FIRM CAPITAL APARTMENT REIT

CAPITAL PRESERVATION • DISCIPLINED INVESTING

MD&A

MANAGEMENT DISCUSSION AND ANALYSIS

SECOND QUARTER 2022
JUNE 30, 2022

FORWARD LOOKING STATEMENTS

*The following management's discussion and analysis ("**MD&A**") of the financial condition and results of operations of Firm Capital Apartment Real Estate Investment Trust ("**Firm Capital Apartment REIT**", "**FCA**", "**TSXV: FCA.U/FCA.UN**" or the "**Trust**") should be read in conjunction with the Trust's unaudited condensed consolidated interim financial statements or the three and six months ended June 30, 2022 and June 30, 2021 and the audited consolidated financial statements for the years ended December 31, 2021 and 2020. All disclosures including tables presented herein, related to an interim period are unaudited. This MD&A has been prepared taking into account material transactions and events up to and including August 18, 2022. Additional information about the Trust, including the Trust's Annual Information Form, required by NI 51-102, 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 2022 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 income tax act. 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.

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 US dollar ("**USD**") and all amounts reported in this MD&A are in USD, unless otherwise noted.

Certain financial information presented in this MD&A reflects non-IFRS financial measures including Net Rental Income, Funds From Operations ("**FFO**") and Adjusted Funds From Operations ("**AFFO**"), AFFO Payout Ratio (**"AFFO Payout Ratio"**) (each as defined below). These measures are commonly used by real estate investment companies as useful metrics for measuring performance; 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 companies. The Trust believes that FFO is an important measure to evaluate operating performance, AFFO and AFFO Payout Ratio are important measures of cash available for distribution and,

Net Rental Income is an important measure of operating performance. "**GAAP**" means generally accepted accounting principles described by the Chartered Professional Accountants of 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 number of units leased as a percentage of the total number of units owned. Leased properties consist solely of those units that are occupied by a tenant at the given date.

Net Rental Income is a term used by industry analysts, investors, and management to measure operating performance of Canadian real estate investment companies. Net Rental Income represents rental revenue from properties less repairs and maintenance, insurance, utilities, property management, property taxes, bad debt, and other property operating costs. Net Rental Income 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) (**"net income before fair value adjustments"**) is a measure that the Trust uses in order to present the key operations and administration of the Trust, excluding certain items. Items that are excluded from this total and are presented in other income (expenses) include transaction costs, foreign exchange gain (loss), fair value adjustments of investment properties, gain (loss) on dispositions, fair value gain (loss) on derivative financial instruments and unit-based compensation.

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 substantially in accordance with the guidelines set out by the Real Property Association of Canada ("**Real PAC**")**,** 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.

AFFO is a term used as a non-IFRS financial measure by most Canadian real estate investment companies but should not be considered as an alternative to net income, cash flows from operations, or any other measure prescribed under IFRS. The Trust considers AFFO to be a useful measure of cash available for distributions. AFFO should not be interpreted as an indicator of cash generated from operating activities, as it does not consider changes in working capital and includes a deduction for capital expenditures. AFFO is defined as FFO adjusted for (i) adding back deferred financing fees amortization as outlined in the statement of cashflows (ii) deducting an estimate for capital expenditures of 2.5% of Net Operating Income, and (iii) making such other adjustments as may be determined by the trustees of the Trust at their discretion. In addition, the Trust calculates AFFO by adjusting Net Income calculated on the Trust's consolidated financial statements for all changes in non-cash working capital and making such other adjustments as may be determined by the trustees of the Trust at their discretion. The AFFO payout ratio is calculated by taking the Distributions paid and dividing it by the AFFO.

Net Income/(Loss) Before Other Income/(Expenses), Net Rental Income, FFO and AFFO should not be construed as alternatives to net income or cash flow from operating

activities determined in accordance with IFRS. Net Rental Income, FFO and 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 Net Rental Income, FFO and AFFO as calculated by the Trust may not be comparable to similar measures presented by other real estate companies.

Q2/2022 HIGHLIGHTS

EARNINGS

- For the three months ended June 30, 2022, net loss was approximately $10.3 million, in comparison to the $0.3 million net loss reported for the three months ended March 31, 2022 and the $0.8 million net income reported for the three months ended June 30, 2021. For the six months ended June 30, 2022, net loss was $10.6 million in comparison to the $2.2 million net loss reported for the six months ended June 30, 2021;
- Excluding non-cash fair value adjustments, net income was $0.8 million for the three months ended June 30, 2022, in comparison to the $0.5 million reported for the three months ended March 31, 2022 and the $0.6 million reported for the three months ended June 30, 2021. Excluding non cash fair value adjustments, net income was $1.3 million in comparison to the $1.1 million reported for the six months ended June 30, 2021;
- For the three months ended June 30, 2022, AFFO was approximately $0.7 million, in comparison to the $0.4 million reported for the three months ended March 31, 2022 and the $0.6 million reported for the six months ended June 30, 2021. For the six months ended June 30, 2022, AFFO was $1.1 million in comparison to the $1.1 million reported for the six months ended June 30, 2021. Excluding a one-time adjustment to asset management fees, AFFO was approximately $0.4 million, in line with the $0.4 million reported for the quarter ended March 31, 2022;

	Three Months Ended			Six Months Ended	
	Jun 30, 2022	Mar 31, 2022	Jun 30, 2021	Jun 30, 2022	Jun 30, 2021
Net Income/(Loss)	$ (10,303,122)	$ (345,345)	$ 753,511	$ (10,648,467)	$(2,192,406)
Net Income Before Fair Value Adjustments	$ 806,599	$ 532,100	$ 590,600	$ 1,338,699	$ 1,099,548
FFO	$ 971,866	$ 290,189	$ (393,047)	$ 1,262,054	$(2,507,407)
AFFO	$ 687,960	$ 446,351	$ 585,498	$ 1,134,311	$ 1,093,450
Distributions	$ 467,669	$ 448,658	$ 452,624	$ 916,327	$ 907,790
AFFO Per Unit	$ 0.09	$ 0.06	$ 0.08	$ 0.15	$ 0.14
Distributions Per Unit	$ 0.06	$ 0.06	$ 0.06	$ 0.12	$ 0.12
AFFO Payout Ratio	68%	101%	77%	81%	83%

- **NAV AT $8.63 PER TRUST UNIT (CAD $11.12):**
  For the three months ended June 30, 2022, the Trust reported NAV at $8.63 per Trust Unit (CAD $11.12);

- **AVERAGE RENT INCREASES ACROSS INVESTMENT PORTOFLIO:**

  Wholly-Owned Real Estate Investments Portfolio: For the three months ended June 30, 2022, average rents increased by 3% to $1,136 per unit from the $1,104 per unit reported for the three months ended March 31, 2022 and 10% from the $1,034 reported for the three months ended June 30, 2021;

  Joint Venture Real Estate Investments Portfolio: For the three months ended June 30, 2022, average rents increased by 1% to $1,443 per unit from the $1,427

per unit reported for the three months ended March 31, 2022 and 4% from the $1,388 reported for the three months ended June 30, 2021;

- **CAD $13 MILLION BRIDGE LOAN:**

  On April 18, 2022, the Trust entered into an agreement with an entity related to the Asset Manager of the Trust, to borrow CAD$13 million to be used for the Houston, TX Transaction and Preferred Capital Investment. Summarized terms of the Bridge Loan are (i) interest rate the greater of 6.0% per annum or the Canadian Chartered Bank Prime Rate plus a spread; (ii) two year term; (iii) fully open for repayment at any time prior to maturity;

- **$3.5 MILLION, 12% PREFERRED CAPITAL INVESTMENT:**

  On April 22, 2022, The Trust provided a $3.5 million preferred capital loan ("South Dakota Preferred Capital Loan") for the recapitalization of a multi-residential portfolio located in Sioux Falls, South Dakota. The preferred capital loan earns 12% interest during the initial three year term; and

- **HOUSTON, TX ACQUISITION:**

  On April 29, 2022, the Trust acquired the remaining 50% interest in the Houston, TX Equity Accounted and Preferred Investment for $5.3 million. The Trust now owns 100% of this investment and now reports it as an investment property on the Trust's financial statements.

STRATEGIC OUTLOOK

The current macro environment of rapidly increasing interest rates and persistent inflation is presenting a challenging environment in how to address valuations, particularly in certain geographies. In the current context, capitalization rates on apartment buildings are below the cost of five- and ten-year mortgage debt, resulting in a negative investing spread scenario for the first time in many years. Specifically, mortgage bond yields have increased more than capitalization rates. This inversion has caused, in the opinion of the Board of Trustees and Management, the REIT's valuation model to reduce fair values on certain properties, resulting in negative fair value adjustments and a decline in reported earnings for the quarter and year to date. As a result, Net Asset Value ("**NAV**") has decreased to US$8.63 per Unit, down from US$10.04/Unit in Q1/2022.

The Board and Senior Management have taken the view that it is of upmost importance to protect the safety of the balance sheet and take a highly conservative approach in the coming quarters. Operating costs have risen rapidly, and in some cases, we are experiencing double digit cost increases, which is greater than the levels of inflation reported by various governmental authorities. Senior Management is monitoring costs closely and taking steps where it can minimize the impact from cost escalations.

Certain geographies are presenting additional operating challenges for a portion of the Trust's portfolio. These geographies include New York, New Jersey, Connecticut, and Maryland where rent controls and the eviction moratorium have created significant rental arrears and non-collection. Management is actively working through the back logged court systems to gain evictions, and ultimately re-lease the apartment units. As we turn

apartment units, we are seeing large rent increases. It is our view that by year end we will have addressed most of the eviction issues. Notwithstanding, senior management has already accounted for these rental arrears in the form of bad debt provisions. We have six properties in these states.

Conversely, the portion of the Trust's portfolio in Texas, Georgia, and Florida, where there is little or no rent control and no eviction moratorium, is experiencing large rental rate increases, strong rent growth, strong collections and very little in the way of eviction issues. This portion of the portfolio is performing well, and we believe these assets can serve as a hedge against inflation. We have five properties in these states.

The Board and Senior Management will not attempt to grow for the sake of growth and does not believe we should hold onto real estate properties in a rising interest rate environment with no corresponding increase to capitalization rates and no near-term strong rental rate growth. As a result of this negative investing spread scenario, combined with the current inflationary environment, the Board and Senior Management take the view that, it could look to dispose of certain properties. This option should be explored, with a view that net proceeds be returned to Unitholders or re-invested in other investments that generate higher rates of return.

Furthermore, Management has made it a priority to reduce and eliminate all non-registered mortgage debt and is taking immediate steps in this regard. As of June 30, 2022, the REIT's total debt compared to the value of our assets stands at approximately 56% (including convertible debentures).

The Board and Management will assess these matters on a quarterly basis and determine if the Trust should: (i) distribute excess income; (ii) distribute net proceeds from asset sales, after debt repayment; (iii) reinvest net proceeds into other investments; (iv) distribute proceeds as a return of capital or special distribution; and/or (v) use excess proceeds to repurchase Trust Units in the marketplace.

To demonstrate the external manager's alignment of interests in these unprecedented times, the manager has agreed, at its option, subject to each payment being approved by the independent trustees and taking into account the NAV calculation, to accept payments for services in Trust Units, calculated at the greater of: (i) the price of Trust Units issued within six months prior to payment; or (ii) 95% of NAV as reported in the prior quarter. Such Trust Units will be issued in exchangeable B units, and pending Unitholder approval at the next Annual General Meeting, the asset manager will accrue the fee for services due. Furthermore, for any real estate properties that are provisioned by way of write downs or preferred investments that are classified as non-performing, the asset manager will not charge a fee for asset management services until such time as those assets return to performing status.

As stated previously, the prudent approach during these unprecedented times is to assess direction each quarter with the principal focus of securing a strong balance sheet and either returning capital or deploying it opportunistically into the best yielding investments. That may include avoiding equity investments, and instead invest in higher yielding preferred / debt investments.

INVESTMENT STRUCTURE

The Trust's portfolio consists of (i) Wholly Owned Real Estate Investments (**"**Investment Properties"), (ii) Joint Venture Real Estate Investments ("Equity Accounted and Preferred Investments", "Preferred Investments"," Preferred Equity" or "Common Equity"), and (iii) Preferred Capital Investments.

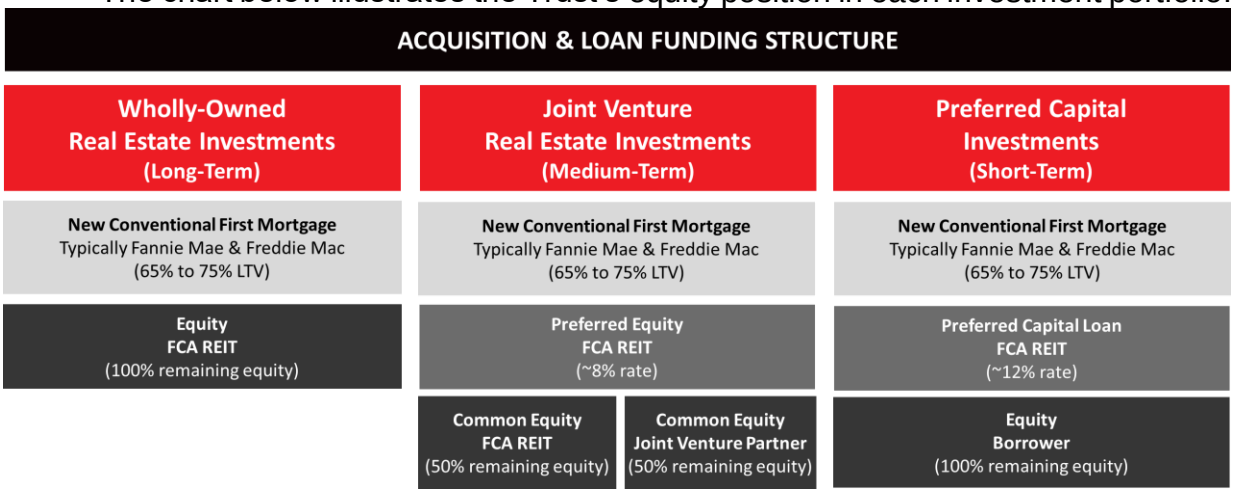
(i) **Wholly Owned Real Estate Investments:**
The Trust opportunistically acquires 100% of multi-family residential real estate assets in large core markets on an accretive basis and when the Trust's cost of equity is compelling. Continuing growth in this investment category will require the Trust to raise additional capital through either the private and/or public debt and equity capital markets.

(ii) **Joint Venture Real Estate Investments:**
The Trust has successfully utilized a joint venture strategy with partners who bring strong, local expertise in its core and non-core markets. The Trust strives to have a minimum 50% ownership interest and will fund the equity in a combined preferred/common equity investment structure. The preferred equity provides a fixed rate of return resulting in a secured structure ahead of the partner's ownership interest, while the common equity provides an upside return for investors as the investment meets its targeted objectives. The joint venture strategy de-risks the Trust's investment.

(iii) **Preferred Capital Investments:**

The Trust, using Firm Capital's 30-year plus experience as a leader in the mortgage lending industry, provides preferred capital secured by multi-family residential real estate properties. Preferred capital investments continue to provide attractive, risk adjusted returns for the Trust. Preferred capital ranks ahead of equity, and behind secured debt in the capital structure of a real estate investment. In the near term, the Trust expects to continue to increase its allocation to this investment class.

The chart below illustrates the Trust's equity position in each investment portfolio:



STRATEGIC DIRECTION

The Trust's strategy and primary objective is to use the proven industry experience of management, board of trustees, and joint venture partners to acquire and own U.S. Multi-Family Residential Real Estate Properties to grow the NAV per unit, generate attractive distributions and total unitholder returns.

Over the short and medium-term, the Trust expects to grow, in part, its wholly owned real estate investment portfolio by exercising its right of first offer to acquire the interest of partners on some of its existing joint ventures.

INVESTMENT PORTFOLIO

Outlined below is a summary of the Investment Portfolio for the three months ended June 30, 2022, and March 31, 2022:

	June 30, 2022				March 31, 2022	
Region	**Number of Units**	**IFRS Value**	**Occupancy**	**Average Monthly Rent**	**Occupancy**	**Average Monthly Rent**
Wholly-Owned Real Estate Investments						
Florida	153	$ 32,395,000	97.4%	$ 1,504	96.7%	$ 1,461
Texas	643	81,365,585	94.1%	$ 1,039	95.0%	$ 1,005
New Jersey	189	20,283,293	96.3%	$ 1,166	96.8%	$ 1,153
Total / Weighted Avg.	**985**	**$ 134,043,878**	**95.0%**	**$ 1,136**	**95.6%**	**$ 1,104**
Joint Venture Real Estate Investments						
New York	261	$ 1,016,884	94.3%	$ 1,549	94.3%	$ 1,545
Maryland	353	8,481,847	92.6%	$ 1,454	92.4%	$ 1,449
Connecticut	109	2,414,320	95.4%	$ 1,280	95.4%	$ 1,271
Georgia	138	6,485,916	92.0%	$ 1,344	93.5%	$ 1,269
Total / Weighted Avg.	**861**	**$ 18,398,966**	**93.4%**	**$ 1,443**	**93.5%**	**$ 1,427**
Preferred Capital Investments						
New York City	N/A	$ -	N/A	N/A	N/A	N/A
Texas	N/A	1,491,574	N/A	N/A	N/A	N/A
South Dakota	N/A	3,544,216	N/A	N/A	N/A	N/A
Total / Weighted Avg.		**$ 5,035,791**	**N/A**	**N/A**	**N/A**	**N/A**
Total / Weighted Avg.	**1,846**	**$ 157,478,636**	**94.3%**	**$ 1,279**	**95.6%**	**$ 1,255**

INVESTMENT PORTFOLIO OCCUPANCY AND AVERAGE RENT

Wholly-Owned Real Estate Investment Portfolio

As at June 30, 2022, occupancy was 95.0%, a decrease of 60 basis points in comparison to the 95.6% at March 31, 2022. This decrease was driven by move outs in the Texas and New Jersey portfolios; offset by an increase in occupancy in the Florida Portfolio.

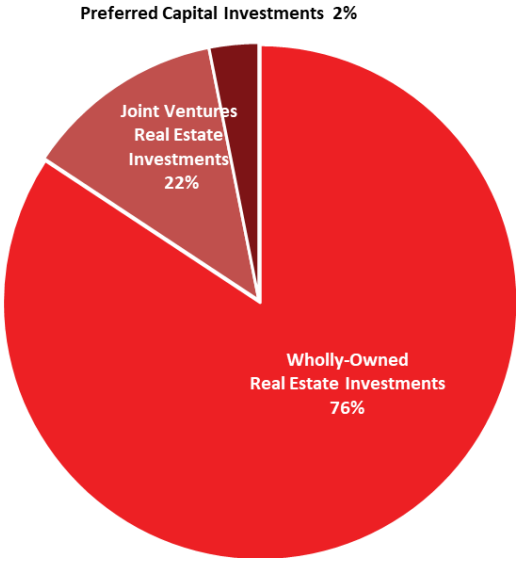
For the three months ended June 30, 2022, average rents increased by 3% to $1,136 per unit from the $1,104 per unit reported for the three months ended March 31, 2022. This increase is driven by larger rental rate increases in Florida and Texas along with a modest increase in New Jersey.

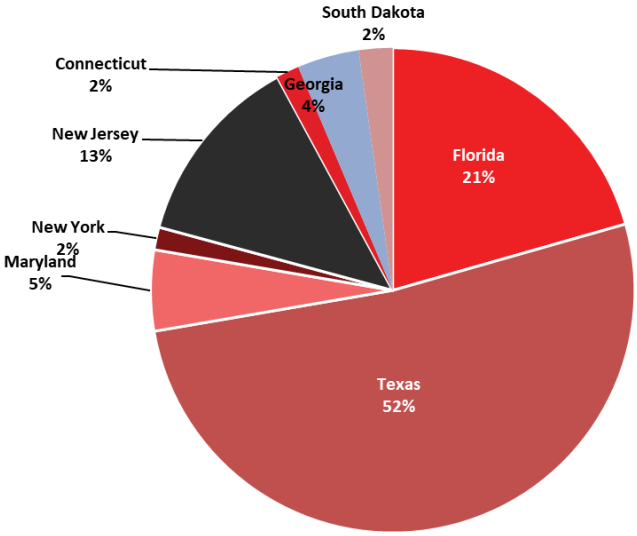
Joint Venture Real Estate Investment Portfolio

As at June 30, 2022, occupancy was 93.4%, a decrease of 10 basis points from the 93.5% reported at March 31, 2022.

Average monthly rents for the three months ended June 30, 2022 were $1,443 per month, a 1% increase from the $1,427 average monthly rent as at March 31, 2022. The increase was driven by the impact of the renovation program in Georgia along with modest increases across the portfolio.

INVESTMENT PORTFOLIO BY GEOGRAPHY AND INVESTMENT TYPE





Note: Individual assets are classified similarly to the investment portfolio in the Trust's condensed consolidated balance sheet for the three months ended June 30, 2022.

The Trust's investment portfolio is concentrated in two geographical areas:

(i) **U.S. Sunbelt**: includes properties in Texas, Florida and Georgia. This represents 76% of the Investment Portfolio.

(ii) **U.S. North**: includes properties in New York, New Jersey, South Dakota Maryland, and Connecticut. This represents 24% of the Investment Portfolio.

REVIEW OF COVID-19 IMPACT TO THE TRUST

U.S. North: Given the impact of the changing circumstances surrounding the COVID-19 pandemic and related responses from various levels of government, the Trust has been impacted by shutdowns and eviction/rent moratoriums. In particular, apartment fundamentals have been impacted negatively in the U.S. North. This has resulted in higher uncertainty in rent collections and capitalization rate expansion, combined with the recent increase in U.S. bond yields. As such, the Trust has updated its valuation assumptions in these markets and has recorded provisions for impairment of its common and preferred equity investments.

U.S. Sunbelt: While the Trust has experienced increased rental demand in the U.S. Sunbelt due to less restrictive COVID-19 regulations, it has nonetheless increased

capitalization rates as a result of the increase in U.S. bond yields. As such, the Trust has also updated its valuation assumptions in these markets and has recorded provisions for impairment of its common and preferred equity investments.

QUARTERLY FINANCIAL OVERVIEW

The following is a discussion of the combined results as outlined in the financial statements, as well as a review of selected quarterly financial information of the Trust:

	Three Months Ended				Six Months Ended
	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021	Sep 30, 2021	Jun 30, 2022
Rental Revenue	$ 3,049,948	$2,049,088	$ 1,751,472	$ 1,781,855	$ 5,099,036
Property Operating Expenses	(1,607,434)	(1,191,750)	(920,585)	(819,708)	(2,799,183)
Net Rental Income	**1,442,514**	**857,338**	**830,887**	**962,147**	**2,299,852**
Income from Equity Accounted and Preferred Investments	547,156	662,874	745,997	730,362	1,210,029
Income from Preferred Capital Investments	162,019	62,773	47,653	118,604	224,792
General and Administrative	(344,844)	(395,891)	(487,967)	(567,154)	(740,735)
Finance Costs	(1,000,245)	(654,995)	(638,620)	(648,438)	(1,655,241)
Convertible Debentures	377,834	(227,912)	(422,595)	292,471	149,922
Fair Value Adjustments of Investment Properties and Equity accounted investments	(8,319,739)	(429,408)	4,022,543	4,248,037	(8,749,149)
Provision for Impairment on Preferred Investments and Preferred Capital Investments	(3,614,473)	-	(284,330)	(3,551,167)	(3,614,473)
Other (1)	446,657	(220,124)	(334,628)	969,069	226,533
Net Income	**$ (10,303,122)**	**$ (345,346)**	**$ 3,478,939**	**$ 2,553,931**	**$ (10,648,467)**

	Three Months Ended				Six Months Ended
	Jun 30, 2021	Mar 31, 2021	Dec 31, 2020	Sep 30, 2020	Jun 30, 2021
Rental revenue	$ 1,288,830	$ 1,055,437	$1,041,151	$ 979,192	$ 2,344,267
Property operating expenses	(624,757)	(555,660)	(651,262)	(536,400)	$(1,180,417)
Net rental income (loss)	**664,073**	**499,777**	**389,889**	**442,792**	**1,163,850**
Income from Equity Accounted and Preferred Investments	788,707	861,526	1,047,197	573,532	1,650,233
Income from Preferred Capital Investments	287,050	127,363	120,557	159,987	414,413
Income from Mortgage Investments	-	-	-	54,430	-
General and administrative	(592,172)	(498,399)	(506,480)	(339,427)	(1,090,571)
Finance costs	(557,057)	(481,319)	(508,402)	(440,781)	(1,038,376)
Convertible Debentures	(391,068)	(2,374,126)	-	1,200	(2,765,194)
Fair Value Adjustments of Investment Properties and Equity accounted investments	2,052,638	1,097,505	2,616,826	-	3,150,143
Provision for Impairment on Preferred Investments and Preferred Capital Investments	(689,317)	(1,792,485)	-	-	(2,481,802)
Other (1)	(809,343)	(385,759)	(687,699)	164,805	(1,195,102)
Net Income	**$ 753,511**	**$(2,945,917)**	**$2,471,888**	**$ 616,538**	**$(2,192,406)**

(1) The combination of foreign exchange gain/(loss), unit based recovery (expense) and income tax expense.

REVIEW OF QUARTERLY AND YEAR TO DATE RESULTS

REVENUES

For the three months ended June 30, 2022, rental revenue was approximately $3.0 million, a 48% increase over the $2.0 million reported for the three months ended March 31, 2022, and a 189% increase over the $1.3 million reported for the three months ended June 30, 2021.The quarterly and year to date increases are largely due to the post-acquisition consolidation of the New Jersey and Texas Portfolios as described below and the higher rents as described above.

PROPERTY OPERATING EXPENSES

For the three months ended June 30, 2022, property operating expenses were approximately $1.6 million, an increase from the $1.2 million reported for the three months ended March 31, 2022 and the $0.6 million reported for the three months June 30, 2021.The increases are largely due to the post-acquisition consolidation of the New Jersey and Texas Portfolios as described below.

NET RENTAL INCOME FROM INVESTMENT PROPERTIES

For the three months ended June 30, 2022, net rental income was approximately $1.4 million, in comparison to the $0.9 million reported for the three months ended March 31, 2022 and the $0.7 million reported for the three months ended June 30, 2021. The increases are largely due to the post-acquisition consolidation of the New Jersey and Texas Portfolios as described below.

INCOME FROM EQUITY ACCOUNTED AND PREFERRED INVESTMENTS

For the three months ended June 30, 2022, income from equity accounted and preferred investments was $0.5 million, in comparison to the $0.7 million income reported for the three months ended March 31, 2022, and the $0.8 million reported for the three months ended June 30, 2021.

The decreases are largely due to the post-acquisition consolidation of the New Jersey and Texas Portfolios as they are accounted for as Wholly Owned Real Estate Investments.

PRO FORMA CONSOLIDATION OF EQUITY ACCOUNTED INVESTMENTS

Outlined below are the financial statements of the Trust including the pro forma consolidation of its interests in equity accounted investments: assuming proportionate consolidation, the Trust would have total assets of approximately $201.5 million.

(In $thousands unless otherwise stated)

June 30, 2022

	The Trust (1)	New York, NY	Brentwood, MD	Bronx, NY	Hartford, CT	Canton, GA	Hyattsville, MD	Total
Assets								
Cash & Restricted Cash	$ 3,013	$ 16	$ 75	$ 210	$ 92	$ 150	$ 900	$ 4,456
Accounts Receivable	641	47	33	89	16	8	-	834
Other Assets & Investments	467	24	8	29	7	8	216	758
Preferred Capital Investments	5,036	-	-	-	-	-	-	5,036
Investment Properties	134,044	5,041	4,207	10,510	6,536	11,819	18,246	190,404
	$143,201	**$ 5,128**	**$ 4,323**	**$ 10,839**	**$ 6,651**	**$11,985**	**$ 19,362**	**$ 201,489**
Liabilities								
Accounts Payable	$ 5,379	$ 54	$ 60	$ 65	$ 105	$ 103	$ 37	5,804
Other Liabilities	729	45	11	26	60	11	20	902
Long Term Liabilities	90,158	8,101	2,779	9,772	5,557	9,772	16,748	142,887
	$ 96,266	**$ 8,200**	**$ 2,849**	**$ 9,863**	**$ 5,723**	**$ 9,887**	**$ 16,806**	**$ 149,593**
Equity								
Unitholders Equity	46,935	(3,072)	1,474	976	929	2,098	2,556	51,896
	$ 46,935	**$ (3,072)**	**$ 1,474**	**$ 976**	**$ 929**	**$ 2,098**	**$ 2,556**	**$ 49,340**
	$143,201	**$ 5,128**	**$ 4,323**	**$ 10,839**	**$ 6,651**	**$11,985**	**$ 19,362**	**$ 201,489**

Note:(1) Excludes equity investments from the Trust's balance sheet as those are reflected on the proportionate consolidation chart.

As at June 30, 2022, the Trust has invested in the following Equity Accounted and Preferred Investments:

(In $millions unless otherwise stated)

Location	Units	Investment Properties	Common Equity Ownership %	Equity Accounted Investment - Common Equity	Preferred Investment	Total Investment	Preferred Yield
New York City	129	$ 22.1	22.8%	$ -	$ -	$ -	8%
Brentwood, MD	118	16.8	25.0%	1.6	0.1	1.7	8%
Bronx, NY	132	21.0	50.0%	1.0	-	1.0	8%
Hartford, CT	109	13.1	50.0%	1.0	1.4	2.3	8%
Canton, GA	138	23.5	50.0%	3.3	3.2	6.5	8%
Hyattsville, MD	235	36.5	50.0%	2.7	4.1	6.9	8%
Total/ Weighted Average	**861**	**$ 133.1**	**42.3%**	**$ 9.7**	**$ 8.7**	**$ 18.4**	**8%**

Outlined below are the details of the Trust's net investment in the equity accounted investment and preferred investments. The Equity accounted investments comprise of common equity, accounted for using the equity method and the preferred equity accounted for as preferred investment loans carried at amortized cost. In addition, the balance sheet and statement of income (each at 100% of the underlying property) and income allocation from the equity accounted and preferred investments as of June 30, 2022 and December 31, 2021 and for the three and six months ended June 30, 2022 and 2021 are included below:

	Equity Accounted Investments	Preferred Investments	Total
As at December 31, 2020	**$ 19,596,539**	**$ 28,536,024**	**$ 48,132,563**
Investment Activity			
- Equity Accounted Investments	1,236,693	-	1,236,693
- Preferred Investments	-	808,275	808,275
- Derecognition of New Jersey Portfolio on Asset Acquisition	(3,360,757)	(2,704,077)	(6,064,834)
- Redemption of Preferred Investments	-	(5,136,821)	(5,136,821)
Income Items			
- Income from Equity Accounted Investments	502,374	-	502,374
- Fair Value Adjustments on Investment Properties	1,517,791	-	1,517,791
- Provision for Impairment on Preferred Investments	-	(1,863,782)	(1,863,782)
- Income from Preferred Investments	-	1,147,858	1,147,858
- Less: Distributions and interest received	(206,167)	(678,823)	(884,990)
As at June 30, 2021	**19,286,473**	**20,108,654**	**39,395,127**
Investment Activity			
- Equity Accounted Investments	-	-	-
- Preferred Investments	-	168,238	168,238
Income Items			
- Income from Equity Accounted Investments	577,774	-	577,774
- Fair Value Adjustments on Investment Properties	3,837,830	-	3,837,830
- Provision for Impairment on Preferred Investments	-	(3,156,849)	(3,156,849)
- Income from Preferred Investments	-	898,584	898,584
- Less: Distributions and interest received	(421,958)	(771,751)	(1,193,709)
As at December 31, 2021	**23,280,118**	**17,246,878**	**40,526,996**
Investment Activity			
- Preferred Investments	-	461,522	461,522
- Derecognition of Houston, TX Portfolio on Asset Acquisition	(4,467,235)	(3,551,687)	(8,018,922)
- Derecognition of Second Houston, TX Portfolio on Asset Acquisition	(6,092,821)	(3,849,656)	(9,942,477)
Income Items			
- Income from Equity Accounted Investments	475,778	-	475,778
- Fair Value Adjustments on Investment Properties	(3,487,748)	-	(3,487,748)
- Provision for Impairment on Preferred Investments	-	(2,153,678)	(2,153,678)
- Income from Preferred Investments	-	734,252	734,252
- Less: Distributions and interest received	(46,258)	(150,499)	(196,757)
As at June 30, 2022	**9,661,834**	**8,737,132**	**18,398,966**

	June 30, 2022	December 31, 2021
Assets		
Cash	$ 394,850	$ 788,251
Restricted Cash	2,804,161	4,635,344
Accounts Receivable	766,047	1,290,580
Other Assets	562,422	943,557
Investment Properties	133,174,157	204,811,406
	$ 137,701,637	**$ 212,469,138**
Liabilities		
Accounts Payable	1,700,971	2,952,377
Security Deposits	616,535	637,041
Mortgages	103,778,293	137,305,058
	$ 106,095,798	**$ 140,894,476**
Equity		
Retained Earnings	$ (17,625,680)	$ 11,179,381
Preferred Equity	24,385,853	30,700,770
Common Equity	24,845,665	29,694,509
	$ 31,605,838	**$ 71,574,662**
	$ 137,701,637	**$ 212,469,138**
Investment Allocation for the Trust		
Equity Accounted Investments	$ 9,661,834	$ 23,280,120
Preferred Investments	8,737,132	17,246,877
	$ 18,398,966	**$ 40,526,997**

	Three Months Ended		Six Months Ended	
	June 30, 2022	June 30, 2021	June 30, 2022	June 30, 2021
Net Income				
Rental Revenue	$ 3,073,601	$ 5,277,234	$ 7,212,928	$ 10,520,639
Property Operating Expenses	(1,496,246)	(2,647,498)	(3,697,505)	(5,404,634)
Net Rental Income	**1,577,355**	**2,629,736**	**3,515,423**	**5,116,005**
General & Administrative	-	(16,386)	-	(39,531)
Interest Expense	(933,845)	(1,652,062)	(1,494,416)	(3,273,497)
Fair Value Adjustments on Investment Properties	(13,471,538)	354,469	(13,471,538)	(851,753)
Net Income Before Interest from Preferred Investments	**$ (12,828,028)**	**$ 1,315,757**	**$ (11,450,531)**	**$ 951,224**
Less: Interest from Preferred Investments	(173,274)	(542,196)	(649,445)	(1,501,529)
Net Income	**(13,001,303)**	**773,561**	**(12,099,977)**	**(550,305)**
Income Earned by the Trust				
Income from Equity Accounted Investments	$ 234,702	$ 326,171	$ 475,778	$ 502,374
Fair Value Adjustments on Investment Properties	(3,487,748)	718,586	(3,487,748)	1,517,791
Income from Preferred Investments	312,453	462,535	734,252	1,147,858
Provision for Impairment on Preferred Investments	(2,153,678)	(71,297)	(2,153,678)	(1,863,782)
	(5,094,271)	**1,435,995**	**(4,431,396)**	**1,304,241**

RECENT PORTFOLIO ACTIVITY

- On January 31, 2020, the Trust closed an equity accounted and preferred investment to acquire the Woodglen Village, a 250-unit multi-family residential portfolio located in Houston, TX (the **"Woodglen Acquisition"**). The purchase price for 100% of the Woodglen Acquisition was $27.9 million (including transaction costs). The Woodglen Acquisition was financed, in part with a $22.1 million, 4.6% first mortgage due on February 9, 2023. The Trust contributed $3.4 million (100% ownership) of preferred equity yielding 9% and $1.2 million of common equity representing a 50% ownership stake in the investment. On February 8, 2022, the Trust acquired the remaining 50% interest in this investment for $4.1 million. The Trust now owns 100% of this investment and accounts for it as an Investment Property in its condensed consolidated interim financial statements.

- On February 25, 2021, the first mortgage on the Bronx, NY investment was refinanced for total gross proceeds of $21.6 million. With the $3.1 million net proceeds received from the refinancing and an additional $2.0 million contributed by the common equity owners, $5.1 million of Preferred Equity was repaid. The new mortgage has a 3.51% interest rate with a 12-year term amortizing over 30 years.

- On June 7, 2021, the Trust completed the acquisition of the New Jersey equity accounted and preferred investment **("New Jersey Portfolio")**. This transaction has been recognized as an asset acquisition whereby the associated costs have been capitalized. The consideration has been allocated to the identifiable assets acquired and liabilities assumed, based on their fair values at the date of transaction. The purchase price equation for the New Jersey Portfolio transaction is as follows:

Investment properties, including transaction costs	$	22,292,997
Cash and restricted cash		109,237
Accounts receivable		199,787
Account payables and accrued libilities		(378,709)
Mortgages payable		(13,533,056)
Net assets acquired	$	8,690,256

Consideration:		
Purchase price	$	2,516,520
Equity accounted and preferred investment		6,064,834
Fair value adjustment on acquisition		108,902
Total Consideration	$	8,690,256

- On February 8, 2022, the Trust completed the acquisition of the Houston, Texas equity accounted and preferred investment **("Texas Portfolio")**. This transaction has been recognized as an asset acquisition whereby the associated costs have been capitalized. The consideration has been allocated to the identifiable assets acquired and liabilities assumed, based on their fair values at the date of transaction. The purchase price equation for the Texas Portfolio transaction is as follows:

Investment properties, including transaction costs	$	32,918,525
Cash and restricted cash		1,674,921
Accounts receivable		160,675
Account payables and accrued libilities		(425,360)
Mortgages payable		(22,534,391)
Net assets acquired	$	11,794,370

Consideration:		
Purchase price	$	4,204,856
Equity accounted and preferred investment		8,018,922
Fair value adjustment on acquisition		(429,408)
Total Consideration	$	11,794,370

On April 29, 2022, the Trust completed the acquisition of a real estate portfolio ("Second Houston, TX Portfolio") that was being recorded under equity accounted investments and preferred investments.

This transaction has been recognized as an asset acquisition whereby the associated costs have been capitalized. The fair value of the identifiable assets acquired and liabilities assumed have been determined at the date of transaction. The application of the acquisition method for the Second Houston, TX transaction is as follows:

Investment properties, including transaction costs	$	26,947,852
Cash and restricted cash		30,400
Accounts receivable		98,383
Account payables and accrued libilities		(178,022)
Mortgages payable		(11,420,504)
Net assets acquired	$	15,478,109

Consideration:		
Purchase price	$	5,076,998
Equity accounted and preferred investment		9,942,477
Fair value adjustment on acquisition		458,634
Total Consideration	$	15,478,109

Upon acquisition, the Trust classified the New Jersey and both Texas Portfolios as investment properties, whereby rental revenues and operating expenses are recorded rather than income from preferred and equity accounted investments. The impact of this classification is increased rental revenues and operating expeses; offset by lower income from equity accounted and preferred investments.

The Trust establishes loss provisions applicable to its preferred investments using a 12 month expected credit loss approach as described in note 4 of the Trust's condensed consolidated interim financial statements.

At each reporting date, the Trust assessses the borrower's ability to make contractual payments based on current market conditions. For the three months ended June 30, 2022, the impairment of preferred investments was $2.2 million (2021 - $0.07 million). For the six months ended June 30, 2022, the impairment of preferred investments was $2.2 million (2021 - $1.9 million) The provisions were for the New York City Portfolio.

INCOME FROM PREFERRED CAPITAL INVESTMENTS

As at June 30, 2022, the Trust has invested in the following preferred capital investments:

- **New York Portfolio:** Investment of $2.5 million in a $12 million, interest only preferred capital investment to fund the acquisition by a New York based real estate investment firm of a portfolio of three apartment buildings in Manhattan, New York. The investment earns an interest rate of 12% per annum and matures on January 1, 2023. As noted above, the Trust is carrying an impairment provision against this balance.
- **Houston Portfolio:** Investment of $1.5 million in a $4.8 million preferred capital loan for five apartment buildings. The Houston Preferred Capital earns an interest rate of 10% per annum and matures on September 9, 2025.
- **South Dakota Portfolio:** Investment of $3.5 million for a recapitalization of a portfolio located in Sioux Falls, South Dakota. The Sioux Falls Portfolio earns 12% interest during the initial 3 year term.

The Trust establishes loss provisions applicable to its preferred capital investments using a 12 month expected credit loss approach as described in note 5 of the Trust's condensed consolidated interim financial statements.

At each reporting date, the Trust assessses the borrower's ability to make contractual payments based on current market conditions. For the three months ended June 30, 2022, the impairment of preferred capital investments was $1.5 million (2021 - $0.6 million). For the six months ended June 30, 2022, the impairment of preferred investments was $1.5 million (2021 - $0.6 million) The Provisions were for the New York Preferred Capital Loan.

FAIR VALUE ADJUSTMENTS ON THE INVESTMENT PORTFOLIO

As of June 30, 2022, the Trust owned the following investment properties:

- 985 wholly owned apartment units with a fair value of approximately $134.0 million;
- 861 equity accounted apartment units with an investment fair value of approximately $18.4 million.

Each quarter, the Trust determines the fair value of its wholly owned and equity accounted and preferred investment portfolios using a combination of an internally managed valuation model and external appraisals using the income approach as well as comparable property sales.

For the three months ended June 30, 2022, the total fair value loss to investment properties was $5.3 in comparison to the $1.2 million gain for the three months ended June 30, 2021. For the six months ended June 30, 2022, the total fair value loss to investment properties was $5.2 million in comparison to the $1.5 million gain reported for the six months ended June 30, 2021.

For the three months ended June 30, 2022, the total fair value loss to equity accounted investment properties was $3.5 million in comparison to the $0.8 million gain reported for the three months ended June 30, 2021. For the six months ended June 30, 2022, the fair value loss to equity accounted investment properties was $3.5 million in comparison to the $1.5 million gain reported for the six months ended June 30, 2021.

The fair value losses were driven by the expansion of capitalization rates in response to rising interest rates and the notion of positive investing spreads. Despite this expansion,

capitalization rates in certain markets still exceed the cost of borrowing. Therefore, the Trust has adopted a conservative approach when determining the fair value of its investment portfolio. The Trust will continue to monitor the marketplace in future quarters.

LEVERAGE

The Trust monitors its leverage on a mortgage debt (defined as Mortgages and Bank Indebtedness/ Investment Portfolio) and a total debt basis (defined as Mortgages, Bank Indebtedness and Convertible Debentures/ Investment Portfolio (defined as Mortgages and Bank Indebtedness / Investment Portfolio) as measures of anticipating future growth through the private and public debt markets versus its liquidity in the short term. The table below calculates the Trust's leverage as at June 30, 2022 and December 31, 2021.

	Jun 30, 2022	Dec 31, 2021
Investment Portfolio	$ 157,478,636	$ 121,697,231
Mortgages	73,587,760	30,620,959
Convertible Debentures	14,739,259	15,079,288
Total Debt	**$ 88,327,019**	**$ 45,700,247**
Net Equity Excluding Convertible Debentures	**$ 83,890,876**	**$ 91,076,272**
Net Equity Including Convertible Debentures	**$ 103,066,278**	**$ 60,779,535**
Leverage (Mortgages / Investment Portfolio)	***46.7%***	***25.2%***
Leverage (Total Debt / Investment Portfolio)	***56.1%***	***37.6%***

The increased debt and lowered leverage is driven by the Bridge Loan, bank indebtedness advances as described below and the post-acquisition consolidation of both Texas Portfolios.

GENERAL AND ADMINISTRATIVE ("G&A")

For the three months ended June 30, 2022, G&A was approximately $0.3 million, in line with the $0.6 million reported for the three months ended June 30, 2021. For the six months ended June 30, 2022, G&A was approximately $0.7 million in comparison to the $1.1 million reported for the six months ended June 30, 2021.

FINANCE COSTS

For the three months ended June 30, 2022, finance costs were approximately $1.0 million, in comparison to the $0.6 million reported for the three months ended June 30, 2021. For the six months ended June 30, 2021, finance costs were approximately $1.7 million in comparison to the $1.0 million reported for the six months ended June 30, 2021. The increases for the quarter and year to date figures are largely due to the impact of the post-acquisition consolidation of the New Jersey and Texas Portfolios as described above.

The Trust monitors its normalized finance costs **("Cash Finance Costs")** excluding non-cash accretion or amortization expense as a measure of liquidity. The table below calculates the cash finance costs for periods indicated below.

	Three Months Ended			Six Months Ended	
	Jun 30, 2022	Mar 31, 2022	Jun 30, 2021	Jun 30, 2022	Jun 30, 2021
Finance Costs	$ 1,000,245	$ 654,995	$ 557,058	$ 1,655,241	$ 1,038,376
Add (Less): Amortization and Mark to Market	82,576	64,314	(11,499)	146,890	(22,998)
Cash Finance Costs	**$ 1,082,821**	**$ 719,309**	**$ 545,559**	**$ 1,802,131**	**$ 1,015,378**
% Change - Cash Finance Costs		**51 %**	**98 %**		**77 %**

FUNDS FROM OPERATIONS ("FFO"), ADJUSTED FUNDS FROM OPERATIONS ("AFFO").

For the three months ended June 30, 2022, FFO was $1.0 million, in comparison to $0.3 million reported for the three months ended March 31, 2022, and $0.4 million net loss reported for the three months ended June 30, 2021. For the six months ended June 30,2022, FFO was $1.3 million in comparison to the $2.5 million net loss reported for the six months ended June 30, 2022.

For the three months ended June 30, 2022, AFFO was approximately $0.7 million, in comparison to the $0.4 million reported for the three months ended March 31, 2022 and the $0.6 million reported for the six months ended June 30, 2021. For the six months ended June 30, 2022, AFFO was $1.1 million in comparison to the $1.1 million reported for the six months ended June 30, 2021. Excluding a one-time adjustment to asset management fees, AFFO was approximately $0.4 million, in line with the $0.4 million reported for the quarter ended March 31, 2022;

Excluding a one-time adjustment to asset management fees, the decrease in AFFO for the three and six months ended June 30, 2022 over June 30, 2021 is largely due to higher bad debt provisions in the U.S. North as evictions are delayed from the backlog created by COVID-19; offset by the increase in rental rates in the U.S. Sunbelt.

	Three Months Ended			Six Months Ended	
	Jun 30, 2022	Mar 31, 2022	Jun 30, 2021	Jun 30, 2022	Jun 30, 2021
Net income	**$ (10,303,122)**	**$ (345,345)**	**$ 753,511**	**$ (10,648,467)**	**$ (2,192,406)**
Add (deduct):					
Fair Value Adjustments to Investment Properties	4,831,992	429,408	(1,334,052)	5,261,400	(1,632,352)
Fair Value Adjustments to Investment Properties Held in Equity Accounted Investments	3,487,748	-	(718,586)	3,487,748	(1,517,791)
Provision for Impairment - Preferred Investments	2,153,678	-	71,297	2,153,678	1,863,782
Provision for Impairment - Preferred Capital Investments	1,460,795	-	618,020	1,460,795	618,020
Foreign Exchange Gain (Loss)	(576,648)	270,439	205,264	(306,209)	330,342
Finance Cost and Mark To Market Amortization	(82,576)	(64,314)	11,499	(146,890)	22,998
FFO	**$ 971,866**	**$ 290,188**	**$ (393,047)**	**$ 1,262,054**	**$ (2,507,407)**
Add (deduct):					
Fair Value Adjustments to Convertible Debentures	(377,834)	227,912	391,068	(149,922)	2,765,194
Fair Value Adjustments to Unit Based Compensation	129,991	(50,315)	604,079	79,676	864,759
Capital Expenditures	(36,063)	(21,433)	(16,602)	(57,496)	(29,096)
AFFO	**$ 687,960**	**$ 446,351**	**$ 585,498**	**$ 1,134,311**	**$ 1,093,450**
Weighted Average Units	**7,604,375**	**7,604,375**	**7,712,379**	**7,604,375**	**7,713,521**
FFO per Unit	**$ 0.13**	**$ 0.04**	**$ (0.05)**	**$ 0.17**	**$ (0.33)**
AFFO per Unit	**$ 0.09**	**$ 0.06**	**$ 0.08**	**$ 0.15**	**$ 0.14**

As AFFO is viewed as a measure of cash available for distributions, the following table reconciles AFFO to cash flow from operations:

	Three Months Ended			Six Months Ended	
	Jun 30, 2022	Mar 31, 2022	Jun 30, 2021	Jun 30, 2022	Jun 30, 2021
Total Operating Activities	$ 836,847	$ 65,675	$ 158,891	$ 902,523	$ 1,776,332
Changes in non-cash working capital items:					
Foreign Exchange Loss on Convertible Debentures	458,264	(268,159)	(284,547)	190,105	(452,617)
Accounts Receivable	49,185	(147,372)	253,244	(98,187)	(1,248,345)
Prepaid Expenses and Other Assets	(18,096)	300,348	107,912	282,252	103,423
Accounts Payable and Accrued Liabilities	(670,434)	(294,690)	(454,779)	(965,124)	(384,776)
Income from Equity Accounted Investments	343,040	223,116	443,228	566,156	834,926
Income from Preferred Investments	242,368	241,280	-	483,648	163,261
Income from Preferred Capital Investments	59,496	77,147	172,886	136,643	-
Foreign exchange gain	(576,648)	270,439	205,264	(306,209)	330,342
Capital expenditures	(36,063)	(21,433)	(16,602)	(57,496)	(29,096)
AFFO	**687,960**	**$ 446,351**	**$ 585,498**	**1,134,311**	**$ 1,093,450**
AFFO per Unit	**$ 0.09**	**$ 0.06**	**$ 0.08**	**$ 0.15**	**$ 0.14**

COMPARABLE CASH FLOWS

Comparable operating, investing and financing cash flows for the three months ended June 30, 2022, and 2021 are outlined below:

	Three Months Ended		Six Months Ended	
	Jun 30, 2022	Jun 30, 2021	Jun 30, 2022	Jun 30, 2021
Operating Activities	$ 836,847	$ 158,890	$ 902,523	$ 1,776,332
Investing Activities	(9,887,908)	(3,209,701)	(12,775,531)	310,020
Financing Activities	9,582,838	(888,589)	9,815,090	(1,438,696)
Increase/ (Decrease) in Cash	**$ 531,777**	**$ (3,939,400)**	**$ (2,057,918)**	**$ 647,656**
Cash, Beginning of Period	2,481,633	8,153,461	5,071,329	3,566,405
Cash, End of Period	**$ 3,013,410**	**$ 4,214,061**	**$ 3,013,410**	**$ 4,214,061**

Net cash generated by operating activities increased in comparison to the three months ended June 30, 2021 largely due to the higher rental rates in the U.S. Sunbelt Portfolio.

Net cash generated by operating activities decreased in comparison to the six months ended June 30, 2021 largely due to the higher changes in working capital in 2021 associated with the sale of the Bridgeport, CT Portfolio.

Net cash flows used by investing activities for the three and six months ended June 30, 2022 increased in comparison to the three months ended June 30, 2021 largely due to the Texas portfolio acquisitions and the South Dakota Preferred Capital Loan.

Net cash generated by financing activities increased for the three and six months ended June 30, 2022 largely due to the bank indebtedness advances and the Bridge Loan advances as described below.

RELATED PARTY TRANSACTIONS

The Trust has entered into the following transactions with related parties:

I. On November 1, 2015, The Trust entered into a Management Agreement with Firm Capital Realty Partners Advisors Inc. (the "**Manager**"), an entity related to a director of the Trust. Under the terms of the Agreement, the Manager provides a number of services to the Trust, and is entitled to certain fees payable monthly, as follows:

   a) Asset Management Fee: 0.75% of the Gross Invested Assets of the Trust,

   b) Acquisition Fee:

i. 1.0% of the first $300 million of aggregate Gross Book Value in respect of Properties acquired in a particular year; and thereafter

ii. 0.75% of aggregate Gross Book Value in respect of Properties acquired in such year.

c) **Performance Incentive Fees:** 15% of AFFO once AFFO exceeds $0.63 per Unit.

d) **Placement Fees:** 0.25% of the aggregate value of all debt and equity financing arranged by the Manager.

e) **Property Management Fees:**

i. Multi-unit residential properties with 120 units or less, 4.0% of Gross Revenue collected from the property;

ii. Multi-unit residential properties with more than 120 units, 3.5% of Gross Revenue collected from the property;

iii. Industrial or commercial property, 4.25% of Gross Revenue collected from the property; provided, however, that for such properties with a single tenant 3.0% of Gross Revenue collected from the property

f) **Commercial Leasing Fees:** 3.0% of the net rental payments for the first year of the lease, and 1.5% of the net rental payments for each year during duration of the lease; provided, however, that where a third party broker arranges for the lease of any such property that is not subject to a long-term listing agreement, the Manager shall be entitled to reduced commission equal to 50% of the foregoing amounts with respect to such property.

g) **Commercial Leasing Renewal Fees:** Renewals of space leased on commercial terms (including lease renewals at the option of the tenant) which are handled exclusively by the Manager shall be subject to a 0.50% commission on the net rental payments for each year of the renewed lease. When a long-term listing agreement is in effect for leasing and marketing of space with a party other than the Manager, the Manager shall cooperate fully with the broker and the leasing fees will not be payable to the Manager.

h) **Construction Development Property Management Fees:** Where the Manager is requested by the Trust to construct tenant improvements or to renovate same, or where the Manager is requested by the Trust to construct, modify, or re-construct improvements to, or on, the Properties (collectively, "**Capital Expenditures**"), the Manager shall receive 5.0% of the cost of such Capital Expenditures, including the cost of all permits, materials, labour, contracts, and subcontracts; provided, however, that no such fee shall be payable unless the Capital Expenditures are undertaken following a tendering or procurement process wherein the total cost of such Capital Expenditures exceed $50,000.

i) **Loan Servicing Fees:** 0.25% per annum on the principal amount of each Mortgage Investment (other than syndicated loans serviced by third parties). The Loan Servicing Fee will be calculated as spread interest and deducted from the first interest received on a mortgage investment. Mortgage servicing

fees will be payable as to 1/12 monthly based on the receipt of interest payments from borrowers. Loan Servicing Fees will not be payable in respect of the Trust's cash balances or Non-Performing Loans held by the Trust, except that the Manager shall be entitled to retain any overnight float interest on all accounts maintained by the Manager in connection with the servicing of the Trust's Mortgage Investments. The Manager will retain all overnight float interest and related loan servicing fees as charged such as advance fees, discharge statement fees, realty tax escrow account charges, late payment and dishonoured payment charge fees, and all other such fees as charged by a loan servicing agent. This will only apply to the Mortgage Investments of the Trust.

j) **Origination, Commitment & Discharge Fees and Profit Sharing Fees:** The Manager shall remit to the Trust:

   i. 25% of all originating fees, commitment fees and renewal fees it receives from borrowers on mortgages it originates for the Trust (prorated to reflect the Trust's participation in the investment). The Manager will retain 100% of all originating fees, commitment fees, renewal fees and will remit 25% of such fees to the Trust calculated on the Trust's investment amount; and

   ii. 75% of any profit sharing, discharge fees, participation fees and profit made on discounted debt that the Mortgage Banker receives in respect of all Non-Conventional Mortgages and Special Profit Transactions it originates for the Trust (with an 8.0% annual preferential return to be given to the Trust on the Trust's investment amount prior to the Manager receiving its unit of such fees). The Manager shall retain 100% of all servicing charges paid by borrowers which are not identified above, including, without limitation, discharge statement administration fees and all fees identified.

k) **Term and Termination:** Initial term of ten years with automatic renewal for successive five year terms. The Trust may terminate the Agreement any time after November 1, 2025 other than for cause upon the approval of two-thirds of the votes cast by unitholders at a meeting and upon 24 months prior written notice. Upon termination, the Trust shall pay to the Manager the following:

   i. 2% of the Gross Invested Assets of the Properties and the Trust's other assets; and

   ii. any amounts which would have been earned by the Manager under the Agreement for the uncompleted portion of the term (the "**Termination Payment**").

The Trust entered into an agreement with an entity related to the Asset manager of the Trust, to borrow CAD$13 million to be used for the Second Houston, TX acquisition and Preferred Capital Investment. Terms of the Bridge Loan are described in note 7 of the Trust's condensed consolidated financial statements for the three months ended June 30, 2022. During the six months ended June 30, 2022, the Trust paid $0.13 million (CAD $0.16 million) of interest associated with the Bridge Loan. As at June 30, 2022, the balance on the Bridge Loan was $9.7 million (CAD $12.6 million).

For the three months ended June 30, 2022, asset management fees were $0.13 million (2021 - $0.4 million), loan servicing fees were $0.01 million (2021 – $0.03 million), acquisition fees were $0.1 million (2021 - $0.1 million), debt placement fees were $0.02 million (2021 -0.02 million) and property management fees were $0.02 million (2021 - $0.02 million).

For the six months ended June 30, 2022, asset management fees were $0.5 million (2021 - $0.7 million), loan servicing fees were $0.02 million (2021 - $0.05 million), acquisition fees were $0.3 million (2021 - $0.1 million), debt placement fees were $0.05 million (2021 - $0.04 million) and property management fees were $0.05 million (2021 - $0.04 million).

Asset Management fees and loan servicing fees are included in general and administrative expenses. Property management fees are included in property operating expenses. Acquisition fees and debt placement fees are capitalized to equity accounted investments. Transaction costs associated with the acquisition are capitalized to investment properties.

As at June 30, 2022, the Trust has accrued $1.8 million (December 31, 2021- $1.3 million) under this Management Agreement, which is included in accounts payable and accrued liabilities.

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 Payable	$ 39,713,118	$ 9,672,534	$ 24,202,108	$ 73,587,760
Convertible Debentures Payable	-	-	14,739,259	14,739,259
Bank Indebtedness	1,285,000			1,285,000
Accounts Payable and Accrued Liabilities	5,120,578	-	-	5,120,578
Total	**$ 46,118,696**	**$ 9,672,534**	**$ 38,941,367**	**$94,732,597**

MORTGAGES PAYABLE

As at June 30, 2022, the Trust had mortgages payable secured by the multi-family properties of $73.5 million (including the current portion and net of unamortized financing costs and mark to market on assumed mortgages) (December 31, 2021 - $30.6 million) which bear interest at a weighted average interest rate of 4.90% (December 31, 2021 - 4.13%) per annum, and have maturity dates ranging between October 2022 and March 2038.

On June 7, 2021, the Trust assumed mortgages with a fair value of $13.5 million, as a result of the acquisition New Jersey Portfolio, which bear interest at 3.83% per annum, and mature on March 1, 2038.

On February 8, 2022, the Trust assumed mortgages with a fair value of $22.6 million (Note 3), as a result of the acquisition of the Houston, TX Portfolio, which bear interest at 4.49% per annum, and mature on January 31, 2023.

On April 18, 2022, the Trust entered into an agreement with an entity affiliated to the Asset Manager of the Trust to borrow CAD $13 million (the "Bridge Loan") to be used for the Second Houston, TX Transaction and the South Dakota Preferred Capital Loan. Summarized terms of the Bridge Loan are (i) interest rate of the greater of 6.0% per annum or the Canadian Chartered Bank Prime Rate plus a spread; (ii) two year term (iii)

fully open for repayment at any time prior to maturity. As at June 30, 2022, the balance on the Bridge Loan was $9.7 million (CAD $12.6 million).

On April 29, 2022, the Trust assumed mortgages with a fair value of $11.4 million as a result of the Second Houston, TX Portfolio acquisition, which bear interest at 4.90% per annum, and mature on February 28, 2028.

The mortgages for the Florida Portfolio mature on October 1, 2022. The Trust is actively sourcing financing of this portfolio through the debt markets and will announce the details of the refinancing when details are finalized.

	June 30, 2022	December 31, 2021
Mortgages payable	$ 73,368,568	$ 30,737,709
Less: Current Portion	(39,713,118)	(11,512,345)
Less: Unamortized Financing Costs	(276,545)	(116,750)
Add: Mark to Market on assumed mortgages	495,737	-
	$ 33,874,642	$ 19,108,614

The following annual payments of principal and interest are in respect of these mortgages:

	Principal	Interest	Total
2022	11,453,131	1,752,246	13,205,376
2023	28,668,672	717,587	29,386,259
2024	10,316,744	495,810	10,812,554
2025	559,075	482,620	1,041,695
Thereafter	22,370,945	4,753,665	27,124,610
Total	$ 73,368,568	$ 8,201,927	$ 81,570,495

BANK INDEBTEDNESS

The Trust has entered into a revolving operating facility with a Canadian Charted Bank ("the Bank") that is secured by certain properties of the Trust. The total amount available under the facility is $2 million. The interest rate is calculated using the secured overnight financing rate (**"SOFR"**) plus a spread. Amounts drawn under this facility as of June 30, 2022 was $1.3 million (December 31, 2021 - $nil).

CONVERTIBLE DEBENTURE

On August 8, 2019, the Trust closed a $13.7 million (CAD $18.1 million based on the Bank of Canada daily noon rate of exchange $1.3257), 6.25% convertible unsecured subordinated debenture (the "Convertible Debenture") offering. On August 13, 2019, the Trust closed an additional $1.0 million (CAD $1.3 million based on the Bank of Canada daily noon rate of exchange of $1.3236) of the Convertible Debenture. The Convertible Debenture is due on June 30, 2026.

UNITHOLDERS' EQUITY

Unitholders' Equity as of June 30, 2022 was $65.6 million and consisted of the following:

	Number of Trust Units	Unitholder's Equity
Unitholder's Equity, December 31, 2020	**7,714,675**	**75,923,905**
Net Income	-	(2,192,406)
Normal Course Issuer Bid	(43,100)	(305,854)
Distributions	-	(907,790)
Unitholder's Equity, March 31, 2021	**7,671,575**	**72,517,855**
Net Income	-	6,032,869
Normal Course Issuer Bid	(67,200)	(492,615)
Distributions	-	(897,316)
Unitholder's Equity, December 31, 2021	**7,604,375**	**77,160,795**
Net Income	-	(10,648,467)
Distributions	-	(919,327)
Unitholders' Equity, June 30, 2022	**7,604,375**	**65,593,001**

Outlined below are the key movements in Trust Units:

- On June 14, 2021, the Trust received approval from the TSXV to commence a NCIB to purchase up to 619,750 of Trust Units, being equal to 10% of the public float. The NCIB commenced on June 16, 2021 and will end on the earlier of June 15, 2022, or at such time as the NCIB has been completed. For the three months ended June 30, 2022, no units were repurchased. For the year ended December 31, 2021, 110,300 Trust Units were repurchased for a total gross cost of $0.8 million at a weighted average cost of $7.23 per Trust Unit.

DISTRIBUTIONS

For the three months ended June 30, 2022, the Trust declared distributions of $0.0615 per Trust Unit resulting in total distributions of $0.5 million (2021 - $0.5 million).For the six month ended June 30, 2022, the Trust declared distributions of $0.12 per Trust Unit resulting in total distributions of $0.9 million (2021 – $0.9 million). As at June 30, 2022, the Trust accrued distributions of $0.5 million, which is included in its accounts payable and accrued liabilities (2021 - $0.5 million).

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

The excess/(shortfall) of cash flow from operating activities over distributions and net income/(loss) and comprehensive income/(loss) over distributions for the three and six months ended June 30, 2022 and 2021, along with the three months ended March 31, 2022 are outlined below:

	Three Months Ended			Six Months Ended	
	Jun 30, 2022	Mar 31, 2022	Jun 30, 2021	Jun 30, 2022	Jun 30, 2021
Total Operating Activities (A)	**$ 836,847**	**$ 65,675**	**$ 158,891**	**$ 902,523**	**$ 1,776,333**
Cash Finance Costs					
Finance Costs	1,000,245	654,995	557,057	1,655,241	1,038,376
Add (Less): Finance Cost and Mark To Market Amortization	82,576	64,314	(11,499)	(26,150)	(22,998)
Net Cash Interest Expense (B)	**$ 1,082,821**	**$ 719,309**	**$ 545,558**	**$ 1,629,091**	**$ 1,015,378**
Net Cash Flows from Operating Activities (A-B)	**$ (245,974)**	**$ (653,634)**	**$ (386,667)**	**$ (726,568)**	**$ 760,954**
Net Income/(Loss)	**$ (10,303,122)**	**$ (345,345)**	**$ 753,611**	**$ (10,648,467)**	**$(2,192,406)**
Distributions	**$ 448,658**	**$ 448,658**	**$ 452,624**	**$ 897,316**	**$ 907,790**
Surplus/(Deficit) of Net Cash Flow From Operating Activities Over Distributions	**$ (694,633)**	**$ (1,102,292)**	**$ (839,291)**	**$ (1,623,884)**	**$ (146,836)**
Surplus/(Deficit) of Net Income/(Loss) Over Distributions	**$ (10,751,780)**	**$ (794,003)**	**$ 300,987**	**$ (11,545,783)**	**$(3,100,196)**

For the three months ended June 30, 2022, the Trust reported net cash flows from operations less than distributions. The excess distribution was paid in the normal course from recurring cash flow and had no impact on the sustainability of distributions given that the distribution was covered from ongoing cash flows generated from the Trust's Investment Portfolio. Further, the net losses were generated from adjustments to the fair value of Investment Properties for the Wholly Owned and Joint Venture Real Estate Investment Portfolios which are non-cash in nature.

DIVIDEND REINVESTMENT PLAN & UNIT PURCHASE PLAN

The Trust implemented a dividend reinvestment plan (the "**DRIP**") and a share purchase plan (the "**Purchase Plan**" and collectively with the DRIP, the "**Plans**"), each offered to holders of Common Shares resident in Canada and administered by TSX Trust Company (the "**Agent**"). The Plans enable Unitholders to increase their investment in the Trust by receiving distribution payments and/or optional cash payments in the form of Trust Units. Pursuant to the Plans, holders of Trust Units may elect to: (a) have all cash distributions of the Trust automatically reinvested in additional Trust Units at the Average Market Price and (b) purchase Trust Units by contributing optional cash payments to the Trust, which will be invested for additional Trust Units at the Average Market Price.

If the Average Market Price is less than US$8.10, (the "**Reference Price**"), the Agent shall use such funds to purchase, at a cost less than the Reference Price, additional Trust Units for the participants through the facilities of the TSXV for a period of five (5) trading days following the relevant distribution date. To the extent the Agent is unable to purchase additional Trust Units at a cost less than the Reference Price because Trust Units are not offered or are offered at prices which, after payment of brokerage fees or commissions, would result in a cost at or exceeding the Reference Price, then the remaining funds will be applied to the purchase of Trust Units from the treasury of the Trust at the Reference Price. If the Average Market Price is equal to or more than the Reference Price, the funds will be applied to the purchase of Trust Units from the treasury of the Trust at the Average Market Price.

A minimum purchase of $3,000 on the last business day of each calendar quarter (a "**Quarterly Purchase Date**") and maximum purchases of up to $12,000 per year (payable in one lump sum or from time to time on a Quarterly Purchase Date) are permitted under the Plans. The aggregate number of Trust Units that may be issued

under the Plans may not exceed in each year 2% of the number (at the commencement of the fiscal year of the Trust) of the outstanding Trust Units.

During 2022 and 2021, nil Trust Units were issued under DRIP.

OPTIONS

The Trust has a 10% rolling incentive stock option plan which provides for the issuance of incentive stock options to directors, management, employees, and consultants of the Trust.

On March 16, 2021, the Trust granted options to certain trustees, officers and management of the Trust to purchase a total 119,500 Trust Units. 49,300 of the options have an exercise price of $7.50 per Trust Unit and 70,200 of the options have an exercise price of $8.30 per Trust Unit. 109,667 options granted have vested and the remaining 9,833 options will vest on March 16, 2023. The options expire on March 16, 2031.

The Trust had the following options outstanding and exercisable on June 30, 2022:

Issuance Date	Number of Options	Weighted average exercise price	Fair Value of Options	Expiry Date
August 17, 2017	340,738	$ 7.50	$ 359,577	August 17, 2027
November 19, 2018	192,900	8.30	191,222	November 19, 2028
March 16, 2021	49,300	7.50	61,918	March 16, 2031
March 16, 2021	70,200	8.30	78,381	March 16, 2031
Total/ Weighted Average	**653,138**	**$ 7.82**	**$ 691,098**	

The option reserve was calculated using the Black Scholes model. The following assumptions were used:

Option Assumptions	June 30, 2022	December 31, 2021
Stock Price	$ 6.44	$ 6.51
Exercise Price	$7.50-$8.30	$7.50-$8.30
Expected Life in Years	5.13-8.71	5.63-9.21
Annualized Volatility	30.00%	30.00%
Annual Rate of Monthly Dividends	$ 0.25	$ 0.24
Discount Rate - Bond Equivalent Yield	3.03%	0.81%

For the three months ended June 30, 2022, the expense under the option plan was $0.1 million.

For the six months ended June 30, 2022, the expense under the option plan was $0.08 million.

SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies used in the preparation of the consolidated financial statements are consistent with those described in note 2 of the Trust's audited consolidated financial statements for the year ended December 31, 2021.

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 condensed consolidated interim financial statements for three and six months ended June 30, 2022 and 2021.

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 June 30, 2022 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 June 30, 2022. 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 and six months ended June 30, 2022 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.

RISKS AND UNCERTAINTIES

GEOGRAPHIC CONCENTRATION

The properties are in the States of Florida, Georgia, New Jersey, New York, Texas, Maryland and Connecticut. Accordingly, the market value of the properties and the income to be generated by the Trust's performance are particularly sensitive to changes in the economic conditions and regulatory environments of those U.S. states. Adverse changes in the economic condition or regulatory environment of these U.S. states may

have a material adverse effect on the Trust's business, cash flows, financial condition, and results of operations.

ACQUISITION RISK

The Trust may be subject to significant operating risks associated with its expanded operations. The Trust's business strategy includes growth through identifying suitable acquisition opportunities, pursuing such opportunities, consummating acquisitions, and effectively operating and leasing such properties. If the Trust is unable to manage its growth effectively, it could have a material adverse effect on the Trust's business, cash flows, financial condition, and results of operations. There can be no assurance as to the pace of growth through property acquisitions or that the Trust will be able to acquire assets that are accretive to earnings and/or cash flow. The Trust intends to acquire additional properties selectively. The acquisition of additional properties entails risks that investments will fail to perform in accordance with expectations. In undertaking such acquisitions, the Trust will incur certain risks, including the expenditure of funds, including non-refundable deposits, due diligence costs and inspection fees, and the devotion of management's time to transactions that may not come to fruition. Additional risks inherent in acquisitions include risks that the properties will not achieve anticipated occupancy levels and that estimates of the costs and benefits of the renovation and repositioning program intended for the property being acquired may prove inaccurate or may not have the intended results.

CO-INVESTMENT/INVESTMENTS IN ASSOCIATES

The Trust currently is and may in the future become, invested in, or a participant in, directly or indirectly, investments in associates and partnerships with third parties. An investment in an associate or partnership involves certain additional risks, including: (i) the possibility that such associate/partners may at any time have economic or business interests or goals that will be or are inconsistent with those of the Trust or take actions contrary to the Manager's instructions or requests or to the Manager's policies or objectives; (ii) the associate/partner may have control over all of the day to day and fundamental decisions relating to a property; the risk that such associates/partners could experience financial difficulties or seek the protection of bankruptcy, insolvency or other laws, which could result in additional financial demands to maintain and operate such properties or repay the associates/partners' unit of property debt guaranteed by the Trust or its Subsidiary Entities or for which the Trust or its Subsidiary Entities will be liable and/or result in the Trust suffering or incurring delays, expenses and other problems associated with obtaining court approval of an investment in associates or partnership decisions; (iv) the risk that such associates/partners may, through their activities on behalf of or in the name of the associates or partnerships, expose or subject the Trust or its Subsidiary Entities to liability; and (v) the need to obtain associates/ partners' consents with respect to certain major decisions or inability to have any decision making authority, including the decision to distribute cash generated from such properties or to refinance or sell a property. In addition, the sale or transfer of interests in certain of the investments in associates and partnerships may be subject to certain requirements, such as rights of first refusal, rights of first offer or drag-along rights, and certain of the investment in associates and partnership agreements may provide for buy-sell or similar arrangements. Such rights may inhibit the Trust's ability to sell an interest in a property or an investment in associates/partnership within the time frame or otherwise on the basis the Trust desires. Additionally, drag-along rights may be triggered

at a time when the Trust may not desire to sell its interest in a property, but the Trust may be forced to do so at a time when it would not otherwise be in the Trust's best interest. In addition, associates/partners of the Trust may sell their interest in the applicable entity to a third party with the result that the Trust is investing in associates or partnering with an unknown third party.

PURCHASE AGREEMENTS

Additional properties may be sold to the Trust in an ''as is'' condition, and upon acquisition of said properties, the Trust may have limited recourse with respect to conditions affecting the purchased properties. The costs of unexpected repair and remediation work could be material and may, therefore, have an adverse effect on the Trust's financial condition and results of operations. Furthermore, representations and warranties made by the seller in a purchase agreement, if any, may survive only for a limited period after closing. If claims arising because of a breach of a representation or warranty are discovered after this period, the Trust may not be able to seek indemnification from the seller and would, therefore, suffer the financial consequences of such a breach, which could be material. Moreover, even if the Trust was entitled to indemnification from the seller, no assurance can be given that the seller would have sufficient funds to satisfy any such indemnification claims.

NON-REFUNDABLE DEPOSITS

Property acquisition transactions may require deposits by the Trust and costs to be incurred by the Trust, which may be non-refundable. If such transactions fail to close, these funds may be unrecoverable in whole or in part, thereby reducing funds otherwise available to the Trust.

OPERATIONAL RISKS

Operational risk is the risk that a direct or indirect loss may result from an inadequate or failed infrastructure, from a human process, or from external events. The impact of this risk may be financial loss, loss of reputation, or legal and regulatory proceedings. The Trust endeavors to minimize losses in this area by ensuring that effective infrastructure and controls exist. These controls are constantly reviewed and, if deemed necessary, improvements are implemented.

RISKS RELATED TO PREFERRED CAPITAL LOAN DEFAULTS

The Trust may from time to time deem it appropriate to extend or renew the term of a preferred capital loan past its maturity, or to accrue the interest on a preferred capital loan. The Trust generally will do so if it believes that there is a very low risk to the Trust of not being repaid the full principal and interest owing on the preferred capital loan. In these circumstances, however, the Trust is subject to the risk that the principal and/or accrued interest of such preferred capital loan may not be repaid in a timely manner or at all, which could impact the cash flows of the Trust during the period in which it is exercising such remedies. Further, if the valuation of the asset underlying the preferred capital loan has fluctuated substantially due to market conditions, there is a risk that the Trust may not recover all or substantially all of the principal and interest owed to the Trust in respect of such preferred capital loan. When a preferred capital loan is extended past its maturity, the loan can either be held over on a month to month basis, or renewed for an additional term at the time of its maturity. Notwithstanding any such extension or renewal, if the borrower subsequently defaults under any terms of the loan, the Trust has the ability, subject to the rights of creditors in priority to the Trust, to exercise its

preferred capital enforcement remedies in respect of the extended or renewed preferred capital loan. Exercising preferred capital enforcement remedies is a process that requires a significant amount of time to complete, which could adversely impact the cash flows of the Trust during the period of enforcement. In addition, because of potential declines in real estate values, in particular given the current economic environment, there is no assurance that the Trust will be able to recover all or substantially all of the outstanding principal and interest owed to the Trust in respect of such preferred capital loans by exercising its preferred capital loan enforcement remedies. Should the Trust be unable to recover all or substantially all the principal and interest owed to the Trust in respect of such preferred capital loans, the returns, financial condition and results of operations of the Trust could be adversely impacted.

FORECLOSURE AND RELATED COSTS

One or more borrowers could fail to make payments according to the terms of their loan, and the Trust could therefore be forced to exercise its rights as the preferred creditor. The recovery of a portion of the Trust's assets may not be possible for an extended period during this process and there are circumstances where there may be complications in the enforcement of the Trust's rights as the preferred creditor. Legal fees and expenses and other costs incurred by the Trust in enforcing its rights as the preferred creditor against a defaulting borrower are usually recoverable from the borrower directly or through the sale of the secured property by power of sale or otherwise, although there is no assurance that they will be recovered. If these expenses are not recoverable, they will be borne by the Trust. Furthermore, certain significant expenditures, including property taxes, capital repair and replacement costs, maintenance costs, mortgage payments, insurance costs and related charges must be made through the period of ownership of real property regardless of whether the property is producing income or whether preferred capital loan payments are being made. The Trust may therefore be required to incur such expenditures to protect its investment, even if the borrower is not honouring its contractual obligations.

COVID-19 RISK

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic, which has resulted in the federal and provincial governments, as well as U.S. federal and state governments to react. Reactions to the spread of COVID-19 have led to, among other things, significant restrictions on travel, business closures, quarantines and a general reduction in consumer activity and the institution of government programs to assist in addressing the economic impact of COVID-19. While these affects are expected to be temporary, the duration of the business disruption and related financial impact cannot be reasonably estimated at this time and may be instituted, terminated and re-instituted from time to time as the COVID-19 outbreak worsens or waves of the COVID-19 outbreak occur from time to time.

The extent of the effect of the ongoing COVID-19 pandemic on the Trust's operational and financial performance will depend on numerous factors, including the duration, spread and intensity of the pandemic, the actions by governments and others taken to contain the pandemic or mitigate its impact, changes in the preferences of tenants and prospective tenants, and the direct and indirect economic effects of the pandemic and containment measures, all of which are uncertain and difficult to predict considering that the situation continues to evolve rapidly. As a result, it is not currently possible to ascertain the long term impact of COVID-19 on the Trust's business and operations.

Accordingly, these events could have a material adverse effect on the Trust's business, financial conditions and cash flows. The Trust is continuously monitoring the impact of COVID-19 and will continue to transparently communicate with its staff, tenants and stakeholders.

RISK OF NATURAL DISASTERS

The properties located in Florida, Georgia and Texas may have sustained significant storm damage in the past and may sustain significant storm damage in the future. While the Trust will take insurance to cover a substantial portion of the cost of such events, the Trust's insurance is likely to include deductible amounts and exclusions such that certain items may not be covered by insurance. Future hurricanes, floods, or other natural disasters may significantly affect the Trust's operations and some or all the properties, and more specifically, may cause the Trust to experience reduced rental revenue (including from increased vacancy), incur cleanup costs as well as administration and collection costs, or otherwise incur costs in connection with such events. Any of these events may have a material adverse effect on the Trust's business, cash flows, financial condition, and results of operations and ability to declare and pay dividends, if any, to Trust unitholders. As well, if the Trust was unable to obtain adequate insurance, and the 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, and financial condition.

RISK OF LOSS NOT COVERED BY INSURANCE

The Trust maintains insurance policies related to its business, including casualty, general liability, and other policies covering the Trust's business operations, employees, and assets. However, the Trust will be required to bear all losses that are not adequately covered by insurance, as well as any insurance deductibles. In the event of a substantial property loss, the existing insurance coverage may be insufficient to pay the full current market value or current replacement cost of such property loss. In the event of an uninsured loss, the Trust could lose some or all its capital investment, cash flow and anticipated profits related to one or more properties. Although the Trust believes that its insurance programs are adequate, assurance cannot be provided that the Trust will not incur losses more than insurance coverage or that insurance can be obtained in the future at acceptable levels and reasonable cost.

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 insurance policies expire, the Trust may encounter difficulty in obtaining or renewing property or casualty insurance on the 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 can renew policies at levels and with limitations consistent with 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 the 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 the properties to protect against the risk of loss. If this were to occur, or if the Trust were unable to obtain

adequate insurance and the 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.

ACCESS TO CAPITAL

The real estate industry is highly capital intensive. The Trust will require access to capital to maintain the properties, as well as to periodically fund its growth strategy and significant capital expenditures. There can be no assurance that the Trust will have access to sufficient capital or access to capital on terms favourable to the Trust for future property acquisitions, financing or refinancing of the properties, funding operating expenses, or other purposes.

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 companies 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 cause material adverse effect on 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 and/or United States capital markets. As a result, it is possible that financing which the Trust may require 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 favourable 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 declare and pay dividends, if any, to Trust unitholders.

FINANCING RISK

A portion of the cash flow generated by the properties will be devoted to servicing indebtedness, and there can be no assurance that the Trust will continue to generate sufficient cash flow from operations to meet required interest and principal payments. If the Trust is unable to meet interest or principal payments, it could be required to seek renegotiation of such payments or obtain additional equity, debt, or other financing. The failure of the Trust to make or renegotiate interest or principal payments or obtain additional equity, debt, or other financing could have a material adverse effect on the Trust's business, cash flows, financial condition, and results of operations.

The Trust will be subject to the risks associated with debt financing, including the risk that the convertible debentures, mortgages, and banking facilities secured by the properties will not be able to be refinanced or that the terms of such refinancing will not be as favourable as the terms of existing indebtedness. If the Trust decides to utilize variable rate debt, such debt will result in fluctuations in the Trust's cost of borrowing as interest rates change. To the extent that interest rates rise there may be a material adverse effect on the Trust's business, cash flows, financial condition, and results of operations.

The Trust will seek to manage its financing risk by maintaining a balanced maturity profile with no significant amounts coming due in one period. Given the increased credit quality of such debt, the probability of the Trust being unable to renew the maturing debt or transfer the debt to another accredited lending institution is significantly reduced. However, there can be no assurance that the renewal of debt will be on as favourable terms as existing indebtedness.

The Trust's credit facilities may also contain covenants that require it to maintain certain financial ratios on specific portfolios and/or on a consolidated basis. If the Trust does not maintain such ratios, its cash flows may be restricted and the ability to issue, declare, and pay dividends, if any, may be limited.

DEGREE OF LEVERAGE

The Trust's degree of leverage could have important consequences to Trust unitholders. For example, the degree of leverage could affect the Trust's ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, development, or other general purposes, making the Trust more vulnerable to a downturn in business or the economy in general.

As interest rates fluctuate in the lending market, generally so too do capitalization rates which affect the underlying value of real estate. As such, when interest rates rise, generally capitalization rates should be expected to rise. Over the period of investment, capital gains and losses at the time of disposition can occur due to the increase or decrease of these capitalization rates.

DEPENDENCE ON FIRM CAPITAL REALTY PARTNERS ADVISORS INC. ("FCRPAI")

The Trust's earnings and operations are impacted by FCRPAI's ability to source appropriate real estate investments that provide sufficient yields for investors and FCRPAI to maintain these real estate investments. The Trust has also entered a long-term contract with FCRPAI, as more particularly described in an agreement dated January 1, 2020 as posted on SEDAR (www.sedar.com). The Trust is exposed to adverse developments in the business and affairs of FCRPAI, since the day-to-day activities of the Trust are run by FCRPAI and since all the Trust's debt and equity investments are originated by FCRPAI.

RELIANCE ON PROPERTY MANAGEMENT

The Trust relies upon independent management companies to perform property management functions in respect of certain of the Properties. To the extent the Trust relies upon such management companies, the employees of such management companies will devote as much of their time to the management of the Properties as in their judgment is reasonably required and may have conflicts of interest in allocating management time, services and functions among the Properties and their other development, investment and/or management activities.

LITIGATION RISKS

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.

LAWS BENEFITING DISABLED PERSONS

Laws benefiting disabled persons may result in unanticipated expenses being incurred by the Trust. Under the *Americans with Disabilities Act* of 1990 (the ''**ADA**''), all places intended to be used by the public are required to meet certain federal requirements related to access and use by disabled persons. The *Fair Housing Amendments Act* of 1988 (the ''**FHAA**'') requires apartment properties first occupied after March 13, 1991 to comply with design and construction requirements for disabled access. For those projects receiving federal funds, the *Rehabilitation Act* of 1973 also has requirements regarding disabled access. These and other federal, state and local laws may require modifications to the Trust properties, or affect renovations of the properties. Non-compliance with these laws could result in the imposition of fines or an award of damages to private litigants and could also result in an order to correct any non-complying feature, which could result in substantial capital expenditures. Although the Trust believes that the properties are substantially in compliance with present requirements, the Trust may incur unanticipated expenses to comply with the ADA, the FHAA, and the *Rehabilitation Act* of 1973 in connection with the ongoing operation or redevelopment of the properties.

POTENTIAL CONFLICTS OF INTEREST WITH TRUSTEES

There are potential conflicts of interest to which some of the trustees, officers, insiders and promoters of the Trust will be subject in connection with the operations of the Trust. Conflicts, if any, will be subject to the procedures and remedies as provided under the Ontario Business Corporations Act.

INTERNAL CONTROLS

Effective internal controls are necessary for the Trust to provide reliable financial reports and to help prevent fraud. Although the Trust will undertake several procedures and will implement a number of safeguards in order to help ensure the reliability of its financial reports, in each case, including those imposed on the Trust under Canadian securities law, the Trust cannot be certain that such measures will ensure that the Trust will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Trust's results of operations or cause it to fail to meet its reporting obligations. If the Trust or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Trust's consolidated financial statements and material adverse effect on the trading price of the units.

U.S. LAWS AND REGULATIONS

The Trust carries on business in the U.S. and, accordingly, is subject to United States federal, state and local laws, rules, regulations and requirements. Although the Trust believes that the Properties are substantially in compliance with present laws, rules, regulations and requirements, the Trust may incur unanticipated expenses to comply

with such laws, rules, regulations and requirements. Noncompliance with these laws, rules, regulations and requirements could have a material adverse effect on the Trust's business, cash flows, financial condition and results of operations and could result in, among other things, the imposition of fines or an award of damages to private litigants and could result in an order to correct any non-complying feature of the Properties, which could result in substantial capital expenditures.

U.S. CURRENCY RISK

The Convertible Debenture financing was obtained in Canadian Dollars but invests in the US Market using US Dollars. Accordingly, the Trust has a risk that the value of the US Dollar will increase requiring more Canadian Dollars. In addition, the finance costs are paid in Canadian Dollars and a decrease in the US Dollar at such time will adversely affect the Trust.

FLORIDA, GEORGIA & TEXAS WEATHER

Florida, Georgia, and Texas historically have experienced periods of extreme weather that have resulted in periods of severe thunderstorms, tornadoes, wind, and rain damage. Extreme weather, including hurricanes and/or tornadoes, can have a negative impact upon the Trust's operating results and financial condition, including damage to property and equipment, increasing material costs, increasing labour costs, increasing insurance premiums, increased time to completion of renovation due to the foregoing factors, and increase in government regulations with respect to setbacks, drainage and engineering of seawalls, and other protective features.

LIQUIDITY

The Trust is a relatively new issuer and there can be no assurance that an active trading market in the units will be sustained. There is a significant liquidity risk associated with an investment in the units.

RELIANCE ON ASSUMPTIONS

The Trust's investment objectives and strategy have been formulated based on the analysis and expectations regarding recent economic developments in the U.S., the future recovery of U.S. real estate markets in general, and the U.S. to Canadian dollar exchange rate. Such analysis may be incorrect and such expectations may not be realized.

GENERAL REAL ESTATE OWNERSHIP RISKS

All real property investments are subject to risks generally incident to the ownership, remodeling, operation, and sale of real estate, including: (a) changes in general economic or local conditions; (b) changes in supply of or demand for similar or competing properties in a particular geographic area; (c) bankruptcies, financial difficulties, or defaults by vendors, contractors, tenants, and others; (d) increases in operating costs, such as taxes and insurance; (e) the inability to achieve occupancy at rental rates adequate to produce desired financial returns; (f) periods of high interest rates and tight money supply; (g) excess supply of rental properties in the market area; (h) liability for uninsured losses resulting from natural disasters or other perils; (i) liability for environmental hazards; (j) changes in tax, real estate, or environmental laws or regulations; and (k) changes in availability of financing. For these and other reasons, no assurance can be given that the investment will be profitable or that it will achieve its financial objectives.

Certain significant expenditures, including property taxes, maintenance costs, 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. Real property investments tend to be relatively illiquid. This illiquidity will limit the ability of the Trust to respond to changing economic or investment conditions. If the Trust were required to liquidate assets quickly, there is a risk the proceeds realized from such a 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 a particular type 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. The ability to rent un-leased suites 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. The ability to declare and pay dividends, if any, 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 favourable 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 declare and pay dividends, if any, to Unitholders.

Historical occupancy rates and revenues are not necessarily an accurate prediction of the future occupancy rates for the properties or revenues to be thus derived. Reported estimates of market rent can be seasonal and the significance of any variations from quarter to quarter would material adverse effect the Trust's annualized estimated gain-to-lease amount. There can be no assurance that upon the expiration or termination of existing leases that 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.

The short-term nature of residential tenant leases exposes the Trust to the effects of declining market rent, which could have a material adverse effect on the Trust's results from operations and ability to declare and pay dividends, if any. Most of the Trust's residential tenant leases will be for a term of one year or less. Because the Trust's residential tenant leases generally permit residents to leave at the end of their lease term without any penalty, the Trust's rental revenue may have material adverse effects by declines in market rents more quickly than if such leases were for longer terms.

SUBSTITUTIONS FOR RESIDENTIAL RENTAL UNITS

Demand for the properties is impacted by and inversely related to the relative cost of home ownership. The cost of home ownership depends upon, among other things, interest rates offered by financial institutions on mortgages and similar home financing

transactions. With the recent global economic crisis and its impact on the U.S. credit markets, interest rates offered by financial institutions for financing home ownership have been at historically low levels. If the interest rates offered by financial institutions for home ownership financing remain low, demand for rental properties may be adversely affected. A reduction in the demand for rental properties may have a material adverse effect on the Trust's ability to lease suites in the properties and on the rents charged. This, in turn, may have a material adverse effect on the Trust's business, cash flows, financial condition, and results of operations and the ability to declare and pay any dividends, if any, to Unitholders.

COMPETITION

The multi-family property sector is highly competitive. The Trust faces competition from many sources, including individuals, Trust's or other entities engaged in real estate investment activities, many of whom have greater financial resources than the Trust. There is also competition from other rental properties in the immediate vicinity of the various properties and the broader geographic areas where the properties are and will be located. Furthermore, the properties that the Trust owns or may acquire compete with numerous housing alternatives in attracting tenants, including home ownership. The relative demand for such alternatives may be increased by declining mortgage interest rates, government programs which promote home ownership, or other events or initiatives which increase the affordability of such alternatives to the properties and could have a material adverse effect on the Trust's ability to retain tenants and increase or maintain rental rates. Such competition 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 the ability to declare and pay any distributions, if any, to Unitholders.

The competition for the properties available for sale may significantly increase the cost of acquiring such assets and may result in such assets being acquired by the Trust at prices or on terms which are comparatively less favourable to the Trust or may result in such assets being acquired by competitors of the Trust. In addition, the number of entities seeking to acquire multi-family properties, and/or the amount of funds competing for such acquisitions may increase. Increases in the cost to the Trust of acquiring properties may material adverse effect on the ability of the Trust to acquire such properties on favourable terms and may otherwise have a material adverse effect on the Trust's business, cash flows, financial condition and results of operations and ability to declare and pay any distributions to Unitholders.

In addition, over-building in the multi-family sector in the United States may increase the supply of total multi-family properties, further increasing the level of competition in those markets.

CHANGES IN APPLICABLE LAWS

The Trust's operations must comply with numerous federal, state, 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 residential landlord/tenant laws; or (iii) other governmental rules and regulations or enforcement policies affecting the development, use, and operation of the properties, including changes to building codes and fire and life-safety codes.

ENVIRONMENTAL MATTERS

Under various environmental and ecological laws, the Trust and/or its subsidiaries could become liable for the costs of removal or remediation of certain hazardous or toxic substances released on or in one or more of the properties or disposed of at other locations. The failure to deal effectively with such substances may adversely affect the Trust's ability to sell such property and could potentially also result in claims against the Trust by third parties.

THE COSTS OF SECURING POSSESSION AND CONTROL OF NEWLY ACQUIRED PROPERTIES MAY EXCEED EXPECTATIONS

Upon acquiring a new property, the Trust may have to evict residents who are in unlawful possession before the Trust can secure possession and control of the property. The holdover occupants may be the former owners or tenants of a property, or they may be squatters or others who are illegally in possession. Securing control and possession from these occupants can be both costly and time-consuming. If these costs and delays exceed our expectations in a large proportion of newly acquired properties, the Trust's financial performance may suffer because of the increased expenses incurred or the unexpected delays in turning the properties into revenue-producing assets.

THE COSTS ARISING FROM RENOVATION OF PROPERTIES

The Trust expects that many of the properties will require some level of renovation immediately upon their acquisition or in the future following expiration of a lease or otherwise. The Trust may acquire properties that it plans to extensively renovate. The Trust may also acquire properties that it expects to be in good condition only to discover unforeseen defects and problems that require extensive renovation and capital expenditures. In addition, the Trust will be required to make ongoing capital improvements and replacements and may need to perform significant renovations to reposition properties in the rental market. The Trust's properties will have infrastructure and appliances of varying ages and conditions. Consequently, the Trust expects that its management will routinely retain independent contractors and trade professionals to perform physical repair work and will be exposed to all the risks inherent in property renovation, including potential cost overruns, increases in labour and materials costs, delays by contractors in completing work, delays in the timing of receiving necessary work permits, certificates of occupancy, and poor workmanship. Although the Trust does not expect that renovation difficulties on any individual property will be significant to its overall results, if the assumptions regarding the costs or timing of renovation across the Trust's portfolio prove to be materially inaccurate, the Trust's earnings and distributable cash may be adversely affected.

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 declare

and pay dividends, if any. 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 because 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 experience because 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 because 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, water, 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 the ability to make, declare, and pay any dividends. Unlike commercial leases, which generally are ''net'' leases and allow a landlord to recover expenditures from tenants, residential leases are generally ''gross'' leases, and the landlord is not able to pass on costs to its tenants. Generally, the Trust's leases with tenants require the tenant to pay directly for their own utilities. The timing and amount of capital expenditures by the Trust will affect the amount of any distributions available to Unitholders.

INTEREST RATE RISK

Interest rate risk is the combined risk that the Trust would experience a loss because of its exposure to a higher interest rate environment (interest rate risk) and the possibility that at the end of a mortgage term the Trust would be unable to renew the maturing debt either with the existing lender or a new lender (renewal risk).

The Trust will seek to manage its interest rate risk by negotiating, where possible, fixed interest rates on all its debt.

ASSUMPTIONS MAY PROVE INACCURATE

In determining whether a particular property meets its investment criteria, the Trust makes several assumptions, including assumptions related to estimated time of possession and estimated renovation costs and time frames, annual operating costs, market rental rates and potential rent amounts, time from purchase to leasing, and tenant default rates. These assumptions may prove inaccurate, causing the Trust to pay too much for properties it acquires, to overvalue properties or to have properties not perform as expected, and adjustments to the assumptions made in evaluating potential purchases may result in fewer properties qualifying under the Trust's investment criteria. Reductions in the supply of properties that meet the Trust's investment criteria may adversely affect the Trust's operating results and ability to implement its business plan.

Furthermore, the properties are likely to vary materially in terms of time to possession, renovation, quality and type of construction, location, and hazards. The Trust's success will depend on its ability to acquire properties that can be quickly possessed, renovated, repaired, upgraded, and rented with minimal expenses and maintained in rentable condition. The Trust's ability to identify and acquire such properties will be fundamental to its success.

In addition, the recent market and regulatory environments relating to multi-family properties have been changing rapidly, making future trends difficult to forecast.