Condensed Consolidated Interim Financial Statements
(In Canadian dollars)

AGELLAN COMMERCIAL REAL ESTATE INVESTMENT TRUST

Three and nine months ended September 30, 2018 and 2017
(Unaudited)

AGELLAN COMMERCIAL REAL ESTATE INVESTMENT TRUST

Condensed Consolidated Interim Statements of Financial Position
(In thousands of Canadian dollars)
(Unaudited)

	September 30, 2018	December 31, 2017
Assets		
Non-current assets:		
Investment properties (note 5)	$ 622,836	$ 808,875
Equity-accounted investment (note 3(c))	34,123	–
Other assets (note 6)	2,263	2,570
Total non-current assets	659,222	811,445
Current assets:		
Other assets (note 6)	20,511	8,609
Derivative instruments (note 16)	802	807
Accounts receivable	2,223	2,388
Cash and cash equivalents	41,791	9,519
Total current assets	65,327	21,323
Total assets	$ 724,549	$ 832,768
Liabilities and Unitholders' Equity		
Non-current liabilities:		
Mortgages payable (note 8)	$ 229,101	$ 229,993
Loans facility (note 9)	–	91,594
Class B LP Units (note 10)	11,760	10,401
Deferred income tax liability (note 17)	25,392	19,011
Total non-current liabilities	266,253	350,999
Current liabilities:		
Derivative instruments (note 16)	16	–
Current portion of mortgages payable (note 8)	5,501	70,432
Tenant rental deposits and prepaid rent	4,806	9,343
Accounts payable and accrued liabilities (note 7)	24,370	24,908
Distributions payable	2,275	2,122
Finance costs payable	894	1,039
Total current liabilities	37,862	107,844
Total liabilities	304,115	458,843
Unitholders' equity	420,434	373,925
Total liabilities and unitholders' equity	$ 724,549	$ 832,768

Commitments and contingencies (note 22)
Subsequent events (notes 9 and 24)

See accompanying notes to condensed consolidated interim financial statements.

The condensed consolidated interim financial statements were approved by the Board on November 13, 2018 and signed on its behalf by:

"Frank Camenzuli" Trustee

"Glen Ladouceur" Trustee

AGELLAN COMMERCIAL REAL ESTATE INVESTMENT TRUST

Condensed Consolidated Interim Statements of Income and Comprehensive Income
(In thousands of Canadian dollars, except per unit amounts)
(Unaudited)

	Three months ended September 30, 2018	Three months ended September 30, 2017	Nine months ended September 30, 2018	Nine months ended September 30, 2017
Revenue:				
Rental (note 13)	$ 17,834	$ 25,625	$ 67,035	$ 73,182
Other income	2,149	645	3,775	1,967
	19,983	26,270	70,810	75,149
Expenses (income):				
Property operating	4,467	7,142	16,965	20,162
Property taxes	–	668	13,057	12,929
General and administrative (note 14)	2,123	1,794	5,730	4,806
Deferred income taxes (note 17)	(385)	3,826	5,744	7,028
Fair value adjustment on:				
Investment properties (note 5)	357	(12,383)	(41,303)	(14,213)
IFRIC 21 adjustment on investment properties (note 5)	2,901	3,021	(2,717)	(2,239)
Investment in limited partnership	(35)	(30)	(170)	(41)
Investment in Class B LP Units (note 10)	9	–	1,359	–
Loss on sale of investment properties (note 4)	1,642	494	3,671	516
Amortization of other assets	145	–	434	–
	11,224	4,532	2,770	28,948
Income before finance costs	8,759	21,738	68,040	46,201
Finance costs (note 15)	3,055	3,326	11,499	9,911
Net income	5,704	18,412	56,541	36,290
Other comprehensive income (loss):				
Reclassified subsequently to income when specific conditions are met:				
Unrealized gain (loss) on translation of U.S. dollar-denominated foreign operations	(6,018)	(9,555)	8,699	(17,933)
Comprehensive income (loss)	$ (314)	$ 8,857	$ 65,240	$ 18,357

See accompanying notes to condensed consolidated interim financial statements.

AGELLAN COMMERCIAL REAL ESTATE INVESTMENT TRUST

Condensed Consolidated Interim Statements of Changes in Unitholders' Equity
(In thousands of Canadian dollars, except per unit amounts)
(Unaudited)

Nine months ended September 30, 2018	Amounts of unit capital (note 11)	Accumulated distributions	Net income	Other comprehensive income	Total
Unitholders' equity, January 1, 2018	$ 311,317	$ (95,867)	$ 135,234	$ 23,241	$ 373,925
Units issued, incentive fee	464	–	–	–	464
Units issued, net of issuance costs	170	–	–	–	170
Net income	–	–	56,541	–	56,541
Other comprehensive income	–	–	–	8,699	8,699
Distributions	–	(20,005)	–	–	(20,005)
Distribution reinvestment plan	640	–	–	–	640
Unitholders' equity, September 30, 2018	$ 312,591	$ (115,872)	$ 191,775	$ 31,940	$ 420,434

Distributions per unit for the nine months ended September 30, 2018 - $0.606.

Nine months ended September 30, 2017	Amounts of unit capital (note 11)	Accumulated distributions	Net income	Other comprehensive income (loss)	Total
Unitholders' equity, January 1, 2017	$ 257,485	$ (70,745)	$ 82,591	$ 40,364	$ 309,695
Units issued, incentive fee	509	–	–	–	509
Units issued, net of issuance costs	52,591	–	–	–	52,591
Net income	–	–	36,290	–	36,290
Other comprehensive loss	–	–	–	(17,933)	(17,933)
Distributions	–	(18,756)	–	–	(18,756)
Distribution reinvestment plan	545	–	–	–	545
Unitholders' equity, September 30, 2017	$ 311,130	$ (89,501)	$ 118,881	$ 22,431	$ 362,941

Distributions per unit for the nine months ended September 30, 2017 - $0.589.

See accompanying notes to condensed consolidated interim financial statements.

AGELLAN COMMERCIAL REAL ESTATE INVESTMENT TRUST

Condensed Consolidated Interim Statements of Cash Flows
(In thousands of Canadian dollars, except per unit amounts)
(Unaudited)

	Three months ended September 30, 2018	Three months ended September 30, 2017	Nine months ended September 30, 2018	Nine months ended September 30, 2017
Cash flows from (used in) operating activities:				
Net income	$ 5,704	$ 18,412	$ 56,541	$ 36,290
Adjustments for items not involving cash:				
Straight-line rents adjustment	472	(480)	440	(1,399)
Amortization of lease incentive	748	803	2,484	2,021
Fair value adjustment on investment properties (note 5)	3,258	(9,362)	(44,020)	(16,452)
Fair value adjustment on investment in limited partnership	(35)	(30)	(170)	(41)
Fair value adjustment on investment in Class B LP Units	9	–	1,359	–
Finance costs (note 15)	2,792	3,417	11,374	9,832
Loss on sale of investment properties (note 4)	1,642	494	3,671	516
Amortization of other assets	145	–	434	–
Net loss from equity accounted investment	75	–	75	–
Change in non-cash operating working capital:				
Other assets	(12,521)	(3,192)	(11,417)	(3,222)
Accounts receivable	(670)	(746)	965	17
Tenant rental deposits and prepaid rent	(2,949)	(985)	(1,875)	768
Deferred income tax liability	(385)	3,826	5,744	7,028
Accounts payable and accrued liabilities	5,942	(2,049)	9,965	11,203
	4,227	10,108	35,570	46,561
Cash flows from (used in) financing activities:				
Proceeds from issuance of units (note 11(a))	–	–	–	52,591
Proceeds from mortgages payable	–	10,305	10,269	30,087
Proceeds from loans payable	–	130	24,349	68,449
Repayment of loans payable	–	(32,005)	(116,427)	(84,855)
Repayment of mortgage	(15,097)	–	(80,253)	(12,009)
Financing fees paid	(2)	(450)	(306)	(959)
Principal payments	(1,277)	(1,628)	(4,501)	(4,730)
Interest paid	(2,875)	(4,412)	(11,179)	(12,773)
Distributions paid	(6,450)	(6,177)	(19,264)	(17,895)
	(25,701)	(34,237)	(197,312)	17,906
Cash flows from (used in) investing activities:				
Additions to other assets	(1)	–	(35)	–
Acquisition of investment properties (note 3(b))	–	–	(22,546)	(58,010)
Equity-accounted investment, net (note 3(c))	(34,198)	–	(34,198)	–
Proceeds from disposition of investment properties (note 4)	28,050	37,753	271,577	37,731
Additions to investment properties	(3,795)	(8,722)	(9,245)	(36,991)
Change in restricted cash	1,127	63	(554)	(333)
Distribution from (investment in) limited partnership	23	31	104	(855)
	(8,794)	29,125	205,103	(58,458)
Effect of exchange rates	(5,014)	1,667	(11,089)	1,180
Increase (decrease) in cash and cash equivalents	(35,282)	6,663	32,272	7,189
Cash and cash equivalents, beginning of period	77,073	8,272	9,519	7,746
Cash and cash equivalents, end of period	$ 41,791	$ 14,935	$ 41,791	$ 14,935
Supplemental disclosure for non-cash activities:				
Units issued under the distribution reinvestment plan (note 11(b))	$ 224	$ 184	$ 640	$ 545
Deferred Unit Incentive Plan liability adjustment (note 12)	(170)	38	(170)	90
Units issued under incentive fee (note 21(f))	–	–	464	509

See accompanying notes to condensed consolidated interim financial statements.

Agellan Commercial Real Estate Investment Trust (the "REIT") is an open-ended real estate investment trust established under, and governed by, the laws of the Province of Ontario, pursuant to a Declaration of Trust dated November 1, 2012 and amended and restated on January 24, 2013 and November 13, 2017. The REIT commenced operations on January 25, 2013 when it issued units for cash, pursuant to an initial public offering.

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

1. Basis of preparation:

Statement of compliance:

These condensed consolidated interim financial statements of the REIT have been prepared by management in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting. Accordingly, certain information and note disclosures normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been omitted or condensed. The December 31, 2017 financial information has been derived from the December 31, 2017 annual audited consolidated financial statements.

2. Significant accounting policies:

The accounting policies applied by the REIT in these unaudited condensed consolidated interim financial statements are the same as those applied by the REIT as at and for the year ended December 31, 2017, except for the accounting standard implemented in 2018 as described below.

Accounting standards implemented in 2018:

On January 1, 2018, the REIT implemented IFRS 15, Revenue from Contracts with Customers ("IFRS 15") and IFRS 9, Financial Instruments ("IFRS 9"), in accordance with IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors.

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

In 2014, the International Accounting Standard Boards ("IASB") issued IFRS 15, replacing IAS 18, Revenue, IAS 11, Construction Contracts, and related interpretations. IFRS 15 contains a single, control-based model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized.

The REIT adopted the standard on January 1, 2018 and applied the requirements of the standard retrospectively. The REIT applied the practical expedient in which contracts that began and were completed within the same annual reporting period before December 31, 2017 or are completed on January 1, 2017 do not require restatements.

The implementation of IFRS 15 did not have a significant impact on the REIT. The REIT has disclosed the disaggregation of revenue from lease and other components, which include recoveries of property tax and insurance and recoveries of property operating in note 13. The REIT has reclassified amounts reported for minimum rent and recoveries in the prior period to conform to the current periods presentation of revenue.

2. Significant accounting policies (continued):

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

In 2014, the IASB issued IFRS 9, replacing IAS 39, Financial Instruments - Recognition and Measurement ("IAS 39"), and related interpretations. IFRS 9 contains revised guidance on the classification and measurement of financial assets, including impairment and a new general hedge accounting model.

The REIT adopted the standard on January 1, 2018 and applied the requirements for classification and measurements, including impairment, retrospectively with no restatement of comparative periods. The REIT also applied related amendments to IFRS 7, Financial Instruments - Disclosures ("IFRS 7").

(i) Classification and measurement:

IFRS 9 contains a new classification and measurement approach which requires financial assets to be classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contain three principal classification categories for financial assets: amortized cost, fair value through other comprehensive income, and fair value through profit and loss ("FVTPL"). Financial liabilities are classified and measured in two categories: amortized costs or FVTPL. Under IFRS 9, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are not separated, but the hybrid financial instrument as a whole is assessed for classification.

2. Significant accounting policies (continued):

The adoption of the new classification requirements under IFRS 9 did not result in a significant change in measurement or the carrying amount of financial assets and liabilities. The following table summarizes the classification impacts upon adoption of IFRS 9:

	Classification under IAS 39	Classification under IFRS 9
Financial assets:		
Accounts receivable	Loans and receivables	Amortized cost
Cash and cash equivalents	Loans and receivables	Amortized cost
Other receivables	Loans and receivables	Amortized cost
Investment in limited partnership	Fair value through profit loss	Fair value through profit loss
Financial liabilities:		
Mortgages payable	Other liabilities	Amortized cost
Loans facility	Other liabilities	Amortized cost
Tenant rental deposits and prepaid rent	Other liabilities	Amortized cost
Accounts payable and accrued liabilities	Other liabilities	Amortized cost
Class B LP Units	Fair value through profit loss	Fair value through profit loss
Finance costs payable	Other liabilities	Amortized cost
Derivative instruments	Fair value through profit loss	Fair value through profit loss
Distributions payable	Other liabilities	Amortized cost

Financial assets are not reclassified subsequent to their initial recognition, unless the REIT identifies changes in its business model in managing financial assets and would reassess the classification of financial assets.

(ii) Impairment:

IFRS 9 replaces the 'incurred loss' model in IAS 39 with a forward-looking 'expected credit loss' ("ECL") model. The ECL model requires considerable judgment, including consideration of how changes in economic factors affect ECLs, which will be determined on a probability-weighted basis. The new impairment model is applied to the REIT's financial assets measured at amortized cost.

2. Significant accounting policies (continued):

The REIT adopted the practical expedient to determine ECL on account receivables using a provision matrix based on historical credit loss experiences to estimate lifetime ECL. The ECL models applied to other financial assets also required judgment, assumptions and estimations on changes in credit risks, forecasts of future economic conditions and historical information on the credit quality of the financial asset. The provision matrix and ECL models applied did not have a significant impact on the REIT's financial assets measured at amortized costs.

Impairment losses are recorded in general and administrative expenses in the condensed consolidated interim statements of income and comprehensive income and reduces the carrying amount of the financial asset. In periods subsequent to the impairment where the impairment loss has decreased the previously recognized impairment loss is reversed through the condensed consolidated interim statements of income and comprehensive income. The impairment reversal is limited to the lesser of the decrease in impairment or the extent that the carrying amount of the financial asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized, after the reversal.

(iii) General hedging:

IFRS 9 also includes a new general hedge accounting standard which aligns hedge accounting more closely with risk management objectives and strategy and forward-looking approach to assessing hedge effectiveness. The REIT does not currently apply hedge accounting.

2. Significant accounting policies (continued):

(c) Future accounting standards:

IFRS 16, Leases ("IFRS 16"):

In January 2016, the IASB issued IFRS 16. The new standard will replace existing lease guidance in IFRS and related interpretations, and requires lessees to bring most leases on-balance sheet. Lessor accounting remains similar to the current standard. However, the REIT is evaluating the identification of lease components and non-lease components in accordance with the new requirements. IFRS 16 is only applicable to lease components and therefore other standards, such as IFRS 15, will apply to non-lease components of contracts. The REIT is evaluating whether this will have a measurement impact. The new standard is effective for years beginning on January 1, 2019. The extent of the impact of adoption of the standard has not yet been determined.

(d) Joint arrangements:

Joint arrangements are an arrangements of which two or more parties have joint control. Joint control is the contractual sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. Joint arrangements are classified as either joint operations or joint ventures depending on the REIT's rights and obligations in the arrangement based on factors such as the structure, legal form, and contractual terms.

The REIT's investment is classified as a joint venture recorded using the equity method and is initially recognized at costs and adjusted thereafter to recognize the REIT's share of the net income or loss from the joint venture.

A joint venture is considered to be impaired if there is objective evidence of impairment, as a results of one more events that occurred after the initial recognition of the joint venture, and that events having a negative impact on the future cash flows of the joint venture can be reliably estimated.

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

3. Acquisitions:

(a) Business combination:

On November 13, 2017 ("Closing"), the REIT through its subsidiary, Agellan Management Limited Partnership ("Management LP"), acquired all the requisite assets of Nallega Diversified Inc. ("Nallega") (formerly Agellan Capital Partners Inc.) and internalized the REIT's asset management function (the "Acquisition and internalization"). Concurrently with the Acquisition and internalization, all the executives and other employees of Nallega became employees of the REIT or Management LP.

The aggregate consideration to Nallega comprised of: (i) Issuance of 871,080 Class B LP Units, and (ii) Cash consideration of up to $3,000 payable to Nallega contingent on certain performance hurdles to be met in fiscal years 2018 and 2019. On Closing, the fair value of the Class B LP Units was $10,122 and fair value of the contingent cash considerations was determined to be nil.

The Acquisition and internalization transaction has been recognized as a business combination and transaction costs of $422 were expensed during 2017. The REIT recognized all identifiable assets acquired which were measured at their respective fair values on Closing as follows:

Nallega management agreements with the REIT	$	8,443
Acquired assets:		
Intangible assets - third-party management agreement		1,639
Fixed assets		40
Total fair value	$	10,122
Fair value of Class B LP Units issued	$	10,122
Contingent cash considerations		–
Fair value of consideration	$	10,122

The portion of purchase price allocated to Nallega's management agreement with the REIT was expensed in general and administrative during 2017.

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

3. Acquisitions (continued):

(b) Asset acquisitions:

On May 18, 2018, the REIT acquired a property located in Laurel, Maryland for a total purchase price of $6,770 (including acquisition costs and closing adjustments of $117). The REIT assumed a net working capital liability of $24, comprising costs related to deferred revenue of $26, accounts payable and accrued liabilities of $5 and prepaid expense of $7.

On April 30, 2018, the REIT acquired seven properties located in Dallas, Texas for a total purchase price of $15,755 (including acquisition costs and closing adjustments of $95). The REIT assumed a net working capital asset of $45, comprising costs related to deferred revenue of $6, accounts payable and accrued liabilities of $96, tenant rental deposits and prepaid rent of $174 and restricted cash of $321.

Investment property (includes acquisitions costs and closing adjustments of $212)	$ 22,525
Working capital assumed, net	21
Net assets acquired	$ 22,546
Consideration paid	$ 22,546

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

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

3. Acquisitions (continued):

On April 25, 2017, the REIT acquired a property located in Flint, Michigan for a total purchase price of $21,877 (including acquisition costs and closing adjustments of ($130)). The REIT assumed a net working capital liability of $60, comprising costs related to deferred revenue of $60. The transaction has been recognized as an asset acquisition. In consideration, the REIT paid cash. This property was previously managed by the REIT's external manager, Nallega, and certain principals of Nallega had an interest in the property.

On June 27, 2017, the REIT acquired eight properties located in Chicago, Illinois for a total purchase price of $37,118 (including acquisition costs and closing adjustments of ($192)). The REIT assumed a net working capital liability of $925, comprising costs related to tenant rental deposits and prepaid rent of $196, accounts payable and accrued liabilities of $345 and deferred revenue of $384. Consideration was paid in cash using proceeds from obtaining new financing of $19,782 and the remaining from cash on hand.

Investment properties (includes acquisition costs and closing adjustments of $322)[i]	$ 58,995
Working capital assumed, net	(985)
Net assets acquired	$ 58,010
Consideration paid	$ 58,010

[i] IFRIC 21 adjustment of $551 related to U.S. property taxes liability assumed on acquisitions is recorded as an offset to investment properties.

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

3. Acquisitions (continued):

(c) Equity-accounted investment:

On September 28, 2018, the REIT acquired, through a limited partnership, a 50% interest in a property located in Newnan, Georgia for a purchase price of $34,198. The investment is jointly-controlled by the REIT with a private Canadian-based investor and has been classified as a joint venture accounted under the equity method.

The following table reconciles the summarized financial information to the carrying amount of the REIT's interest (50%) in the limited partnership:

	September 30, 2018
Investment property	$ 68,609
Current liabilities	(369)
Net assets	$ 68,240
REIT's share of net assets on acquisition	$ 34,198
REIT's share of net assets as at September 30, 2018	$ 34,123

	Three months ended September 30, 2018	Nine months ended September 30, 2018
Revenue	$ 37	$ 37
Fair value adjustment on investment property	(186)	(186)
Net loss	$ (149)	$ (149)
REIT's share of net income (loss) recorded in other income	$ (75)	$ (75)

The fair value of the REIT's interest in the investment property was determined using the discounted cash flow method and reflect Level 3 inputs.

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

4. Dispositions:

On May 31, 2018, the REIT disposed of one investment property for a gross sale price of $256,250 adjusted for financial obligations under vendor lease and other selling price adjustments, as well as accruals for leasing cost obligations of $10,876. Selling costs incurred on the transaction were ($2,277) and are recognized as a loss on sale of investment properties. The proceeds received, net of selling costs, headlease and other transaction and working capital adjustment, were $243,527.

Gross sale price	$ 256,250
Vendor lease and other adjustments	(10,475)
Working capital adjustments	29
Selling costs	(2,277)
Net proceeds	$ 243,527

On July 13, 2018, the REIT disposed of one investment property for a gross sale price of $29,832. Selling costs incurred on the transaction were $1,394 and are recognized as loss on sale of investment properties. The proceeds received, net of working capital adjustments, were $28,050.

Gross sale price	$ 29,832
Working capital adjustments	(388)
Selling costs	(1,394)
Net proceeds	$ 28,050

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

4. Dispositions (continued):

On July 27, 2016, the REIT entered into agreements with certain arm's-length private purchasers to sell the REIT's partnership interest in a limited partnership created by the REIT to own a car dealership and corporate head office pursuant to a lease agreement with the tenant. On September 29, 2017, the REIT disposed of its interest in the limited partnership for a gross sale price of $42,276, as detailed below:

Gross sale price	$ 42,276
Other transaction and working capital adjustments	(1,810)
Other receivable in escrow for construction holdbacks and remaining development work (note 6)	(2,978)
Selling costs (December 31, 2016 - $52)	(571)
Net proceeds	$ 36,917

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

5. Investment properties:

	September 30, 2018	December 31, 2017
Balance, beginning of period	$ 808,875	$ 759,494
Acquisition of investment properties (note 3(b))	22,525	58,995
Additions - capital expenditures[(i)]	3,962	25,528
Additions - leasing costs, net of amortization of lease incentives of $2,484 (December 31, 2017 - $2,316)	2,745	18,821
Straight-line rents adjustment	(441)	1,521
Fair value adjustment	41,303	24,186
IFRIC 21 fair value adjustment	2,717	–
IFRIC 21 property taxes liability adjustment	(2,717)	–
Disposition of investment properties (note 4)	(275,607)[(iii)]	(39,585)[(ii)]
Foreign exchange impact on translation of U.S. operations	19,474	(40,085)
Balance, end of period	$ 622,836	$ 808,875

(i) Includes interest capitalized on a qualifying development project of nil (December 31, 2017 - $1,469).

(ii) The fair value reflects the gross sale price of an investment property of $42,276, net of certain other transaction adjustments and remaining costs on development of $2,691 at the date of disposition (note 4).

(iii) The fair value reflects the gross sale price of investment properties of $286,082, net of certain adjustments for financial obligations under a vendor lease and other transaction adjustments of $(10,475) (note 4).

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

(a) External appraisals:

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

The aggregate appraised value of properties externally appraised during the nine months ended September 30, 2018 totalled $97,468 (December 31, 2017 - $395,129).

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

5. Investment properties (continued):

(b) Internal valuations:

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

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

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

September 30, 2018	Canada	United States
Discount rates - range	7.50%	7.00% - 12.00%
Discount rate - weighted average	7.50%	8.65%
Terminal capitalization rates - range	7.25%	6.50% - 11.50%
Terminal capitalization rate - weighted average	7.25%	7.86%

December 31, 2017	Canada	United States
Discount rates - range	7.25%	7.00% - 12.00%
Discount rate - weighted average	7.25%	8.64%
Terminal capitalization rates - range	7.00%	6.50% - 11.50%
Terminal capitalization rate - weighted average	7.00%	7.88%

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

5. Investment properties (continued):

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

	September 30, 2018	December 31, 2017
Weighted average discount rate:		
25-basis points increase	$ (11,262)	$ (14,222)
25-basis points decrease	11,526	14,558
Weighted average terminal capitalization rate:		
25-basis points increase	(11,312)	(14,882)
25-basis points decrease	12,072	15,909

6. Other assets:

	September 30, 2018	December 31, 2017
Current:		
Prepaid expenses	$ 1,231	$ 1,571
Restricted cash	3,115	4,416
Deposits in escrow	16,117	906
Other receivables in escrow (note 4)	48	1,716
	20,511	8,609
Non-current:		
Investment in limited partnership	964	871
Third-party management agreements (note 3(a))	1,216	1,639
Fixed assets, net of depreciation of $13 (note 3(a))	83	60
	2,263	2,570
	$ 22,774	$ 11,179

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

6. Other assets (continued):

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

On April 18, 2017, the REIT acquired a 9% non-controlling interest in a limited partnership that holds a property located in Tampa, Florida for a purchase price of $859. Consideration was paid in cash. The investment has been recognized as a financial asset at FVTPL and included in other assets. The general partner of the limited partnership is a related party to the REIT as it is controlled by an officer of the REIT.

7. Accounts payable and accrued liabilities:

	September 30, 2018	December 31, 2017
Trade payable	$ 745	$ 1,598
Realty tax payable	7,699	7,842
Other payables and accruals	15,926	15,468
	$ 24,370	$ 24,908

8. Mortgages payable:

	September 30, 2018	December 31, 2017
Current:		
Mortgages payable	$ 5,353	$ 69,771
Unamortized mark-to-market premium	552	1,109
Unamortized financing fees	(404)	(448)
	5,501	70,432
Non-current:		
Mortgages payable	230,036	230,936
Unamortized mark-to-market premium	–	335
Unamortized financing fees	(935)	(1,278)
	229,101	229,993
	$ 234,602	$ 300,425

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

8. Mortgages payable (continued):

The mortgages payable are secured by charges on 39 investment properties. Mortgages payable include financing fees and a mark-to-market premium which are amortized into finance costs over the terms of the related mortgages, using the effective interest rate method. At September 30, 2018, the condensed consolidated interim statements of financial position included financing fees of $3,208 (December 31, 2017 - $2,996) and accumulated amortization of $1,869 (December 31, 2017 - $1,270). The mortgages carry a weighted average interest rate of 4.25% (December 31, 2017 - 4.46%) and mature at various dates between 2018 and 2027.

Included in mortgages payable is one Canadian dollar denominated mortgage of nil (December 31, 2017 - $2,011) which is at a variable interest rate. Interest is charged at 250-basis points over the 90-day Canadian Dollar Offered Rate.

Included in mortgages payable are U.S. dollar-denominated mortgages of $235,389 (U.S. $181,838) (December 31, 2017 - $298,696 (U.S. $238,100)). Of these mortgages, $44,717 (U.S. $34,544) (December 31, 2017 - $43,915 (U.S. $35,005)) have a variable interest rate. The REIT has entered into interest rate swap contracts to limit its exposure to fluctuations in interest rates (note 16).

The following table shows the change in mortgages payable:

	September 30, 2018	December 31, 2017
Opening balance, beginning of period	$ 300,425	$ 310,955
Proceeds from mortgages payable	10,269	29,844
Repayments of mortgages payable	(80,253)	(11,687)
Principal payments	(4,501)	(6,410)
Financing fees paid	(118)	(697)
Amortization of mark-to-market premium	(932)	(1,726)
Amortization of financing fees	557	681
Foreign exchange impact	9,155	(20,535)
Closing balance, end of period	$ 234,602	$ 300,425

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

8. Mortgages payable (continued):

Future principal repayments at September 30, 2018 are as follows:

	Scheduled principal payments	Debt maturing during the period	Total mortgages payable	Scheduled interest payments	Total debt service	Weighted average interest rate of debt maturing
2018	$ 1,304	$ –	$ 1,304	$ 2,494	$ 3,798	0.00%
2019	5,390	43,787	49,177	9,699	58,876	3.97%
2020	3,852	41,835	45,687	6,569	52,256	3.89%
2021	3,800	–	3,800	6,129	9,929	0.00%
2022	3,221	47,954	51,175	4,530	55,705	5.31%
Thereafter	5,480	78,766	84,246	6,625	90,871	3.98%
Face value	$ 23,047	$ 212,342	$ 235,389	$ 36,046	$ 271,435	
Unamortized mark-to-market premium			552			
Unamortized financing fees			(1,339)			
Book value			$ 234,602			

9. Loans facility:

The REIT has a revolving credit facility. Subject to certain covenants, the maximum amount available to the REIT under the facility was originally $120,000 and matures on January 25, 2019. On February 28, 2018, the REIT amended the credit facility which increased the maximum amount available to $140,000 and extended the maturity date to January 25, 2020. In order to draw amounts under the facility, the REIT must grant security interest in property to lenders. Amounts can be drawn in both United States and Canadian dollars. The facility bears interest at bankers' acceptance/LIBOR plus 2.00% or prime/U.S. base rate plus 1.00% and a standby fee rate of 0.50%.

On May 31, 2018, the outstanding balance on the facility was repaid from proceeds of disposition of one investment property (note 4). The facility was previously fully secured by charges on the disposed property. As at September 30, 2018, no amounts were available to be drawn on the facility (December 31, 2017 - $91,800).

The interest rate on $60,000 drawn on the facility had been economically fixed at 3.42% using an interest rate swap (note 16). On June 1, 2018, the swap contract was terminated.

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

9. Loans facility (continued):

On July 27, 2016, the REIT had secured a non-revolving construction facility, as an addition under the original agreement, secured by charges on one Canadian property. The maximum amount available to the REIT under this construction facility was $48,000 and the facility was set to mature at the earlier of January 25, 2018 or the closing of the sale transaction. The facility bears interest at bankers' acceptance plus 2.00% or prime plus 1.00%. On September 29, 2017, the outstanding balance of the construction facility of $32,005 was repaid and extinguished on closing of the sale transaction (note 4).

On October 5, 2018, the REIT amended the terms of its revolving credit facility. Subject to certain covenants, the maximum amount available was amended to U.S. $75,000 and which is secured by charges by one investment property located in Naperville, Illinois.

Financing fees of $1,748 (December 31, 2017 - $1,560) were incurred to obtain the revolving credit facility and are amortized over the remaining term. As at September 30, 2018, unamortized finances fees totaled $293 and are recorded as prepaid expenses in other assets (December 31, 2017 - $206). The financing related to the construction facility was fully amortized.

The following table shows the change in loans facility:

	September 30, 2018	December 31, 2017
Opening balance, beginning of period	$ 91,594	$ 103,037
Proceeds from loans facility	24,349	91,825
Repayment of loan facility	(116,427)	(102,489)
Financing fees paid	(188)	(303)
Amortization of financing fees	101	431
Foreign exchange impact	571	(907)
Closing balance, end of period	$ –	$ 91,594

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

10. Class B LP Units:

	2018		2017	
	Units	Amount	Units	Amount
Class B LP Units, January 1	871,080	$ 10,401	–	$ –
Fair value adjustment	–	1,359	–	–
Class B LP Units, September 30	871,080	$ 11,760	–	$ –

On November 13, 2017, the REIT's subsidiary, Management LP, issued 871,080 Class B LP Units for a total fair value of $10,122, equal to $11.62 per unit, the price of the Units on closing of the Acquisition and internalization transaction (note 3(a)).

The Management LP is authorized to issue unlimited number of Class B LP Units. Each Class B LP Units issued is accompanied by a Special Voting Unit issued by the REIT which entitles the holder of record to one vote at meetings of the Unitholders of the REIT. The Class B LP Units are economically equivalent on a one-to-one basis to Units, receive distributions equal to the distributions paid on the Units, and are exchangeable, at the holder's option, to Units.

11. Unitholders' equity:

	2018		2017	
	Units	Amount	Units	Amount
Unit capital, January 1	32,863,428	$ 311,317	27,947,350	$ 257,485
Additional shares issued under the Distribution Reinvestment Plan program	51,285	640	48,618	545
Deferred trust units exercised	19,566	170	44,513	509
Units issued, incentive fee	40,520	464	4,807,000	52,591
Unit capital, September 30	32,974,799	$ 312,591	32,847,481	$ 311,130

11. Unitholders' equity (continued):

(a) Units:

On February 27, 2017, the REIT issued 4,807,000 Units at $11.45 per unit for total proceeds of $55,040. Costs relating to the offering, including issuance costs of $2,449, have been charged directly to unitholders' equity.

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

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

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

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

For the nine months ended September 30, 2018, the REIT issued 51,285 (2017 - 48,618) Units under the DRIP for an average stated value of $12.49 (2017 - $11.16) per Unit.

Unitholders can elect to reinvest cash distributions of the REIT.

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

12. Deferred Unit Incentive Plan:

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

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

For the nine months ended September 30, 2018, 12,072 (2017 - 6,730) DTUs were granted to trustees for services rendered. These amounts are recognized in accounts payable and accrued liabilities and general and administrative expenses.

	Nine months ended September 30,	
	2018	2017
Balance, January 1	27,329	17,966
DTUs granted for services rendered	12,072	6,730
DTUs granted through distributions	665	983
DTUs exercised in Units	(19,566)	–
DTUs settled in cash	(50)	–
Balance, September 30	20,450	25,679

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

12. Deferred Unit Incentive Plan (continued):

The movement of the DUIP liability was as follows:

	Nine months ended September 30, 2018	Nine months ended September 30, 2017
Balance, January 1	$ 280	$ 178
Compensation expense	113	–
DUIP liability adjustment	(170)	90
Balance, September 30	$ 223	$ 268

Total compensation expense recognized for the three months and nine months ended September 30, 2018 is $145 and $333 (2017 - $69 and $175), respectively. These amounts are recognized in accounts payable and accrued liabilities and general and administrative expenses.

13. Rental revenue:

	Three months ended September 30, 2018	Three months ended September 30, 2017	Nine months ended September 30, 2018	Nine months ended September 30, 2017
Minimum base rent	$ 12,104	$ 15,094	$ 41,826	$ 44,617
Recoveries of property operating expenses	3,652	7,362	17,050	19,640
Recoveries of property taxes and insurance	2,078	3,169	8,159	8,925
Rental	$ 17,834	$ 25,625	$ 67,035	$ 73,182

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

14. General and administrative expenses:

	Three months ended September 30, 2018	Three months ended September 30, 2017	Nine months ended September 30, 2018	Nine months ended September 30, 2017
Acquisitions and internalization (note 21(g))	$ –	$ –	$ 750	$ –
Asset management fee (note 21(b))	–	845	–	2,455
Incentive fee (note 21(f))	–	160	–	352
Salaries and benefits	1,596	–	3,000	–
Director fees	145	67	333	173
Corporate tax	46	35	229	165
Others expenses	336	687	1,418	1,661
	$ 2,123	$ 1,794	$ 5,730	$ 4,806

15. Finance costs:

	Three months ended September 30, 2018	Three months ended September 30, 2017	Nine months ended September 30, 2018	Nine months ended September 30, 2017
Interest:				
Loan payable	$ 184	$ 1,000	$ 1,871	$ 2,635
Mortgages payable	2,607	3,405	9,219	10,108
Amortization of financing fees	300	300	658	965
Amortization of mark-to-market premium	(213)	(434)	(932)	(1,286)
Unrealized loss (gain) on derivative instrument - interest rate swap	(51)	(78)	(501)	(265)
Unrealized loss (gain) on derivative instrument - foreign currency exchange forward	(211)	(422)	530	(1,192)
Distributions on Class B LP Units	176	–	529	–
Capitalized interest	–	(354)	–	(1,133)
	2,792	3,417	11,374	9,832
Realized loss (gain) on foreign currency exchange hedge	263	(91)	125	79
	$ 3,055	$ 3,326	$ 11,499	$ 9,911

16. Derivative instruments:

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

(a) The REIT had entered into interest rate swap agreements relating to its loans facility whereby, the REIT has agreed to exchange, at specified intervals, the difference between the fixed and variable interest amounts calculated by reference to a notional amount of $60,000 maturing July 27, 2018. The interest rate swap was terminated on June 1, 2018 (note 9).

The REIT has entered into swap agreements to fix mortgages payable of U.S. $7,557 at 3.95%, U.S. $19,193 at 3.99%, U.S. $5,592 at 3.935%. U.S. $2,202 at 3.95% for terms maturing in 2019.

The REIT recognized an unrealized gain of $51 (2017 - unrealized gain of $78) for the three months ended September 30, 2018 and an unrealized gain of $501 (2017 - unrealized gain of $265) for the nine months ended September 30, 2018, which has been recorded as finance costs.

The fair value of interest rate swap investments outstanding as at September 30, 2018 is an asset of $802 (December 31, 2017 - asset of $293).

(b) Under the terms of the foreign currency forward lock contract agreements, the REIT exchanges a fixed amount of U.S. dollars for Canadian dollars each month. The valuation of the foreign currency forward lock contract agreement was computed using Level 2 inputs, as outlined in note 23.

The total notional value of the forward contracts outstanding as at September 30, 2018 is U.S. $8,916 (December 31, 2017 - U.S. $12,587) and has a weighted average forward exchange rate of Cdn. $1.28 (December 31, 2017 - Cdn. $1.29) per United States dollar. The contracts have terms maturing to 2020.

The REIT recognized an unrealized gain of $211 (2017 - unrealized gain of $422) for the three months ended September 30, 2018 and an unrealized loss of $530 (2017 - unrealized gain of $1,192) for the nine months ended September 30, 2018, which has been recorded as finance costs.

16. Derivative instruments (continued):

The REIT recognized a loss on the settlement of foreign currency forward contracts of $263 (2017 - gain of $91) for the three months ended September 30, 2018 and a loss of $125 (2017 - loss of $79) for the nine months ended September 30, 2018, which has been recorded as finance costs.

The fair value of the foreign currency forward lock instruments as at September 30, 2018 is a liability of $16 (December 31, 2017 - asset of $514).

17. Income taxes:

The REIT has certain subsidiaries in Canada and the United States, which are subject to income taxes and, accordingly, has provided for current and deferred income taxes with respect to those subsidiaries. The deferred tax expense of $(385) and $5,744 (2017 - $3,826 and $7,028) for the three and nine months ended September 30, 2018, respectively, is due to a difference in the fair market value of the properties in the United States and depreciation claimed for income tax purposes. The effective tax rate for the year differs from the expected statutory tax rate in the United States of 24% (2017 - 36%) as a significant portion of the condensed consolidated net income is earned directly by the REIT. The foreign exchange impact of the deferred tax liability of $637 (2017 - $1,965) for the nine months ended September 30, 2018 is recorded in other comprehensive income (loss).

During the three months and nine months ended September 30, 2018, $45 and $130 (2017 - $42 and $132), respectively, of withholding taxes with respect to distributions from the U.S. subsidiaries have been recorded in general and administrative expenses.

During the three and nine months ended September 30, 2018, $56 and $136 (2017 - $35 and $110), respectively, of U.S. state franchise taxes incurred by the U.S. subsidiaries has been recorded in property operating expenses.

During the three and nine months ended September 30, 2018, $1 and $99 (2017 - ($5) and ($42)), respectively, of U.S. state franchise taxes and income taxes (recoveries) incurred by the U.S. subsidiaries has been recorded in general and administrative expenses.

17. Income taxes (continued):

During the three months and nine months ended September 30, 2018, nil and nil (2017 - ($2) and $75), respectively, of U.S. alternative minimum taxes (recoveries) incurred by the U.S. subsidiaries has been recorded in general and administrative expenses.

On December 22, 2017, new U.S. tax legislation was enacted, commonly referred to as the Tax Cuts and Jobs Act of 2017. This legislation is broad and complex and introduces multiple changes to the U.S. tax code, including, but not limited to, (i) reducing the U.S. federal corporate tax rate from 35% to 21%; (ii) eliminating the corporate alternative minimum tax ("AMT") and changing how existing AMT credits can be realized; (iii) creating a new limitation on deductible interest expense (new Code section 163(j)); (iv) changing rules related to uses and limitations of net operating loss carryforwards created in tax year beginning after December 31, 2017; and (v) creating the base erosion anti-abuse, a new minimum tax.

18. Capital management:

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

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

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

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

18. Capital management (continued):

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

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

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

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

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

The REIT complied with all financial covenants as at September 30, 2018.

19. Segmented disclosure:

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

(a) Non-current assets:

	September 30, 2018	December 31, 2017
Canada	$ 7,892	$ 224,333
United States	651,330	587,112
	$ 659,222	$ 811,445

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

19. Segmented disclosure (continued):

(b) Revenue:

	Three months ended September 30, 2018	Three months ended September 30, 2017	Nine months ended September 30, 2018	Nine months ended September 30, 2017
Canada	$ 1,017	$ 8,050	$ 14,161	$ 21,863
United States	18,966	18,220	56,649	53,286
	$ 19,983	$ 26,270	$ 70,810	$ 75,149

The REIT has one tenant in its portfolio that accounts for 8.00% (2017 - one tenant for 9.98%) of its total revenue. The tenants' leases will expire in 2023.

20. Subsidiaries:

The REIT is the ultimate Canadian parent entity.

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

- 1820 Massaro Boulevard LP;
- 6100 McIntosh GP LLC;
- 6100 McIntosh LP;
- 6100 McIntosh Vacant LP;
- ACR US GP LLC;
- Agellan (240 Bank Street) Limited Partnership;
- Agellan Commercial REIT Holdings Inc.;
- Agellan Commercial REIT U.S. Inc.;
- Agellan Commercial REIT G.P. Inc.;
- Agellan Commercial REIT U.S. GP LLC;
- Agellan Commercial REIT U.S. L.P.;
- Agellan Investment Corp.;
- Agellan Warrenville G.P. Inc.;
- Agellan Warrenville GP LLC;
- Agellan Warrenville L.P.;
- Agellan Management Limited Partnership;
- Chicago Industrial Properties 1 LP;
- Continental Drive LP;
- Newman Herring GP Inc.;
- Norcross Springs LP; and
- Norcross Springs GP LLC.

21. Transactions with related parties:

Prior to Acquisition and internalization, related parties included Nallega and its principals, who are related due to their ownership of Units, as well as due to certain common ownership interests in Nallega and the REIT. The REIT entered into an agreement with Nallega to internalize its asset management function and issued Class B LP Units as part of the consideration (note 3(a)). The below related party transactions with Nallega are reflected up to the period of Acquisition and internalization on November 13, 2017.

Related parties also include Elad Canada Inc. ("ELAD") and Sandpiper Group Inc. ("Sandpiper") due to their ownership interest in the REIT and in their capacity as Trustees of the REIT.

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

(a) On November 13, 2017, the REIT entered into a strategic settlement agreement with ELAD and Sandpiper relating to the proxy contest, and as part of the agreement, Sandpiper withdrew its previously announced Unitholder meeting requisition. The REIT agreed to reimburse expenses incurred by ELAD of $1,885 and Sandpiper of $1,102.

(b) The REIT had engaged Nallega or its related parties to perform asset management services for a fee of 0.4% of the gross book value, as defined in the asset management agreement between the REIT and Nallega. The costs of these services, aggregating nil (2017 - $845) and nil (2017 - $2,455) for the three and nine months ended September 30, 2018, respectively, were charged to general and administrative expenses.

(c) The REIT earns asset management fees from entities related to officers of the REIT as a result of certain minority ownership interests. The fees earned from these entities for asset management services provided by the REIT totaled $63 and $139 for the three and nine month periods ended September 30, 2018, respectively. Amounts receivable from these entities were $15 as at September 30, 2018.

21. Transactions with related parties (continued):

(d) The REIT previously engaged Nallega or its related parties to perform property management services for fees as defined in the property management agreements. The costs of property management services incurred by Nallega or its related parties, aggregating nil (2017 - $173) and nil (2017 - $481) for the three and nine months ended September 30, 2018, respectively, were charged to property operating expenses.

(e) The REIT earns property management fees from entities related to officers of the REIT as a result of certain minority ownership interests. The fees earned from these entities for property management services provided by the REIT totaled $10 and $30 for the three and nine month periods ended September 30, 2018, respectively. Amounts receivable from these entities were $3 as at September 30, 2018

(f) An amount of nil and nil (2017 - $160 and $352) has been accrued for the three and nine months ended September 30, 2018, respectively, relating to incentive fee payable to Nallega.

(g) An amount of nil and $750 (2017 - nil and nil has been accrued for the three and nine months ended September 30, 2018, respectively, relating to contingent cash consideration related to asset Acquisition and internalization payable to Nallega (note 3(a)).

(h) Included in accounts payable and accrued liabilities is nil (December 31, 2017 - $112) payable for asset management fees, nil (December 31, 2017 - $622) payable for incentive fees, $750 (December 31, 2017 - $25) of contingent cash consideration payable on Acquisition and internalization and $66 (December 31, 2017 - $23) payable to Nallega or its related entities for Class B Units interest and general and administrative expenses.

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

21. Transactions with related parties (continued):

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

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

	Three months ended September 30, 2018	Three months ended September 30, 2017	Nine months ended September 30, 2018	Nine months ended September 30, 2017
Trustee fees	$ 145	$ 69	$ 333	$ 175
Salaries and benefits	1,193	–	1,825	–

22. Commitments and contingencies:

(a) The REIT has entered into a long-term lease agreement with a tenant in 2014, whereby the REIT was obligated to construct a built-to-suit automobile dealership and office space on existing lands at the REIT's Consumers Road complex in Toronto, Ontario. The REIT is required to complete certain remaining development work in accordance with the lease agreement and terms of closing of the sale transaction (note 4).

As at September 30, 2018, the REIT has one outstanding letter of credit totalling $2,800 (December 31, 2017 - $4,800) relating to the site development.

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

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

23. Fair value measurement:

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

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

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

The fair value of investment properties is outlined in note 5.

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

The fair value of the REIT's mortgages payable and loans payable are determined using present value calculations based on market-observable interest rates for mortgages and loans with similar terms and conditions (Level 2). The fair value of the REIT's mortgages payable at September 30, 2018 is $233,019 (December 31, 2017 - $300,512). The loans payable balance, bearing interest at variable interest rates, approximates its fair value.

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

23. Fair value measurement (continued):

The fair value of the Class B LP Units and DUIP liability is determined based on the unit price at each reporting period (Level 1). The fair value of investment in limited partnership was determined by using the discounted cash flow method (Level 3).

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

The table below presents the REIT's assets and liabilities recognized at fair value as at September 30, 2018:

	Level 1	Level 2	Level 3	Total
Assets:				
Investment properties	$ –	$ –	$ 622,836	$ 622,836
Investment in limited partnership	–	–	964	964
Derivative instruments	–	802	–	802
	$ –	$ 802	$ 623,800	$ 624,602
Liabilities:				
DUIP liability	$ 223	$ –	$ –	$ 223
Class B LP Units	11,760	–	–	11,760
Derivative instruments	16	–	–	16
	$ 11,999	$ –	$ –	$ 11,999

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

23. Fair value measurement (continued):

The table below presents the REIT's assets and liabilities recognized at fair value as at December 31, 2017:

	Level 1	Level 2	Level 3	Total
Assets:				
Investment properties	$ –	$ –	$ 808,875	$ 808,875
Investment in limited partnership	–	–	871	871
Derivative instruments	–	807	–	807
	$ –	$ 807	$ 809,746	$ 810,553
Liabilities:				
DUIP liability	$ 280	$ –	$ –	$ 280
Class B LP Units	10,401	–	–	10,401
	$ 10,681	$ –	$ –	$ 10,681

24. Subsequent events:

(a) On October 1, 2018, the REIT acquired a property located in Austin, Texas. The purchase price was approximately $10,691 (before closing costs).

(b) On October 20, 2018, the REIT declared distributions of $0.0675 per units to unitholders of record as at October 31, 2018.

(c) On November 13, 2018 the REIT entered into an arrangement agreement (the "Arrangement Agreement") pursuant to which Elad Genesis Limited Partnership ("El-Ad") has agreed to acquire all of the outstanding Units of the REIT for $14.25 in cash per unit (the "Transaction"), other than Units already owned by El-Ad or its affiliates.

The Transaction is structured as a statutory plan of arrangement under the Business Corporations Act (Ontario) and the Trustee Act (Ontario). The Transaction requires approval of at least 66 2/3% of the votes cast by Unitholders, as well as the approval by a simple majority of votes cast by disinterested Unitholders, excluding El-Ad and its affiliates

24. Subsequent events (continued):

and any other Unitholders required to be excluded. The Transaction is also subject to approval of the Ontario Superior Court of Justice.

The Arrangement Agreement provides for, among other things, customary representations, warranties and covenants, including customary non-solicitation covenants from the REIT and a “fiduciary out” that allows the Board to accept a superior proposal in certain circumstances, subject to a “right to match” in favour of El-Ad and payment by the REIT of a $16 million termination fee to El-Ad. The REIT is also required to pay the C$16 million termination fee to El-Ad in certain other circumstances described in the Arrangement Agreement.

The Transaction is expected to be completed in February 2019.