6,443,690	$ 17,194	$ 6,460,884	$ 3,835,465	$ 2,287,088
Q4/2018	$ 5,626,549	$ 19,365	$ 5,645,914	$ 3,370,036	$ 2,764,361
Q3/2018	$ 5,423,802	$ 29,027	$ 5,452,829	$ 3,269,870	$ 3,117,455
Q2/2018	$ 5,546,678	$ 14,863	$ 5,561,541	$ 3,411,330	$ 3,715,744
Q1/2018	$ 5,463,490	$ 6,681	$ 5,470,171	$ 3,069,874	$ 6,231,326
Q4/2017	$ 5,025,013	$ 3,505	$ 5,028,518	$ 3,124,641	$ 5,125,746
Q3/2017	$ 4,835,094	$ 477,131	$ 5,312,224	$ 2,867,718	$ 3,704,461
Q2/2017	$ 4,660,305	$ 370,558	$ 5,030,863	$ 2,868,130	$ 5,171,698

CONSOLIDATED INTERIM STATEMENTS OF INCOME & COMPREHENSIVE INCOME AND CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES.

Outlined below are the Consolidated Interim Statements of Income and Comprehensive Income and cashflows from operating activities for the three month period ended March 31, 2019, December 31, 2018 and March 31, 2018:

	Three Months Ended		
Net Operating Income	**Mar 31, 2019**	**Dec 31, 2018**	**Mar 31, 2018**
Rental Revenue	$ 6,443,690	$ 5,626,549	$ 5,463,490
Property Operating Expenses	(2,608,225)	(2,256,513)	(2,393,616)
	3,835,465	3,370,036	3,069,874
Interest and Other Income	17,194	19,365	6,681
Expenses			
Finance Costs	1,198,658	860,193	880,452
General and Administrative	582,058	651,026	465,917
Unit-Based Compensation Expense/(Recovery)	306,442	(210,214)	(129,979)
	2,087,158	1,301,005	1,216,390
Income Before Fair Value Adjustments and Other	1,765,501	2,088,396	1,860,165
Gain on Sale of Investment Properties	-	217,071	-
Fair Value Adjustments on Investment Properties	521,587	458,893	4,371,161
Net Income and Comprehensive Income	**$ 2,287,088**	**$ 2,764,360**	**$ 6,231,326**

	Three Months Ended		
	Mar 31, 2019	**Dec 31, 2018**	**Mar 31, 2018**
Net Income & Comprehensive Income	**2,287,088**	**2,764,361**	**6,231,326**
Fair Value Adjustments:			
Investment Properties	(521,587)	(458,893)	(4,371,161)
Gain on Sale of Investment Properties	-	(217,071)	-
Unit-Based Compensation Expense/(Recovery)	306,442	(210,214)	(129,979)
Finance Costs, Net of Interest and Dividends	1,181,465	840,828	873,771
Finance Fee Amortization	52,038	44,741	41,917
Non-cash Interest Expense	(16,558)	(22,935)	(9,354)
Straight-line Rent Adjustment	(54,964)	(13,666)	(20,908)
Free Rent, Net of Amortization	14,787	13,424	10,208
Change in Working Capital			
Accounts Receivable	(179,293)	140,749	(240,344)
Prepaid Expenses, Deposits and Other Assets	164,267	370,193	(17,817)
Restricted Cash	(147,137)	(149,091)	(4,063)
Accounts Payable and Accrued Liabilities	1,170,581	93,539	(146,202)
Tenant Rental Deposits	110,204	22,151	22,720
Interest Accrual	93,312	(312)	53,492
Cash Flows From Operating Activities	**$ 4,460,644**	**$ 3,217,803**	**$ 2,293,606**

FFO AND AFFO

Funds From Operations ("**FFO**") for the three months ended March 31, 2019 was $1,765,500 compared to the $2,088,395 reported for the three months ended December 31, 2018 and the $1,860,165 reported for the three months ended March 31, 2018. The decrease in FFO is mainly due to the unit based compensation expense. Excluding the unit based compensation expense/(recovery) for the three months ended March 31, 2019 was $2,071,942, a 10% increase in comparison to $1,878,181 at December 31, 2019 and a 20% increase in comparison to $1,730,186 at March 31, 2018.

Adjusted Funds From Operations ("**AFFO**") for the three months ended March 31, 2019 was $1,929,209 a 9% increase in comparison to the $1,769,007 reported for the three months ended December 31, 2018 and a 19% increase in comparison to the $1,624,880 reported for the three months ended March 31, 2018.

FFO per Unit for the three months ended March 31, 2019 was $0.100 while AFFO per Unit was $0.110.

For the three months ended March 31, 2019, FFO and AFFO payout ratios are 119% and 109% respectively.

The variance in comparing FFO and AFFO for the three months ended March 31, 2019 over the three months ended December 31, 2018, is largely due to the impact of the Trust's acquisitions of the Crombie Retail Portfolio, the multi-residential property located in Dartmouth, Nova Scotia and the industrial property located in Montreal, Quebec.

The variance in FFO per Unit and AFFO per Unit when comparing the three months ended March 31, 2019 over the three months ending December 31, 2018 as well as the three months March 31, 2018 was due to the net overall activity as outlined above, offset by the impact of issuing trust units and not fully deploying the net cash received along with the the issuance of DRIP units as outlined below.

For the three months ended March 31, 2019, the Trust had TIs/LCs and capital expenditures of approximately $0.4 million (2018 - $0.3 million).

As the Trust considers AFFO to be a useful measure of cash flow available for distributions, the following table is a reconciliation from IFRS Cash Flow from Operating Activities to FFO and AFFO:

	Three Months Ended		
	Mar 31, 2019	Dec 31, 2018	Mar 31, 2018
Cash Flows from Operating Activities	**$ 4,460,644**	**$3,217,803**	**$ 2,293,606**
Add (deduct):			
Interest Accrual	(93,312)	312	(53,492)
Tenant Rental Deposits	(110,204)	(22,151)	(22,720)
Accounts Payable and Accrued Liabilities	(1,170,581)	(93,539)	146,202
Restricted Cash	147,137	149,091	4,063
Prepaid Expenses, Deposits & Other Assets	(164,267)	(370,193)	17,817
Accounts Receivable	179,293	(140,749)	240,344
Finance Fee Amortization	(52,038)	(44,741)	(41,917)
Finance Costs, Net of Interest & Dividends	(1,181,465)	(840,828)	(873,771)
Unit Based Compensation Expense	(306,442)	210,214	129,979
Straight-Line Rent Adjustment	54,964	13,666	20,908
Free Rent, Net of Amortization	(14,787)	(13,424)	(10,208)
Non-Cash Interest Expense	16,558	22,935	9,354
FFO	**$ 1,765,500**	**$2,088,395**	**$ 1,860,165**
Straight Line Rent Adjustment	(54,964)	(13,666)	(20,908)
Free Rent, Net of Amortization	14,787	13,424	10,208
Tenant Inducements, Leasing Costs & Capex	(85,997)	(85,997)	(85,252)
Non-Cash Interest Expense	(16,558)	(22,935)	(9,354)
Unit Based Compensation Expense	306,442	(210,214)	(129,979)
AFFO	**$ 1,929,209**	**$1,769,007**	**$ 1,624,880**
FFO Per Unit	**$ 0.100**	**$ 0.119**	**$ 0.122**
AFFO Per Unit	**$ 0.110**	**$ 0.101**	**$ 0.106**
Distributions Per Unit	**$ 0.120**	**$ 0.115**	**$ 0.115**
FFO Payout Ratio	**119%**	**97%**	**94%**
AFFO Payout Ratio	**109%**	**114%**	**108%**

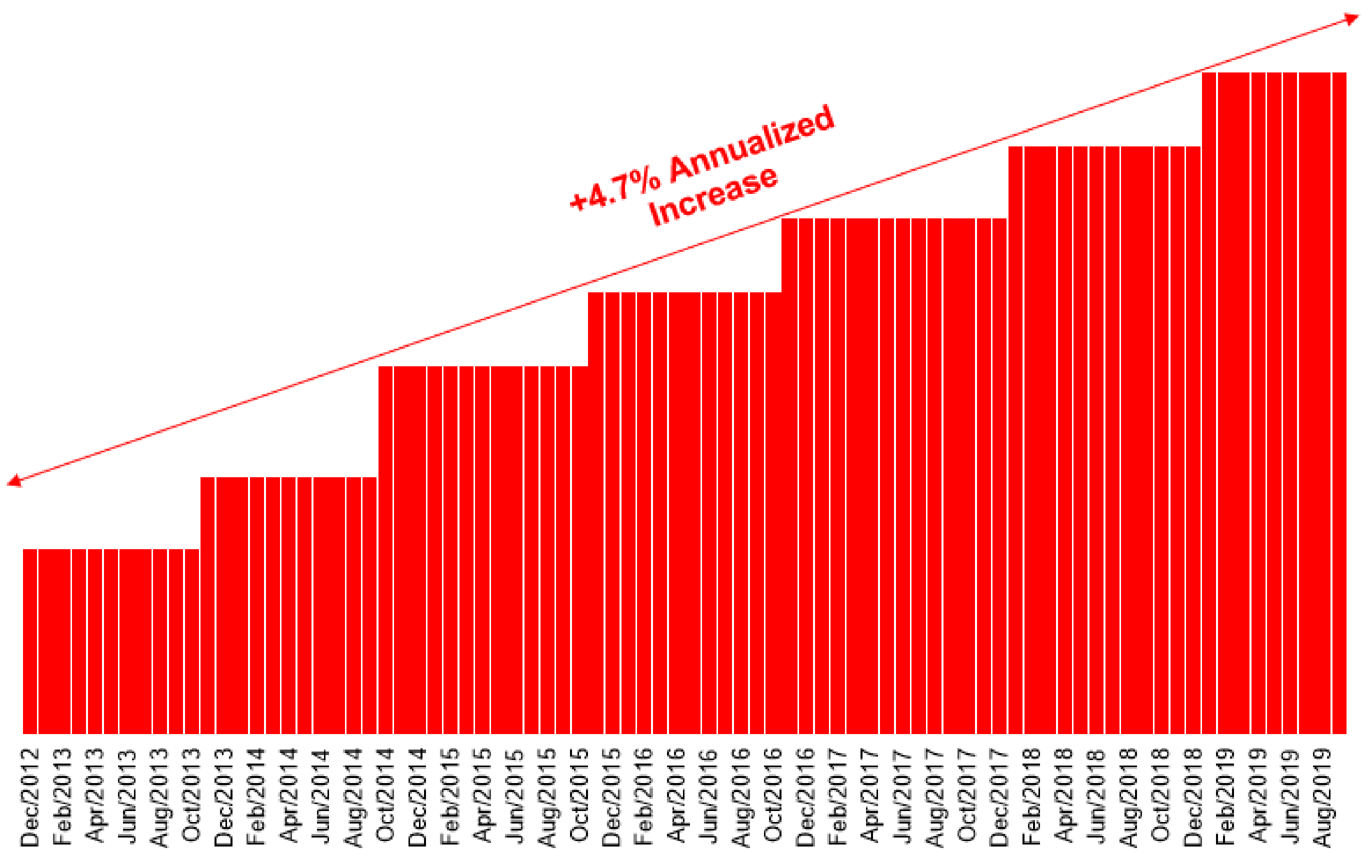
The differences between the add back of FFO and AFFO is the deduction for straight-line rent, free rent, reserves for TIs/LCs, capital expenditures and the non-cash interest expense component for all assumed mortgages, offset by the deduction for unit-based compensation expense. Under RealPAC and the Trust, unit-based compensation expense is deducted for reporting FFO. However, the Trust adds back this expense for the purpose of calculating AFFO.

AFFO is calculated largely in accordance with the guidelines set out by RealPAC and is defined as FFO less adjustments for non-cash items such as straight-line rent, free rent and noncash interest expense as well as normalized capital expenditures, tenant inducements and leasing charges. However, under RealPAC, unit-based compensation expense is deducted for reporting AFFO, but the Trust adds back this expense.

DISTRIBUTIONS

For the three months ended March 31, 2019 distributions of $0.04 per unit were declared each month commencing in January 2019 through to March 2019, resulting in total distributions declared of $2,159,613. For the three months ended March 31, 2018 distributions of $0.038333 per unit were declared each month commencing in January 2018 through to March 2018 resulting in total distributions declared of $1,754,964.

Since the Trust's inception in Q4/2012, distributions have been raised six times in six years and represents a cumulative increase of 37.1% or 4.7% on an annualized basis since the Trust's inception in 2012 :



The policy of the Trust is to pay cash distributions on or about the 15th day of each month to Unitholders of record on the last business day of the preceding month. Distributions paid to Unitholders who are non-residents of Canada will be subject to Canadian withholding tax.

The excess/(shortfall) of cash flow from operating activities over distributions and net income and comprehensive income over distributions for the three months ended March 31, 2019, December 31, 2018 and March 31, 2018 are outlined below:

	Three Months Ended		
	Mar 31, 2019	Dec 31, 2018	Mar 31, 2018
Cash Flow From Operating Activities (A)	**$ 4,460,644**	**$ 3,217,803**	**$ 2,293,606**
Net Cash Interest Expense			
Less: Mortgage Interest	$ (1,028,258)	$ (819,120)	$ (806,696)
Less: Bank Indebtedness Interest	(134,921)	(19,268)	(41,193)
Add: Interest and Other Income	17,194	19,365	6,681
Net Cash Interest Expense (B)	**$ (1,145,985)**	**$ (819,023)**	**$ (841,208)**
Net Cash Flows from Operating Activities (A-B) = (C)	**$ 3,314,659**	**$ 2,398,780**	**$ 1,452,398**
Net Income & Comprehensive Income (D)	**$ 2,287,088**	**$ 2,764,361**	**$ 6,231,326**
Distributions (E)	**$ 2,159,613**	**$ 2,015,996**	**$ 1,754,964**
Excess / (Shortfall) of Net Cash Flow From Operating Activities Over Distributions (C-E)	**$ 1,155,044**	**$ 382,783**	**$ (302,566)**
Excess of Net Income & Comprehensive Income Over Distributions (D-E)	**$ 127,475**	**$ 748,365**	**$ 4,476,362**

For the three months ended March 31, 2018, the Trust had distributions in excess of net cash flow from operating activities. As such, a return of capital was provided to Unitholders. These distributions were funded from the Trust's cash on hand. The excess distributions were paid in the normal course from recurring cash flow and had no impact on the sustainability of distributions given that the distributions were covered from ongoing cash flows generated from the trust's investment portfolio.

COMPARABLE CASH FLOWS

Comparable operating, investing and financing cash flows for the three months ended March 31, 2019 and March 31, 2018 are outlined below:

	Three Months Ended	
	Mar 31, 2019	Mar 31, 2018
Operating Activities	$ 4,460,644	$ 2,293,606
Investing Activities	(41,018,810)	(309,185)
Financing Activities	30,161,396	11,254,648
Increase/(Decrease) in Cash & Cash Equivalents	**$ (6,396,772)**	**$ 13,239,069**
Cash & Cash Equivalents / (Bank Indebtedness), Beginning of Period	3,415,075	(8,453,216)
Cash & Cash Equivalents / (Bank Indebtedness), End of Period	**$ (2,981,697)**	**$ 4,785,853**

Cash provided by operating activities increased for the three months ended March 31, 2019 in comparison to the three months ended March 31, 2018, largely due to changes in working capital.

Cash provided by investing activities decreased for the three months ended March 31, 2019 in comparison to the three months ended March 31, 2018 largely due to higher acquisition activity in 2019 as compared to 2018.

Cash provided by financing activities increased for the three months ended March 31, 2019 in comparison to the three months ended March 31, 2018 is largely due to new mortgages from acquisition activity as well as the issuance of Trust Units in 2019.

INVESTMENT PROPERTIES

As at March 31, 2019, excluding the Assets Held For Sale, the Trust's property portfolio consists of 68 properties with a fair value of $267.4 million, in comparison to the $204.9 million reported as at March 31, 2018. The variance is largely due to the impact of the Trust's acquisitions of the Crombie Retail Portfolio, the multi-residential property located in Dartmouth, Nova Scotia and the industrial property located in Montreal, Quebec combined with a higher fair market value adjustment. The investment portfolio valuation is allocated by property type as follows:

	Retail and Commercial	Core Service Provider Office	Industrial	Multi-Residential	Total
Balance, December 31, 2017	$ 125,268,374	$ 6,230,683	$ 62,469,217	$ 6,241,417	$ 200,209,691
Capital Expenditures	188,423	(211)	76,396	44,577	309,185
Fair Value Adjustment	(289,165)	(203,165)	4,908,067	(44,577)	4,371,161
Balance, March 31, 2018	$ 125,167,632	$ 6,027,307	$ 67,453,680	$ 6,241,417	$ 204,890,036
Acquisitions	-	-	5,853,700	-	5,853,700
Dispositions	(1,520,750)	-	-	-	(1,520,750)
Capital Expenditures	941,817	47,203	446,160	96,437	1,531,616
Transfers	(1,548,680)	-	-	-	(1,548,680)
Fair Value Adjustment	2,126,598	(13,673)	1,647,464	(75,826)	3,684,561
Balance, December 31, 2018	$ 125,166,617	$ 6,060,837	$ 75,401,003	$ 6,262,027	$ 212,890,480
Acquisitions	42,409,350	-	-	11,190,100	53,599,450
Capital Expenditures	194,949	14,142	194,503	20,193	423,786
Fair Value Adjustment	307,430	(14,142)	(107,985)	336,283	521,587
Balance, March 31, 2019	**$ 168,078,346**	**$ 6,060,837**	**$ 75,487,521**	**$ 17,808,603**	**$ 267,435,304**

For the period ended March 31, 2019, senior management of the Trust valued the Investment Properties using independent third party appraisals for the Hanover, Ontario; Brampton, Ontario; Pembroke, Ontario; Bridgewater, Nova Scotia; Mountain Road; and Montreal Industrial properties and the overall capitalization method for the remaining properties. Investment properties are valued on a highest and best use basis. For all of the Trust's investment properties the current use is considered the best use. Fair value was determined by applying a capitalization rate to stabilized net operating income ("Stabilized NOI"). Stabilized NOI incorporates allowances for vacancy, management fees and structural reserves for tenant inducements and capital expenditures and is capped at a rate deemed appropriate for each investment property. Capitalization rates are based on many factors, including but not limited to the asset location, type, size and quality of the asset and taking into account any available market data at the valuation date.

Investment Properties measured at fair value are categorized by level according to the inputs used. The Trust has classified these inputs as Level 3. With the exception of the acquisition and dispositions of investment properties as further described in note 4 of the consolidated financial statements, there have been no transfers into or out of Level 3 in the current year. Significant unobservable inputs in Level 3 valuations are as follows:

March 31, 2019	Retail and Commercial	Core Service Provider Office	Industrial	Multi-Residential	Weighted Average
Capitalization Rate Range	5.00% - 7.25%	7.00%	6.25% - 7.25%	5.00%-5.10%	6.19%
Weighted Average Cap. Rate	6.17%	7.00%	6.44%	5.06%	6.19%

December 31, 2018	Retail & Commercial	Core Service Provider Office	Industrial	Multi-Residential	Weighted Average
Capitalization Rate Range	5.00% - 7.25%	7.00%	6.25% - 7.25%	5.00%-5.10%	6.32%
Weighted Average Cap. Rate	6.28%	7.00%	6.44%	5.06%	6.32%

Gain On Sale of Investment Properties: On November 16, 2018, the Trust completed the sale of its interest in one property from the Centre Ice Retail Portfolio totaling 9,643 square feet to a third party for gross proceeds of approximately $2.3 million ($2.2 million net of closing costs). The Trust's pro-rata share of the gross proceeds is $1.6 million ($1.5 million net of closing costs). The Trust recognized a gain on sale of approximately $0.2 million.

Assets Held For Sale: The Trust has listed for sale an asset from the Centre Ice Retail Portfolio totaling 12,894 square feet for expected gross proceeds of approximately $1.6 million ($1.5 million net of closing costs). These consolidated financial statements carry this property as assets held for sale at its fair value as at March 31, 2019.

CURRENT ASSETS

Current assets as at March 31, 2019, December 31, 2018 and March 31, 2018 consist of the following:

	Mar 31, 2019	Dec 31, 2018	Mar 31, 2018
Accounts Receivable	$ 1,988,801	$ 1,823,986	$ 2,067,053
Prepaid Expenses, Deposits & Other Assets	1,765,451	1,456,423	633,973
Cash & Cash Equivalents	-	3,415,075	4,785,853
Restricted Cash	357,982	210,845	201,825
Assets Held For Sale	1,548,680	1,548,680	-
	$ 5,660,914	**$ 8,455,009**	**$ 7,688,704**

Accounts receivable consist mainly of tenant receivables, straight line rent adjustments and Harmonized Sales Tax ("**HST**") and Quebec Sales Tax ("**QST**") recoveries from the Canada Revenue Agency and Revenue Quebec, respectively. Prepaid expenses, deposits and other assets consist mainly of prepaid property taxes, insurance, utility deposits, deferred financing costs related to the Facility and the capitalization of free rent provided to tenants as required under IFRS. Restricted Cash represents realty tax escrows requested by the lender on the Guelph Retail Portfolio mortgage.

BANK INDEBTEDNESS

The Trust has entered into a Revolving Operating Facility (the "Facility") with a Canadian Chartered Bank (the "Bank") fully secured by first charges against certain investment properties. The total amount available under the Facility is $22.0 million. The interest rate is based on a calculated formula using the Canadian Chartered Bank's Prime Lending Rate. Amounts drawn under the Facility are due to be repaid at the maturity date on October 31, 2020. Bank Indebtedness as at March 31, 2019 and March 31, 2018 was $3.0 million and $nil million respectively.

MORTGAGES

As at March 31, 2019, total outstanding mortgages were $131,026,696 ($92,462,896 as at December 31, 2018), net of unamortized financing costs of $146,404 ($196,848 as at December 31, 2018), offset by a $788,620 ($624,916 as at December 31, 2018) fair value adjustment with a weighted average interest rate of approximately 3.4% (3.4% as at December 31, 2018) and weighted average repayment term of approximately 3.7 years (3.5 years as at December 31, 2018). The mortgages are repayable as follows:

	Scheduled Principal Repayments	Debt Maturing During The Period	Total Mortgages Payable	Scheduled Interest Payments
2019	2,505,822	9,500,000	12,005,822	3,380,454
2020	3,026,416	17,326,664	20,353,080	3,880,041
2021	2,314,104	15,166,364	17,480,468	3,195,174
2022	2,283,524	3,845,582	6,129,106	2,071,377
2023	2,054,049	24,054,388	26,108,437	2,439,543
Thereafter	1,150,123	47,157,443	48,307,567	1,243,105
Face Value	$ 13,334,038	$ 117,050,442	$ 130,384,480	$16,209,694
Unamortized Financing Costs			(146,404)	
Fair Value Adjustment on Assumed Mortgages			788,620	
Total Mortgages			**$ 131,026,696**	

	March 31, 2019	December 31, 2018
Current:		
Mortgages	$ 12,857,773	$ 11,809,711
Unamortized Financing Costs	(74,740)	(84,829)
Fair Value Adjustment on Assumed Mortgages	106,830	95,641
	$ 12,889,863	$ 11,820,523
Non-Current:		
Mortgages	$ 117,526,707	$ 80,225,117
Unamortized Financing Costs	(71,664)	(112,019)
Fair Value Adjustment on Assumed Mortgages	681,790	529,275
	$ 118,136,833	$ 80,642,373
	$ 131,026,696	**$ 92,462,896**

On May 4, 2018, the Trust repaid a $4.9 million and a $2.3 million mortgage fully secured against the Trust's Bridgewater, Nova Scotia and Hanover, Ontario properties, respectively.

On August 13, 2018, the Trust refinanced its existing mortgage on its Montreal Industrial Portfolio with a Canadian Chartered Bank (the "Bank"). The principal balance of the mortgage at maturity was $29.4 million, while the Trust's portion was $14.7 million. The new mortgage is a $42.0 million first mortgage fixed at an interest rate of 4.0% with a 25 year amortization. In addition a $1.0 million revolving credit facility was also provided by the Bank that is fully secured against the Montreal Industrial Portfolio with an interest rate based on a calculated formula using the Bank's prime lending rate. The Trust's portion of this new mortgage is $21.0 million and $0.5 million for the revolving credit facility, respectively.

On January 4, 2019, the Trust assumed a $7.1 million first mortgage as part of a 69 unit multi-residential apartment acquisition located in Dartmouth, Nova Scotia as part of an acquisition further described in note 3 of the condensed consolidated interim financial statements. The mortgage matured February 28, 2019. On February 28, 2019, the Trust refinanced this mortgage with a new $7.0 million first mortgage fixed at a 2.65% interest rate with a 25 year amortization and matures June 1, 2024.

On January 14, 2019, the Trust completed an upward financing of its Montreal Industrial Portfolio with the Bank. The new principal balance is $49.0 million. The Trust's portion of this financing is $24.5 million. The terms are unchanged from the original loan as described above.

On February 5, 2019, the Trust assumed two first mortgages totaling $6.2 million ($6.4 million fair value) as part of the acquisition as described in note 3 of the condensed consolidated interim financial statements which have a 4.14% weighted average interest rate, amortizes and mature between December 1, 2023 and February 5, 2024 with an weighted average term remaining of 4.8 years. The Trust also financed five new mortgages totaling $21.0 million and supplemented one assumed mortgage by $1.0 million as part of this acquisition. The new mortgages have a 3.55% weighted average interest rate with interest rate ranges of 3.29% to 3.59%, amortize and mature on February 5, 2024.

ACCOUNTS PAYABLE & ACCRUED LIABILITIES

Accounts payable and accrued liabilities as at March 31, 2019, December 31, 2018, and March 31, 2018 consist of the following:

	Mar 31, 2019	Dec 31, 2018	Mar 31, 2018
Professional Fees	$ 69,200	$ 69,200	$ 69,200
Utilities, Repairs & Maintenance, Other	2,820,658	1,775,452	1,794,488
Due to Asset & Property Manager	96,010	147,489	357,401
Accrued Interest Expense	235,943	142,630	206,946
Option Liabilities	764,617	458,175	601,032
	$ 3,986,427	**$ 2,592,946**	**$ 3,029,067**

Professional fees represent amounts payable for legal, audit and advisory fees. Utilities, Repairs & Maintenance, Other consist of utility costs, property taxes, repairs and maintenance, GST/HST payables to CRA and QST payables to Revenue Quebec. Due to Asset & Property Manager represent amounts payable to Firm Capital Realty Partners Inc. ("**FCRPI**") and Firm Capital Property Management Corp. ("**FCPMC**") as outlined below. Option liabilities relate to the unit option plan as outlined below.

UNIT OPTION PLAN & OPTION LIABILITIES

Under the Trust's unit option plan, the aggregate number of unit options reserved for issuance at any given time shall not exceed 10% of the number of outstanding Trust Units. As at March 31, 2019, the Trust has 1,328,000 Trust unit options issued and outstanding consisting of the following issuances:

- On June 23, 2014, the Trust granted 285,000 Trust unit options at a weighted average exercise price of $5.30 per Trust Unit. The unit options fully vested on the date of grant and expire on June 23, 2019. The balance as at March 31, 2019 was 233,000 Trust unit options.

- On August 15, 2016, the Trust granted 535,000 Trust unit options at a weighted average exercise price of $6.05 per Trust Unit. The unit options fully vested on the date of grant and expire on August 15, 2021. The balance as at March 31, 2019 was 465,000 Trust unit options.

- On March 26, 2018, the Trust granted 600,000 Trust unit options at a weighted average exercise price of $6.25 per Trust Unit. 525,000 unit options fully vested on the date of the grant with the remaining 75,000 vesting at one third each year for the next three years and expire on March 26, 2023. The balance as at March 31, 2019 was 570,000 Trust unit options.

- On November 8, 2018, the Trust granted 60,000 Trust unit options at a weighted average exercise price of $6.35 per Trust Unit. The unit options fully vested on the date of grant and expire on November 8, 2023. The balance as at March 31, 2019 was 60,000 Trust unit options.

Unit-based compensation relate to the aforementioned unit options for the three months ended March 31, 2019 stands at an expense of $306,442 ($129,979 recovery for the three months ended March 31, 2018). Unit-based compensation was determined using the Black-Scholes option pricing Model and based on the following assumptions:

	As at March 31, 2019	As at December 31, 2018
Expected Option Life (Years)	1.0	1.0
Risk Free Interest Rate	1.65%	1.87%
Distribution Yield	7.28%	7.60%
Expected Volatility	20.00%	20.00%

Expected volatility is based in part on the historical volatility of the Trust Units. The risk free interest rate of return is the yield on zero-coupon Government of Canada bonds of a term consistent with the expected option life.

UNITHOLDERS' EQUITY

Unitholders' equity as at March 31, 2019 was $133,099,999 and consists of the following:

	Number of Units	Unitholder's Equity
Unitholders' Equity, March 31, 2018	**16,083,985**	**$ 112,088,220**
Options Exercised	18,000	96,700
Non-Brokered Private Placement - May 2018	1,140,040	7,125,235
Non-Brokered Private Placement - July 2018	296,800	1,854,983
Less: Issue Costs	-	(371,455)
Issuance of Units from DRIP	3,738	24,569
Add: Net Income	-	9,597,564
Less: Distributions	-	(5,968,205)
Unitholders' Equity, December 31, 2018	**17,542,563**	**$ 124,447,609**
Issuance of Units from DRIP	3,436	22,554
Non-Brokered Private Placement - March 2019	1,355,726	8,676,640
Less: Issue Costs	-	(174,279)
Add: Net Income	-	2,287,088
Less: Distributions	-	(2,159,613)
Unitholders' Equity, March 31, 2019	**18,901,725**	**$ 133,099,999**

- On February 1, 2018, the Trust completed a non-brokered private placement of Trust Units. 370,000 trust Units were issued at a price of $6.25 per Trust Unit for gross proceeds of approximately $2.3 million.

- On February 1, 2018, the Trust completed a public equity raise of Trust units, 2,100,000 Trust units were issued at a price of $6.25 per Trust Unit for gross proceeds of approximately $13.1 million.

- On May 30, 2018, the Trust completed a non-brokered private placement of Trust Units. 1,140,040 Trust Units were issued at a price of $6.25 per Trust Unit for gross proceeds of approximately $7.1 million.

- On July 27, 2018, the Trust completed a non-brokered private placement of Trust Units. 296,800 Trust Units were issued at a price of $6.25 per Trust Unit for gross proceeds of approximately $1.9 million.

- During the year ended December 31, 2018, 36,000 Trust unit options at a weighted average price of $5.34 per Trust Unit were exercised for gross proceeds of approximately $0.19 million.

- On March 26, 2019, the Trust completed a non-brokered private placement of Trust Units. 1,355,725 Trust Units were issued at a price of $6.40 per Trust Unit for gross proceeds of approximately $8.7 million.

As at May 9, 2019 there were 26,252,122 Trust Units issued and outstanding.

RELATED PARTY TRANSACTIONS

Transactions with related parties are in the normal course of business and are recorded at the exchange amount, which is the amount of consideration established and agreed to by the related parties, and are measured at fair value.

ASSET MANAGEMENT AGREEMENT

The Trust has entered into an Asset Management Agreement with FCRPI, an entity indirectly related to certain trustees and management of the Trust. The term of the contract is initially ten years and automatically renews for successive five year periods. Details of the Asset Management Agreement are posted on SEDAR (www.SEDAR.com) and in the notes to the financial statements.

On October 20, 2016, the terms of the Asset Management and Acquisition Fees changed. For further information, please refer to the notes to the financial statements.

For the three months ended March 31, 2019 and March 31, 2018, Asset Management Fees were $409,002 and $323,786; Acquisition Fees were $393,958 and $nil; Placement Fees were $112,278 and $46,531 and Performance Incentive Fees were $30,284 and $nil, respectively. For the three months ended March 31, 2019, Asset Management Fees were higher than the amount reported at March 31, 2018 largely due to the acquisitions discussed.

For the three months ended March 31, 2019, Acquisition Fees were higher than the amount reported at March 31, 2018 due to high acquisition activity.

For the three months ended March 31, 2019, Placement Fees were higher due to the completion of the various loans as discussed above as well as the non-brokered private placement.

Asset Management and Performance Incentive Fees are recorded in General and Administrative Expenses while Acquisition and Placement Fees are capitalized to Investment Properties, Mortgages and Unitholders' Equity on the Consolidated Balance Sheet.

Acquisition Fees are paid on every acquisition and are based on 0.75% of the first $300 million of GBV of acquisitions. Placement Fees are paid on financings undertaken by FCRPI and are based on 0.25% of the aggregate value of all debt and equity financings arranged.

Performance Incentive Fees are based on 15% of the excess once AFFO exceeds $0.40 per unit.

PROPERTY MANAGEMENT AGREEMENT

The Trust has entered into a Property Management Agreement with FCPMC, an entity indirectly related to certain trustees and management of the Trust. The term of the contract is initially ten years and automatically renews for successive five year periods. Details of the Property Management Agreement are posted on SEDAR (www.SEDAR.com) and in the notes to the financial statements.

For the three months ended March 31, 2019 and March 31, 2018, Property Management Fees were $243,418 and $223,502 and Commercial Leasing Fees were $23,632 and $25,853, respectively.

For the three months ended March 31, 2019, Property Management Fees were higher than the amount reported at March 31, 2018 largely due to various acquisitions discussed above.

Property Management Fees are charged monthly. Commercial leasing and renewal fees are charged on a per lease basis.

INCOME TAXES

The Trust is a mutual fund trust and a real estate investment trust (a "**REIT**") pursuant to the Income Tax Act (Canada) (the "**Tax Act**"). Under current tax legislation, a REIT 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 each year. The Trust is a REIT if it meets prescribed conditions under the Tax Act relating to the nature of its assets and revenue (the "**REIT Conditions**"). The Trust has reviewed the REIT Conditions and has assessed their interpretation and application.

The Trust intends to qualify as a REIT under the Tax Act and to make distributions not less than the amount necessary to ensure that the Trust will not be liable to pay income taxes. Accordingly, no current or deferred income taxes have been recorded in the condensed consolidated interim financial statements.

CAPITAL MANAGEMENT

The Trust's objectives when managing capital are to safeguard the ability to continue as a going concern, and to generate sufficient returns to provide unitholders with stable cash distributions. The Trust's capital currently consists of Bank Indebtedness, Mortgages and Unitholders' equity.

The Trust's Declaration of Trust permits the Trust to incur or assume indebtedness, provided that after giving effect to incurring or assuming any indebtedness (as defined in the Declaration of Trust), the amount of such indebtedness of the Trust is not more than 75% of the gross book value of the Trust's total assets. Gross Book Value ("GBV") is defined in the Declaration of Trust as "at any time, the book value of the assets of the Trust and its consolidated subsidiaries, as shown on its then most recent consolidated balance sheet, plus the amount of accumulated depreciation and amortization in respect of such assets (and related intangible assets) shown thereon or in the notes thereto plus the amount of future income tax liability arising out of indirect acquisitions and excluding the amount of any receivable reflecting interest rate subsidies on any debt assumed by the Trust shown thereon or in the notes thereto, or if approved by a majority of the Trustees at any time, the appraised value of the assets of the Trust and its consolidated subsidiaries may be used instead of book value." As at March 31, 2019 and March 31, 2018, the ratio of such indebtedness was 49.1% and 45.0%, respectively, which complies with the requirement in the Declaration of Trust and is consistent with the REIT's objectives.

With respect to the Bank Indebtedness, the Trust must maintain ratios including minimum unitholders' equity, maximum debt/GBV, minimum interest service and debt service coverage ratios. The Trust monitors these ratios and is in compliance with these requirements throughout the three months ended March 31, 2019 and March 31, 2018.

CONTRACTUAL OBLIGATIONS

The Trust's contractual obligations over the next few years are as follows:

	Less than 1 Year	1 - 2 Years	> 2 Years	Total
Mortgages	$ 12,005,822	$ 20,353,080	$ 98,025,578	$ 130,384,480
Bank Indebtedness	2,981,697	-	-	2,981,697
Tenant Rental Deposits	226,955	216,635	801,740	1,245,330
Distribution Payable	756,069	-	-	756,069
Accounts Payable & Accrued Liabilities	3,986,427	-	-	3,986,427
	$ 19,956,970	**$ 20,569,715**	**$ 98,827,318**	**$ 139,354,003**

DISTRIBUTION REINVESTMENT PLAN & UNIT PURCHASE PLAN

On February 5, 2013, the Trust announced the commencement of its Distribution Reinvestment Plan ("**DRIP**") and Unit Purchase Plan (the "**UPP**").

DISTRIBUTION REINVESTMENT PLAN ("DRIP")

Under the terms of the DRIP, FCPT's Unitholders may elect to automatically reinvest all or a portion of their regular monthly distributions in additional REIT units, without incurring brokerage fees or commissions.

Units purchased through the DRIP are acquired at the weighted average closing price of Trust Units in the five trading days immediately prior to the distribution payment date. Units purchased through the DRIP will be acquired either in the open market or be issued directly from FCPT's treasury based on a floor price to be set at the discretion of the board of trustees. Currently, there are 257,075 units reserved under the DRIP.

For the three months ended March 31, 2019 and March 31, 2018, 3,436 and 2,373 Trust Units were issued, respectively, from treasury for total gross proceeds of $22,554 and $15,450, respectively, to Unitholders who elected to receive their distributions and received Units under the DRIP.

UNIT PURCHASE PLAN ("UPP")

Unitholders who elect to receive Trust Units under the DRIP may also enroll in the REIT's new Unit Purchase Plan. The Plan gives each Unitholder who is resident in Canada the right to purchase additional units of the Trust monthly. Under the terms of the Plan, FCPT's Unitholders may purchase a minimum of $1,000 of Units on each Monthly Purchase Date and maximum purchases of up to $12,000 per annum. The aggregate number of Units that may be issued may not exceed 2% of the Units of the Trust per annum.

Registered Unitholders may enroll in the DRIP and the Plan by completing a form and submitting to Equity Financial Trust Company at the address set out in the form, or contact the Trust for copies of the forms. Beneficial Unitholders are encouraged to see their broker or other intermediary for enrolment information. The expected level of insider participation by management and trustees of the Trust under the DRIP and the Plan is currently not known. The DRIP and the Plan are subject to certain limitations and restrictions; interested participants are encouraged to review the full text of the DRIP and Plan at www.firmcapital.com.

RESPONSIBILITY OF MANAGEMENT AND THE BOARD OF TRUSTEES

Management is responsible for the information disclosed in this MD&A, and has in place the appropriate information systems, procedures and controls to ensure that the information used internally by management and disclosed externally is materially complete and reliable. In addition, the Trust's Audit Committee and Board of Trustees provide an oversight role with respect to all public financial disclosures by the Trust, and have reviewed and approved this MD&A and the consolidated financial statements as at March 31, 2019 and March 31, 2018.

CONTROLS AND PROCEDURES

The Trust maintains appropriate information systems, procedures and controls to ensure that information disclosed externally is complete, reliable, and timely. The Trust's Chief Executive Officer and Chief Financial Officer evaluated, or caused an evaluation under their direct supervision of, the design and operating effectiveness of the Trust's disclosure controls and procedures (as defined in National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings) as at March 31, 2019 and have concluded that such disclosure controls and procedures were appropriately designed and were operating effectively.

The Trust has also established adequate internal controls over financial reporting to provide reasonable assurance regarding the reliability of the Trust's financial reporting and the preparation of the financial statements for external purposes in accordance with IFRS. The Trust's Chief Executive Officer and the Chief Financial Officer assessed, or caused an assessment under their direct supervision, of the design and operating effectiveness of the Trust's internal controls over financial reporting (as defined in National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings) as at March 31, 2019. Based on that assessment, it was determined that the Trust's internal controls over financial reporting were appropriately designed and were operating effectively. In addition, the Trust did not make any changes to the design of the Trust's internal controls over financial reporting during the three months ended March 31, 2019 that would have materially affected or would be reasonably likely to materially affect the Trust's internal controls over financial reporting.

It should be noted that a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, including instances of fraud, if any, have been detected. These inherent limitations include, among other items: (i) that management's assumptions and judgments could ultimately prove to be incorrect under varying conditions and circumstances; (ii) the impact of any undetected errors; and (iii) controls may be circumvented by the unauthorized acts of individuals, by collusion of two or more people, or by management override. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

SIGNIFICANT ACCOUNTING POLICIES

Significant accounting policies applied by the Trust are described in note 2 of the Trust's consolidated financial statements for the year ended December 31, 2018 and accordingly should be read in conjunction with them.

ESTIMATES

The critical accounting estimates have been set out in the Trust's consolidated financial statements for the year ended Decmeber 31, 2018 and accordingly should be read in conjunction with them.

CRITICAL JUDGEMENTS

Critical judgments have been set out in the consolidated financial statements for the year ended Decmember 31, 2018 and accordingly should be read in conjunction with them.

NEW CHANGES IN ACOUNTING POLICIES

A new standard is effective for annual periods beginning on or after January 1, 2019 and have been applied in preparing these condensed consolidated interim financial statements. A summary of this standard is as follows:

- IFRS 16 - Leases ("IFRS 16"). IFRS 16 supersedes IAS 17, Leases, IFRIC 4, Determining Whether an Arrangement Contains a Lease, SIC-15 Operating Leases – Incentives, and SIC-27, Evaluating the Substance of Transactions Involving the Legal Form of a Lease. It eliminates the distinction between operating and finance leases from the perspective of the lessee. All contracts that meet the definition of a lease will be recorded in the statement of financial position with a "right of use" asset and a corresponding liability. The asset is subsequently accounted for as property, plant and equipment or investment property and the liability is unwound using the interest rate inherent in the lease. The accounting requirements from the perspective of the lessor remain largely in line with previous IAS 17 requirements. The effective date for IFRS 16 was January 1, 2019. The adoption of IFRS 16 did not have a significant impact on its condensed consolidated interim financial statements as leases with tenants are accounted for as operating leases in the same manner they were previously.

SUBSEQUENT EVENTS

The following are events that occurred subsequent to March 31, 2019:

- On April 15, 2019, the Trust distributed monthly cash distributions of $0.04 per Trust Unit to Unitholders of record at the close of business on March 29, 2019;

- On April 16, 2019, senior management and Trustees of the Trust exercised 233,000 Trust Unit Options at an exercise price of $5.30 per Trust Unit for gross proceeds of approximately $1.2 million;

- On April 24, 2019, the Trust closed a marketed offering of 4,100,000 Trust Units at a price of $6.40 per Trust Unit for aggregate gross proceeds of approximately $26.2 million. In addition, the Trust closed a private placement of 2,540,002 Trust Units at a price of $6.40 per Trust Unit for aggregate gross proceeds of approximately $16.3 million;

- On April 30, 2019, the Trust closed an additional 321,145 Trust Units at a price of $6.40 per Trust Units for aggregate gross proceeds of $2.1 million as part of of the fully marketed offering as described above;

- On April 30, 2019, the Trust completed the sale of one of its Centre Ice Retail properties located in Brantford, Ontario to a third party for gross proceeds of approximately $1.6 million ($1.5 million net of closing costs). This property had previously been classified in assets held for sale as described above;

- On May 1, 2019, the Trust closed an additional 156,250 Trust Units at a price of $6.40 per Trust Unit for aggregate gross proceeds of $1.0 million as part of the private placement offering as described above;

- On May 9, 2019, the Trust closed on an acquisition of a 50% non-managing interest in six net-leased primarily grocery anchored shopping centres located in Ontario and Quebec. The acquisition price for 100% of the portfolio is approximately $266 million, excluding transaction costs. The Trust's portion of the acquisition price is approximately $133 million. As part of the acquisition, the Trust assumed two first mortgages totaling $30.4 million. The Trust also financed one new mortgage and supplemented one assumed mortgage totaling $62.4 million. The mortgages have a weighted average interest rate of 3.52% with a weighted average term to maturity of 5.4 years; and

- On May 9, 2019, the Trust announced that it has declared and approved monthly distributions in the amounts of $0.04 per Trust Unit for Unitholders of record on July 31, 2019, August 30, 2019 and September 30, 2019 payable on or about August 15, 2019, September 16, 2019 and October 15, 2019.

RISKS AND UNCERTAINTIES

The Trust is faced with the following ongoing risk factors, among others, that would affect Unitholders' equity and the Trust's ability to generate returns. All real property investments are subject to elements of risk. General economic conditions, local real estate markets, supply and demand for leased premises, competition from other available premises and various other factors affect such investments. The Trust's properties are located across Canada. As a result, our properties are impacted by factors specifically affecting their respective real estate markets. These factors may differ from those affecting the real estate markets in other regions of Canada.

- *LIQUIDITY & GENERAL MARKET CONDITIONS*
  The Trust faces the risk associated with general market conditions and their potential consequent effects. Current general market conditions may include, among other things, the insolvency of market participants, tightening lending standards and decreased availability of cash, and changes in unemployment levels, retail sales levels, and real estate values along with access to capital. These market conditions may affect occupancy levels and FCPT's ability to obtain credit on favorable terms or to conduct financings through the public market.
- *REAL PROPERTY OWNERSHIP AND TENANT RISKS*
  Real property investments are relatively illiquid. This illiquidity will tend to limit the ability of the Trust to respond to changing economic or investment conditions. If the Trust were to be required to liquidate assets quickly, there is a risk the proceeds realized from such sale would be less than the book value of the assets or less than what could be expected to be realized under normal circumstances. By specializing in certain types of real estate, the Trust is exposed to adverse effects on that segment of the real estate market and does not benefit from a broader diversification of its portfolio by property class.

  All real property investments are subject to elements of risk. The value of real property and any improvements thereto depend on the credit and financial stability of tenants and upon the vacancy rates of the properties. The properties generate revenue through rental payments made by the tenants thereof. The ability to rent unleased space in properties will be affected by many factors, including changes in general economic conditions (such as the availability and cost of mortgage funds), local conditions (such as an oversupply of space or a reduction in demand for real estate in the area), government regulations, changing demographics, competition from other available properties, and various other factors. Cash available for distribution will be adversely affected if a significant number of tenants are unable to meet their obligations under their leases or if a significant amount of available space in the properties becomes vacant and cannot be leased on economically favorable lease terms. If properties do not generate revenues sufficient to meet operating expenses, including debt service and capital expenditures, this could have a material adverse effect on the Trust's business, cash flows, financial condition and results of operations and ability to make distributions to holders of Trust Units.

  Historical occupancy rates and revenues are not necessarily an accurate prediction of the future occupancy rates for the Trust's properties or revenues to be derived therefrom. Reported estimates of market rent can be seasonal and the significance of any variations from quarter to quarter would materially affect the Trust's annualized estimated gain-to-lease amount. There can be no assurance that upon the expiry or termination of existing leases, the average occupancy rates and revenues will be higher than historical occupancy rates and revenues and it may take a significant amount of time for market rents to be recognized by the Trust due to internal and external limitations on its ability to charge these new market-based rents in the short term.

- *COMPETITION*
  Many of the sectors in which the Trust operates are highly competitive. The Trust faces competition from many sources, including from other buildings in the immediate vicinity of the properties and the broader geographic areas where the Trust's properties are and will be located. In addition, overbuilding in the geographic areas where the Trust's properties are located may increase the supply of competing properties and may reduce occupancy rates and rental revenues of the Trust and could have a material adverse effect on the Trust's business, cash flows, financial condition and results of operations and ability to make distributions to holders of Trust Units.

  The Trust's ability to make real estate investments in accordance with the Trust's objectives and investment policies depends upon the availability of suitable investments and the general economy and marketplace. Increased competition for acquisitions in the geographies in which the Trust operates from other acquirers of real estate may impact the availability of suitable investments and achievable investment yields for the Trust.
- *CHANGES IN APPLICABLE LAWS*
  The Trust's operations will have to comply with numerous federal, provincial and local laws and regulations, some of which may conflict with one another or be subject to limited judicial or regulatory interpretations. These laws and regulations may include zoning laws, building codes, landlord tenant laws and other laws generally applicable to business operations. Non-compliance with laws could expose the Trust to liability.

  Lower revenue growth or significant unanticipated expenditures may result from the Trust's need to comply with changes in applicable laws, including (i) laws imposing environmental remedial requirements and the potential liability for environmental conditions existing on properties or the restrictions on discharges or other conditions, (ii) rent control or rent stabilization laws or other landlord/tenant laws, or (iii) other governmental rules and regulations or enforcement policies affecting the development, use and operation of the Trust's properties, including changes to building codes and fire and life-safety codes.
- *UNEXPECTED COSTS OR LIABILITIES RELATED TO ACQUISITIONS*
  Risks associated with real property acquisitions are that there may be an undisclosed or unknown liability concerning the acquired properties, and the Trust may not be indemnified for some or all of these liabilities. Following an acquisition, the Trust may discover that it has acquired undisclosed liabilities, which may be material. The Trust conducts what it believes to be an appropriate level of investigation in connection with its acquisition of properties and seeks through contract to ensure that risks lie with the appropriate party.
- *ACCESS TO CAPITAL*
  The real estate industry is highly capital intensive. The Trust will require access to capital to maintain its properties, as well as to fund its growth strategy and significant capital expenditures from time to time. There can be no assurance that the Trust will have access to sufficient capital or access to capital on terms favorable to the Trust for future property acquisitions, financing or refinancing of properties, funding operating expenses or other purposes. Further, in certain circumstances, the Trust may not be able to borrow funds due to the limitations set forth in the Declaration of Trust.

  In addition, global financial markets have experienced a sharp increase in volatility during recent years. This has been, in part, the result of the re-valuation of assets on the balance sheets of international financial institutions and related securities. This has contributed to a reduction in liquidity among financial institutions and has reduced the availability of credit to those institutions and to the issuers who borrow from them. While central banks as well as governments continue attempts to restore liquidity to the global economy, no assurance can be given that the combined impact of the significant re-valuations and constraints on the availability of credit will not continue to materially and adversely affect economies around the world in the near to medium term. These market conditions and unexpected volatility or illiquidity in financial markets may inhibit the Trust's access to long-term financing in the Canadian capital markets. As a result, it is possible that financing which the Trust may require in order to grow and expand its operations, upon the expiry of the term of financing, on refinancing any particular property owned by the Trust or otherwise, may not be available or, if it is available, may not be available on favorable terms to the Trust. Failure by the Trust to access required capital could have a material adverse effect on the Trust's business, cash flows, financial condition and results of operations and ability to make distributions to holders of Trust Units.

- *INTEREST RATE & DEBT FINANCING RISK*
  The Trust will be subject to the risks associated with debt financing. There can be no assurance that the Trust will be able to refinance its existing indebtedness on terms that are as or more favorable to the Trust as the terms of existing indebtedness. The inability to replace financing of debt on maturity would have an adverse impact on the financial condition and results of FCPT.
- *ENVIRONMENTAL RISK*
  Environmental and ecological related policies have become increasingly important in recent periods. Under various federal, provincial and municipal laws, an owner or operator of real property could become liable for the cost of removal or remediation of certain hazardous or toxic substances released on or in its properties or disposed of at other locations. The existence of such a liability can have a negative impact on the value of the underlying real property.

  It is our policy to obtain a Phase I environmental audit conducted by a qualified environmental consultant prior to acquiring any additional property, who has the appropriate insurance coverage. In addition, where appropriate, tenant leases generally specify that the tenant will conduct its business in accordance with environmental regulations and be responsible for any liabilities arising out of infractions to such regulations.
- *LEGAL RISK*
  In the normal course of the Trust's operations, whether directly or indirectly, it may become involved in, named as a party to or the subject of, various legal proceedings, including regulatory proceedings, tax proceedings and legal actions relating to personal injuries, property damage, property taxes, land rights, the environment and contract disputes. The outcome with respect to outstanding, pending or future proceedings cannot be predicted with certainty and may be determined in a manner adverse to the Trust and as a result, could have a material adverse effect on the Trust's assets, liabilities, business, financial condition and results of operations. Even if the Trust prevails in any such legal proceeding, the proceedings could be costly and time-consuming and may divert the attention of management and key personnel from the Trust's business operations, which could have a material adverse effect on the Trust's business, cash flows, financial condition and results of operations and ability to make distributions to holders of Trust Units.
- *LEASE ROLLOVER RISK*
  The value of investment properties and the stability of cash flows derived from those properties are dependent upon the level of occupancy and lease rates in those properties.

Upon expiry of any lease, there is no assurance that a lease will be renewed on favorable terms, or at all; nor is there any assurance that a tenant can be replaced. A contraction in the Canadian economy would negatively impact demand for space in our properties, consequently increasing the risk that leases expiring in the near term will not be renewed.

- *INCOME TAX RISK*

  On December 22, 2007, the SIFT Rules were enacted. Under the SIFT Rules, certain distributions from a SIFT will no longer be deductible in computing a SIFT's taxable income, and a SIFT will be subject to tax on such distributions at a rate that is substantially equivalent to the general tax rate applicable to a Canadian corporation. However, distributions paid by a SIFT as returns of capital should generally not be subject to the tax.

  The SIFT Rules do not apply to a “real estate investment trust" that meets prescribed conditions relating to the nature of its assets and revenue (the "REIT Conditions”). The Trust has reviewed the REIT Conditions and has assessed their interpretation and application to the Trust’s assets and liabilities. The Trust believes that it has met the REIT Conditions throughout the relevant periods ended. There can be no assurances, however, that the Trust will continue to be able to satisfy the REIT Conditions in the future such that the Trust will not be subject to the tax imposed by the SIFT Rules.

- *FIXED COSTS AND INCREASED EXPENSES*

  The failure to maintain stable or increasing average monthly rental rates combined with acceptable occupancy levels would likely have a material adverse effect on the Trust’s business, cash flows, financial condition and results of operations and ability to make distributions to holders of Trust Units. Certain significant expenditures, including property taxes, maintenance costs, mortgage payments, insurance costs and related charges, must be made throughout the period of ownership of real property regardless of whether a property is producing any income. If the Trust is unable to meet mortgage payments on any property, losses could be sustained as a result of the mortgagee’s exercise of its rights of foreclosure or sale.

  The Trust is also subject to utility and property tax risk relating to increased costs that the Trust may experience as a result of higher resource prices as well as its exposure to significant increases in property taxes. There is a risk that property taxes may be raised as a result of re-valuations of properties and their adherent tax rates. In some instances, enhancements to properties may result in significant increases in property assessments following a re-valuation. Additionally, utility expenses, mainly consisting of natural gas and electricity service charges, have been subject to considerable price fluctuations over the past several years. Any significant increase in these resource costs that the Trust cannot charge back to the tenant may have a material adverse effect on the Trust’s business, cash flows, financial condition and results of operations and ability to make distributions to holders of Trust Units.

  The timing and amount of capital expenditures by the Trust will affect the amount of cash available for distributions to holders of Trust Units. Distributions may be reduced, or even eliminated, at times when the Trust deems it necessary to make significant capital or other expenditures.

- *UNITHOLDER RISK*

  There is a risk that FCPT’s Unitholders could become subject to liability. The Declaration of Trust provides that no Unitholder or annuitant under a plan of which a Unitholder acts as Trustee or carrier shall be held to have any personal liability as such, and no resort shall be had to, nor shall recourse or satisfaction be sought from, the private property of any

Unitholder or annuitant for any liability whatsoever, in tort, contract or otherwise, to any person in connection with the Trust property or the affairs of the Trust, including, without limitation, for satisfaction of any obligation or claim arising out of or in connection with any contract or obligation of the Trust or of the Trustees or any obligation which a Unitholder or annuitant would otherwise have to indemnify a Trustee for any personal liability incurred by the Trustee as such, but rather the assets of the Trust only are intended to be liable and subject to levy or execution for satisfaction of such liability. Each Unitholder and annuitant under a plan of which a Unitholder acts as Trustee or carrier shall be entitled to be reimbursed out of the assets of the Trust in respect of any payment of a Trust obligation made by such Unitholder or annuitant. The Declaration of Trust further provides that, whenever possible, any written instrument creating an obligation which is or includes the granting by the Trust of a mortgage, and to the extent management of the Trust determines to be practicable, any written instrument which is, in the judgment of management of the Trust, a material obligation, shall contain a provision or be subject to an acknowledgement to the effect that the obligation being created is not personally binding upon, and that resort shall not be had to, nor shall recourse or satisfaction be sought from, the private property of any of the Trustees, Unitholders, annuitants under a plan of which a Unitholder acts as a Trustee or carrier, or Officers, employees or agents of the Trust, but that only property of the Trust or a specific portion thereof shall be bound; the Trust, however, is not required, but shall use all reasonable efforts, to comply with this requirement in respect of obligations assumed by the Trust upon the acquisition of real property.

Certain provinces have legislation relating to Unitholder liability protection, including British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and Québec. To FCPT's knowledge, certain of these statutes have not yet been judicially considered and it is possible that reliance on such statute by a Unitholder could be successfully challenged on jurisdictional or other grounds.

- *DEPENDENCE ON FCRPI AND FCRPI*

  The Trust's earnings and operations are impacted by FCRPI's ability to source appropriate real estate investments that provide sufficient yields for investors and FCRPI to maintain these real estate investments. The Trust has also entered into long-term contracts with FCRPI and FCRPI, as more particularly described in the "Asset Management Agreement" and "Property Management Agreement" both dated November 20, 2012 as posted on SEDAR (www.SEDAR.com). The Trust is exposed to adverse developments in the business and affairs of FCRPI and FCRPI, since the day to day activities of the Trust are run by FCRPI and FCRPI and since all of the Trust's real estate investments are originated by FCRPI.
- *RETURN RISK*

  There is no guarantee as to the return an investment in Trust Units of the Trust will generate.
- *POTENTIAL CONFLICTS OF INTEREST*

  The Trust is subject to various potential conflicts of interest because the Asset Manager and Property Manager are entities indirectly related to certain trustees and management of the Trust. Further, the Trustees and Officers may co-invest in property acquisitions and investments alongside the Trust. In addition, the Trustees and Officers of the Trust may from time to time deal with parties with whom the Trust may be dealing with, or may be seeking investments similar to those desired by the Trust. Certain Trustees and Officers of the Trust are also employed by entities directly and/or indirectly related to the Asset Manager and Property Manager and are involved in varying real estate related activities including, but not limited to acquisitions, divestitures and management of real estate and real estate related debt and e.

The Declaration of Trust does not restrict Trustees or Officers of the Trust, the Asset Manager, the Property Manager and/or its affiliates from being engaged (directly or indirectly) in real estate and business transactions in which their individual interests are actually, or are perceived to be, in conflict with the interests of the Trust. Accordingly, there can be no guarantee that the Trustees and Officers of the Trust, when acting in a capacity other than a Trustee or Officer of the Trust will act in the best interests of the Trust.

- *RELIANCE ON KEY PERSONNEL AND TRUSTEES*
  In assessing the risk of an investment in the Trust Units, potential investors should be aware that they will be relying on the good faith, experience and judgment of the Trustees. Although investments made by the Trust are carefully chosen by the Trustees, there can be no assurance that such investments will earn a positive return in the short or long-term or that losses may not be suffered by the Trust from such investments.
- *DILUTION*
  The number of Trust Units the Trust is authorized to issue is unlimited. The Trustees have the discretion to issue additional Trust Units in other circumstances, including under the Unit Option Plan. Any issuance of Trust Units may have a dilutive effect to existing Unitholders.
- *OPERATIONAL RISKS*
  Operational risk is the risk that a direct or indirect loss may result from an inadequate or failed technology, from a human process or from external events. The impact of this loss may be financial loss, loss of reputation or legal and regulatory proceedings. Management endeavors to minimize losses in this area by ensuring that effective infrastructure and controls exist. These controls are reviewed and if deemed necessary improvements are implemented.
- *RISK RELATED TO INSURANCE RENEWALS*
  Certain events could make it more difficult and expensive to obtain property and casualty insurance, including coverage for catastrophic risks. When the Trust's current and future insurance policies expire, the Trust may encounter difficulty in obtaining or renewing property or casualty insurance on its properties at the same levels of coverage and under similar terms. Such insurance may be more limited and, for catastrophic risks (e.g., earthquake, hurricane, flood and terrorism), may not be generally available to fully cover potential losses. Even if the Trust is able to renew its policies at levels and with limitations consistent with its current policies, the Trust cannot be sure that it will be able to obtain such insurance at premiums that are reasonable. If the Trust is unable to obtain adequate insurance on its properties for certain risks, it could cause the Trust to be in default under specific covenants on certain of its indebtedness or other contractual commitments that it has which require the Trust to maintain adequate insurance on its properties to protect against the risk of loss. If this were to occur, or if the Trust were unable to obtain adequate insurance, and its properties experienced damages that would otherwise have been covered by insurance, it could have a material adverse effect on the Trust's business, cash flows, financial condition and results of operations and ability to make distributions to holders of Trust Units.

OUTLOOK

We have tempered our previous expectations that the Bank of Canada will continue to raise rates in 2019 and based on the current trends we are not expecting that they will raise rates with a slight chance they may even cut rates. The Trust expects that it will see a rise in longer term rate environment as current levels do not seem to be indicative of the current economic realty.

We believe that the Trust is well positioned for growth with a strong balance sheet. During 2019, the Trust raised over $54 million of capital from equity issuances. When combined with its leverage profile, it is well positioned for growth. As a result, the Trust has already completed the acquisitions of 222 Portland, the Crombie Portfolio and the First Capital Portfolio that will utilize a large portion of the Trust's liquidity and provide immediate cash flow to the Trust to create a larger stable platform for future growth.

The Trust continues to target industrial, flex industrial, net lease convenience retail, multi-residential, core service provider and healthcare professional office assets across Canada. Beyond the Crombie and First Capital portfolios, the Trust expects to grow predominately through external acquisitions through 2019 with a focus on multi-tenant industrial and convenience retail with joint venture partners. We will continue to assess each acquisition to ensure they meet our investment objectives but will not grow the portfolio only for the sake of growth.

Overall, the Trust anticipates that real estate fundamentals in Canada will remain stable in 2019 and that our properties will perform in line with the growth expectations of our markets. We will continue to focus our acquisition program towards off market and partial interest transactions as we anticipate they will provide the Trust with the best investment opportunities. The Trust will also continue to focus on organic growth and value creation opportunities by extracting value from our portfolio, redevelopment and repositioning of select assets through property improvement projects, expansion of existing portfolio properties, recycling capital and capitalizing on new development opportunities.