Alignvest Student Housing
Real Estate Investment Trust

Interim Condensed Consolidated Financial Statements [Unaudited]
September 30, 2024

Interim Condensed Consolidated Statements of Financial Position
In Canadian dollars
[Unaudited]

As at	Notes	September 30, 2024	December 31, 2023
		$	**$**
ASSETS			
Non-current assets			
Investment properties	3	**1,437,000,000**	961,800,000
Investment in joint venture	4	**14,616,156**	14,924,536
Derivative assets	8	**277,707**	2,141,164
		1,451,893,863	978,865,700
Current assets			
Cash and cash equivalents	6	**18,341,919**	34,784,974
Derivative assets	8	**2,227,998**	3,785,879
Prepaid expenses and other assets	3	**3,353,620**	898,410
Rent and other receivables		**2,027,531**	992,065
		25,951,068	40,461,328
Total assets		**1,477,844,931**	1,019,327,028
LIABILITIES			
Non-current liabilities			
Mortgages payable	7(a)	**672,724,704**	376,413,647
Accrued liabilities	14	**74,410,282**	70,178,606
Derivative liabilities	8	**1,799,848**	-
Credit facility	7(b)	**30,000,000**	-
		778,934,834	**446,592,253**
Current liabilities			
Mortgages payable	7(a)	**91,323,302**	58,360,960
Distributions payable	9, 14	**3,906,141**	2,101,908
Residential tenant deposits		**10,050,553**	6,780,592
Accounts payable and accrued liabilities		**8,975,773**	5,312,976
Subscriptions received in advance	6	**-**	950,000
Derivative liabilities	8	**598,129**	-
		114,853,898	73,506,436
Total liabilities		**893,788,733**	520,098,689
Net assets attributable to non-controlling interest	5	**1,805,796**	-
Net assets attributable to other limited partners in CSL		**36,297,136**	36,382,529
Net assets attributable to Trust Unitholders	9	**545,953,266**	462,845,810
Total liabilities including net assets attributable to Trust Unitholders		**1,477,844,931**	1,019,327,028

See accompanying notes to the interim condensed consolidated financial statements.

Interim Condensed Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
In Canadian dollars
[Unaudited]

	Notes	For the three months ended September 30, 2024	For the three months ended September 30, 2023	For the nine months ended September 30, 2024	For the nine months ended September 30, 2023
		$	$	**$**	$
Revenue from investment properties		**22,827,426**	15,954,687	**56,629,937**	46,105,043
Property operating costs		**(7,241,228)**	(5,528,597)	**(18,836,628)**	(16,093,720)
Net operating income	10	**15,586,198**	10,426,090	**37,793,309**	30,011,323
Fair value adjustment on investment properties	3	**(2,087,188)**	(1,995,040)	**17,840,196**	109,751,432
Share of net loss from investment in joint venture	4	**(105,611)**	-	**(308,380)**	-
Interest income	6	**406,932**	429,000	**1,121,398**	1,369,492
Other income		**153,337**	42,904	**531,620**	187,772
Financing costs	12	**(10,125,385)**	(3,951,904)	**(19,348,943)**	(11,742,320)
General and administrative recoveries (expenses)	11, 14	**94,988**	(796,360)	**(6,613,722)**	(31,525,253)
Distributions expense	9, 14	**(7,568,837)**	(6,351,410)	**(22,245,247)**	(18,721,150)
Increase(decrease) in net assets attributable to Trust Unitholders		**(3,645,566)**	(2,196,720)	**8,770,231**	79,331,296
Other comprehensive income (loss):					
Net unrealized gain (loss) on derivatives	8	**(3,913,303)**	(184,386)	**(5,819,317)**	123,950
Comprehensive income (loss)		**(7,558,869)**	(2,381,106)	**2,950,914**	79,455,246
Increase (decrease) in net assets attributable to:					
Non-controlling interest		**(136,028)**	-	**(136,028)**	-
Trust Unitholders		**(3,247,549)**	(2,063,981)	**8,816,330**	73,475,529
Other limited partners in CSL		**(261,989)**	(132,739)	**89,929**	5,855,767
		(3,645,566)	(2,196,720)	**8,770,231**	79,331,296
Comprehensive income (loss) attributable to:					
Non-controlling interest		**(136,028)**	-	**(136,028)**	-
Trust Unitholders		**(6,915,521)**	(2,234,716)	**3,364,508**	73,590,194
Other limited partners in CSL		**(507,320)**	(146,390)	**(277,566)**	5,865,052
		(7,558,869)	(2,381,106)	**2,950,914**	79,455,246

See accompanying notes to the interim condensed consolidated financial statements.

Interim Condensed Consolidated Statements of Changes in Net Assets Attributable to Unitholders
In Canadian dollars
[Unaudited]

Net assets attributable to	Trust Unitholders	Other limited partners in CSL	Non-controlling interest	Total
	$	$	$	$
Unitholders' net assets, January 1, 2024	**462,845,810**	**36,382,529**	**-**	**499,228,339**
Proceeds from Units issued	**88,682,210**	**-**	**-**	**88,682,210**
Reinvestments of distributions by Unitholders	**7,701,009**	**192,173**	**-**	**7,893,182**
Redemption of Units	**(16,640,271)**	**-**	**-**	**(16,640,271)**
Increase (decrease) in net assets attributable to Unitholders	**8,816,330**	**89,929**	**(136,028)**	**8,770,231**
Other comprehensive loss	**(5,451,822)**	**(367,495)**	**-**	**(5,819,317)**
Addition of non-controlling interest	**-**	**-**	**1,941,824**	**1,941,824**
Unitholders' net assets, September 30, 2024	**545,953,266**	**36,297,136**	**1,805,796**	**584,056,198**

Net assets attributable to	Trust Unitholders	Other limited partners in CSL	Non-controlling interest	Total
	$	$	$	$
Unitholders' net assets, January 1, 2023	353,642,333	29,520,503	-	383,162,836
Proceeds from Units issued	34,013,870	-	-	34,013,870
Reinvestments of distributions by Unitholders	9,846,151	559,521	-	10,405,672
Redemption of Units	(15,108,227)	-	-	(15,108,227)
Increase in net assets attributable to Unitholders	83,785,714	6,564,768	-	90,350,482
Other comprehensive loss	(3,334,031)	(262,263)	-	(3,596,294)
Unitholders' net assets, December 31, 2023	462,845,810	36,382,529	-	499,228,339

See accompanying notes to the interim condensed consolidated financial statements.

Interim Condensed Consolidated Statements of Cash Flows
In Canadian dollars
[Unaudited]

	Note	For the three months ended September 30, 2024	For the three months ended September 30, 2023	For the nine months ended September 30, 2024	For the nine months ended September 30, 2023
		$	**$**	**$**	**$**
OPERATING ACTIVITIES					
Increase (decrease) in net assets attributable to Trust Unitholders		**(3,645,566)**	(2,196,720)	**8,770,231**	79,331,296
Add (deduct) items not affecting cash:					
Fair value adjustment on investment properties		**2,087,188**	1,995,040	**(17,840,196)**	(109,751,432)
Interest income		**(406,932)**	(429,000)	**(1,121,398)**	(1,369,492)
Distributions expense		**7,568,837**	6,351,410	**22,245,247**	18,721,150
Financing costs		**10,125,385**	3,951,904	**19,348,943**	11,742,320
Share of net loss from investment in joint venture		**105,611**	-	**308,380**	-
Interest received		**406,932**	429,000	**1,121,398**	1,113,717
Net change in non-cash operating assets and liabilities	13	**(1,506,339)**	2,075,065	**8,767,431**	33,356,819
Cash provided by operating activities		**14,735,116**	12,176,699	**41,600,036**	33,144,378
INVESTING ACTIVITIES					
Purchase of investment properties		**-**	-	**(314,843,750)**	(91,563,597)
Capital expenditures on investment properties		**(2,087,187)**	(1,995,040)	**(4,577,713)**	(5,084,971)
Proceeds on sale of short-term investments		**-**	-	**-**	46,000,000
Interest received on short-term investments		**-**	-	**-**	461,353
Cash used in investing activities		**(2,087,187)**	(1,995,040)	**(319,421,463)**	(50,187,215)
FINANCING ACTIVITIES					
Net change in subscriptions received in advance		**(1,000,000)**	-	**(950,000)**	-
Proceeds from issuance of Units		**8,350,850**		**88,682,210**	17,238,420
Redemption of Units, net of fees		**(2,431,439)**	(3,580,571)	**(16,640,271)**	(8,536,645)
Distributions paid		**(4,740,165)**	(3,457,572)	**(12,547,830)**	(10,325,953)
Proceeds from mortgages		**131,674,351**	-	**393,924,351**	55,500,000
Proceeds from credit facility		**-**	-	**30,000,000**	-
Financing fees paid on mortgages		**(4,748,681)**	-	**(6,765,447)**	(285,000)
Interest paid on mortgages		**(9,039,205)**	(3,818,096)	**(17,228,240)**	(11,098,229)
Principal repaid on mortgages		**(143,535,272)**	(2,315,755)	**(197,096,401)**	(9,233,580)
Cash provided by (used in) financing activities		**(25,469,561)**	(13,171,994)	**261,378,372**	33,259,013
Net increase (decrease) in cash and cash equivalents during the period		**(12,821,632)**	(2,990,335)	**(16,443,055)**	16,216,176
Cash and cash equivalents, beginning of period		**31,163,551**	44,907,254	**34,784,974**	25,700,743
Cash and cash equivalents, end of period		**18,341,919**	41,916,919	**18,341,919**	41,916,919

See accompanying notes to the interim condensed consolidated financial statements.

1. Trust information

Alignvest Student Housing Real Estate Investment Trust (the "Trust") is an unincorporated open-ended investment trust established under the laws of the Province of Ontario pursuant to a declaration of trust dated as of May 4, 2018 and amended and restated as of June 15, 2018, and which may be further amended, restated or supplemented from time to time ("Declaration of Trust").

The registered office of the Trust is located at 1027 Yonge Street, Suite 200, Toronto, Ontario, M4W 2K9.

The Trust invests in high-quality purpose-built student accommodation located in Canada. The Trust holds its investments in its income-producing properties through its ownership in its subsidiary, Canadian Student Living Group Limited Partnership ("CSL"). Alignvest Student Housing Inc. ("ASH Inc.") and Canadian Student Living Group II Limited Partnership ("CSL II" and together with ASH Inc., the "General Partners") act as the general partners of CSL and manage the operations of CSL.

2. Basis of preparation

These interim condensed consolidated financial statements for the three months and nine months ended September 30, 2024 have been prepared in accordance with International Accounting Standards ("IAS") 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain information and footnote disclosures normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB have been omitted or condensed.

The interim condensed consolidated financial statements should be read in conjunction with the Trust's consolidated financial statements for the year ended December 31, 2023, which include information necessary or useful to understanding the Trust's business and financial statement presentation. In particular, the Trust's significant accounting policies are presented in the consolidated financial statements for the year ended December 31, 2023 and have been consistently applied in the preparation of these interim condensed consolidated financial statements.

These interim condensed consolidated financial statements are prepared on a going concern basis using the historical cost method, except for investment properties and certain financial instruments, which have been measured at fair value, as set out in the relevant accounting policies. Management has used the best information available as at September 30, 2024 in determining its estimates and the assumptions that affect the carrying amounts of assets and liabilities and earnings for the period, including estimates of capitalization rates and stabilized net operating income ("SNOI"), which ultimately impact the underlying valuation of the Trust's investment properties.

The interim condensed consolidated financial statements of the Trust for the three months and nine months ended September 30, 2024 were authorized for issue by management of the Trust on November 18, 2024.

a) Basis of consolidation

The interim condensed consolidated financial statements reflect the operations of the Trust as well as any entity controlled by the Trust ("subsidiary"). The Trust controls an entity when the Trust is exposed to or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The assets, liabilities, revenue and expenses of a subsidiary are included in the interim condensed consolidated financial statements from the date of acquisition or the date on which the Trust obtains control until the date that control ceases. Intercompany transactions, balances, unrealized gains and losses on transactions between the Trust and its subsidiary have been eliminated upon consolidation. The accounting policies of the subsidiaries are consistent with the accounting policies for the Trust and its financial statements have been prepared for the same reporting period as the Trust. All intercompany transactions and balances have been eliminated upon consolidation.

b) Functional and presentation currency

The interim condensed consolidated financial statements are presented in Canadian dollars (unless otherwise stated), which is the functional currency of the Trust.

c) Comparative information

The interim condensed consolidated financial statements provide comparative information in respect of the previous period. Certain comparative figures have been reclassified to conform to the presentation adopted for the current period.

d) Current and future changes in accounting policies

Amendments to IAS 1, *Presentation of Financial Statements – Classification of Liabilities as Current or Non-current*
In January 2020 and October 2022, the IASB issued amendments to IAS 1, *Presentation of Financial Statements (“IAS 1”)*, to specify the requirements for classifying liabilities as current or non-current. The amendments clarify the definition of a right to defer settlement, clarify what is meant by settlement, and specify whether the conditions that exist at the end of the reporting period are those that will be used to determine if a right to defer settlement of a liability exists.

The amendments are effective for annual reporting periods beginning on or after January 1, 2024 and did not have a material impact on the Trust’s interim condensed consolidated financial statements.

Amendments to IAS 1, *Presentation of Financial Statements – Non-Current Liabilities with Covenants*
In October 2022, the IASB issued amendments to IAS 1 to improve the information companies provide about long-term debt with covenants. The amendments to IAS 1 specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, the amendments require a company to disclose information about these covenants in the notes to the financial statements.

The amendments are effective for annual reporting periods beginning on or after January 1, 2024 and did not have a material impact on the Trust’s interim condensed consolidated financial statements.

IFRS 18, *Presentation and Disclosure in Financial Statements (“IFRS 18”)*
On April 9, 2024, the IASB issued IFRS 18 that will replace IAS1. The objective of IFRS 18 is to set up requirements for the presentation and disclosure of information in general purpose financial statements to help ensure they provide relevant information that faithfully represents an entity’s assets liabilities, equity, income and expenses.

IFRS 18 introduces the following:

- Defined subtotals and categories in the statement of profit or loss;
- Requirements to improve aggregation and disaggregation;
- Disclosures about management defined performance measures in the notes to the financial statements; and
- Targeted improvements to the statement of cash flows by amending IAS 7, *Statement of Cash Flows*.

IFRS 18 is effective for the annual reporting periods beginning on or after January 1, 2027. The standard is applied retrospectively, with specific transition provisions, and early adoption is permitted. The Trust is currently assessing the impact this new standard will have on its consolidated financial statements.

In Canadian dollars, except units, per unit amounts and where otherwise noted

3. Investment properties

As at	September 30, 2024	December 31, 2023
	$	$
Balance, beginning of period	**961,800,000**	738,900,000
Acquisitions, including transaction costs	**452,782,091**	91,563,597
Capital expenditures on investment properties	**4,577,713**	6,717,814
Fair value adjustment on investment properties	**17,840,196**	124,618,589
Balance, end of period	**1,437,000,000**	961,800,000

Acquisitions

For the nine months ended September 30, 2024, the Trust completed the following acquisition:

Acquisition date	Property	Location	Units	Beds	Purchase price ($)
February 26, 2024	417Nelson	Ottawa, Ontario	53	94	24,000,000
May 23, 2024	308 King	Waterloo, Ontario	340	659	163,000,000
June 24, 2024	Fergus House	Waterloo, Ontario	119	476	98,500,000
June 24, 2024	Hespeler House	Waterloo, Ontario	119	476	98,500,000
June 28, 2024	The Link	Montreal, Quebec	101	246	63,000,000

For the year ended December 31, 2023, the Trust completed the following acquisition:

Acquisition date	Property	Location	Units	Beds	Purchase price ($)
January 27, 2023	See-More	Halifax, Nova Scotia	141	491	90,000,000

As at September 30, 2024, CSL had acquisition deposits of $Nil (December 31, 2023 – $500,000), which were included in prepaid expenses and other assets in the interim condensed consolidated statements of financial position.

Valuation methodology and process

Investment properties are measured at fair value at each reporting date and changes in the fair value are included in net income. Fair value is supported by independent external valuations and detailed internal valuations using market-based assumptions. The following valuation techniques were considered in determining the fair value:

- Direct comparison approach, which is based on consideration of recent prices of similar properties within similar market areas;
- The income approach using the direct capitalization method, which is based on the conversion of current and future normalized earnings potential directly into an expression of market value. The SNOI for the period is divided by an overall capitalization rate (inverse of an earnings multiplier) to arrive at the estimated fair value; and
- The income approach using the discounted cash flow ("DCF") method. The discounted cash flow method assesses the periodic cash flows, consisting of SNOI, less capital costs, and a reversionary value, discounted to a present value using an internal rate of return that is determined by analyzing current investor yield requirements for similar investments.

In Canadian dollars, except units, per unit amounts and where otherwise noted

As the fair value of investment properties is determined with significant unobservable inputs, all investment properties are classified as Level 3 assets.

At each reporting date, the Trust assembles the property-specific data used in the valuation model based on the process set forth in the valuation framework, reviews the valuation framework to determine whether any changes or updates are required, inputs the capitalization rates, set-offs, normalization assumptions and discount rates provided by the valuators, and delivers the completed valuation framework to the external appraisers for review. The external appraisers determine the capitalization rates and discount rates that should be used in valuing the properties, provide charts of comparable sales and supporting relevant market information, determine the appropriate industry standard set-off amounts and normalization assumptions used in the calculation of SNOI and supply a fair value report for the Trust to reflect in the interim condensed consolidated financial statements.

The external appraisers engaged are accredited independent real estate valuation experts with a recognized and relevant professional qualification and with recent experience in the locations and types of investment properties being valued. The fair value of investment properties is determined by real estate valuation experts using recognized valuation techniques and the principles of IFRS 13, *Fair Value Measurement*.

The Trust utilized the DCF method for the valuation of its investment properties for the periods ended June 30, 2024 and December 31, 2023. The Trust obtained external property appraisals for all properties as at June 30, 2024, except for all new acquisitions in fiscal 2024 as the purchase price is indicative of fair value.

Sensitivity analysis

As at	September 30, 2024	December 31, 2023
Weighted average rates:		
Capitalization rate	**4.63%**	4.51%
Terminal capitalization rate	**5.41%**	5.41%
Discount rate	**6.47%**	6.47%

The table below shows the sensitivity of the fair value of investment properties to changes in capitalization rates:

Capitalization rates	Increase (decrease) in capitalization rates	Change ($)
4.13%	**(0.50%)**	**173,788,620**
4.38%	**(0.25%)**	**81,939,491**
4.63%		**-**
4.88%	**0.25%**	**(73,551,498)**
5.13%	**0.50%**	**(139,940,285)**

Additionally, a 1% increase or decrease in SNOI would result in an increase or decrease in the fair value of investment properties of $14.4 million, respectively. A 1% increase in SNOI coupled with a 0.25% decrease in capitalization rates would result in an increase to the fair value of investment properties by $97.1 million. A 1% decrease in SNOI coupled with a 0.25% increase in capitalization rates would result in a decrease to the fair value of investment properties of $87.2 million.

In Canadian dollars, except units, per unit amounts and where otherwise noted

4. Investment in joint venture

As at	September 30, 2024	December 31, 2023
	$	$
Balance, beginning of period	**14,924,536**	-
Addition during the period	**-**	15,000,000
Share of net loss from investment in joint venture	**(308,380)**	(75,464)
Balance, end of period	**14,616,156**	14,924,536

On November 2, 2023, the Trust acquired a 75% interest in a limited partnership that owns and operates a six-storey, 43,118 square-foot office building in downtown Toronto, Ontario, for the purpose of rezoning and developing into a mixed-use, high-rise building, which includes student housing. The Trust has joint control over the limited partnership and accounts for its investment using the equity method. The Trust had an original investment of $15,000,000 in the limited partnership and committed to fund up to $3,000,000 related to non-discretionary expenses, which have not been drawn on as at September 30, 2024 and December 31, 2023.

The following tables present the financial results of the Trust's investment in the joint venture on a 100% basis:

As at	September 30, 2024	December 31, 2023
	$	$
Assets		
Investment property	**37,841,355**	36,245,399
Current assets	**487,430**	658,759
Total assets	**38,328,785**	36,904,158
Liabilities		
Mortgage payable (current)	**16,970,836**	16,708,333
Current liabilities	**1,869,738**	296,442
	18,840,574	17,004,775
Net assets attributable to limited partners	**19,488,211**	19,899,383

	Three months ended September 30, 2024	Nine months ended September 30, 2024
	$	$
Revenue from investment property	**435,404**	**1,319,583**
Property operating costs	**(59,314)**	**(198,214)**
Financing costs	**(516,905)**	**(1,532,542)**
Net loss for the period	**(140,815)**	**(411,173)**

In Canadian dollars, except units, per unit amounts and where otherwise noted

5. Subsidiaries with non-controlling interest

As at September 30, 2024, the Trust has interests in one entity that it controls and consolidates 100% of the assets, liabilities, revenues and expenses, subject to a non-controlling interest.

	Effective ownership	
Name of entity	**September 30, 2024**	**December 31, 2023**
1680 Lincoln Development Limited Partnership	**71.3%**	N/A

6. Cash and cash equivalents

As at	**September 30, 2024**	**December 31, 2023**
	$	**$**
Cash	**18,341,919**	33,834,974
Restricted cash	**-**	950,000
	18,341,919	34,784,974

Restricted cash consists of cash from Unitholders for subscriptions received in advance of the settlement date and are short term in nature. As at September 30, 2024, the Trust received $Nil in advance for subscriptions of units (December 31, 2023 – $950,000).

For the three months and nine months ended September 30, 2024, the Trust earned interest income of $Nil from its short-term investments, and $406,932 and $1,121,398 from its cash balances, respectively.

For the three months and nine months ended September 30, 2023, the Trust earned interest income of $Nil and $255,775 from its short-term investments, and $429,000 and $1,113,717 from its cash balances, respectively.

7. Mortgages payable and credit facility

a) Mortgages payable

As at	**September 30, 2024**	**December 31, 2023**
	$	**$**
Mortgages payable before deferred financing costs	**771,286,795**	436,520,504
Deferred financing costs	**(7,238,789)**	(1,745,897)
Mortgages payable	**764,048,006**	434,774,607
Current	**91,323,302**	58,360,960
Non-current	**672,724,704**	376,413,647
Mortgages payable	**764,048,006**	434,774,607
Range of interest rates	**1.67% to 6.83%**	2.62% to 5.38%
Weighted average interest rate	**4.03%**	3.47%
Weighted average term to maturity (years)	**3.82**	2.63
Mortgages mature between	**2024 to 2034**	2024 to 2029

In Canadian dollars, except units, per unit amounts and where otherwise noted

The aggregate principal repayments and balances maturing on the mortgages payable as at September 30, 2024 and for the future years indicated are as follows:

Year of maturity/repayment	Principal repayments	Balances maturing	Total
	$	$	$
2024	**3,490,980**	**-**	**3,490,980**
2025	**13,901,402**	**124,715,762**	**138,617,164**
2026	**8,100,723**	**166,662,805**	**174,763,528**
2027	**6,211,599**	**135,815,215**	**142,026,814**
2028	**4,307,547**	**75,083,925**	**79,391,472**
Thereafter	**10,103,966**	**222,892,871**	**232,996,837**
	46,116,217	**725,170,578**	**771,286,795**

For the nine month period ended June 30, 2024, the Trust completed new term mortgage borrowings of $262,250,000 with a weighted average interest rate of 7.38% and a weighted average term of 1.85 years, assumed mortgage borrowings of $119,938,341 with a weighted average interest rate of 2.93% and a weighted average term of 3.69 years, and a vendor take-back mortgage of $18,000,000 with an interest rate of 0% and a term of 0.5 years

Also, in August 2024, the Trust completed the refinancing for one of its properties with maturities in 2024, in the amount of $131,674,351 at an interest rate of 4.24% for a term of 10.4 years. The Trust repaid the bridge loan of $122,250,000 and the vendor take-back mortgage of $18,000,000, with a combined weighted average interest rate of 7.45%.

During the nine months ended September 30, 2024, the Trust repaid existing loans upon maturity of $48,052,215.

During the nine months ended September 30, 2023, the Trust completed new term mortgage borrowings of $55,500,000 with an interest rate of 5.38%, maturing in 2028.

During the nine months ended September 30, 2023, the Trust repaid an existing loan upon maturity for $3,500,000 and realized gain of $24,636 related to the settlement of the interest rate swap.

b) Credit facility

On May 31, 2024, the Trust entered into a revolving credit facility with a Schedule I chartered bank for up to $60,000,000 with a maturity date of May 31, 2027, with the facility limit reduced to $30,000,000 effective May 31, 2026. Interest rates on advances from the credit facility are based on Canadian bank prime rates plus 1.25% or Canadian Overnight Repo Rate Average (“CORRA”) rates plus 2.80%. As at September 30, 2024, the Trust has drawn $30,000,000 of the revolving credit facility at an interest rate of 6.83%.

On January 13, 2021, the Trust obtained a secured credit facility with a private lending institution for $15,000,000 with an interest rate of 8% and a maturity date of April 1, 2023. The facility was not renewed upon expiry.

In Canadian dollars, except units, per unit amounts and where otherwise noted

8. Derivative assets and liabilities

As at	September 30, 2024	December 31, 2023
	$	$
Derivative assets		
Interest rate swap agreements		
Non-current	**277,707**	2,141,164
Current	**2,227,998**	3,785,879
	2,505,705	5,927,043
Derivative liabilities		
Interest rate swap agreements		
Non-current	**(1,799,848)**	-
Current	**(598,129)**	-
	(2,397,977)	-

During the nine months ended September 30, 2024, the Trust entered into float to fixed interest rate swaps with a Schedule I chartered bank with notional value of $73,000,000 at fixed interest rates of 6.83% with a term of 3 years.

In January 2023, the Trust entered into forward commodity contracts to manage its exposure to volatility in commodity prices related to natural gas. The terms are summarized as follows:

Area	Term	Usage coverage	Quantity	Cost
Ontario	February 1, 2023 to March 31, 2023	75%	174 GJ/day	$4.58/GJ
Ontario	April 1, 2023 to December 31, 2023	50%	116 GJ/day	$4.41/GJ

During the nine months ended September 30, 2023, the realized loss on commodity contracts of $12,734 was included in maintenance and utilities expenses within property operating costs. The forward commodity contracts were not renewed upon maturity on December 31, 2023.

The net unrealized gain (loss) related to cash flow hedges as reflected in other comprehensive income (loss) is as follows:

	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Net unrealized gain (loss) from:	$	$	$	$
Interest rate swap agreements	**(3,913,303)**	(196,979)	**(5,819,317)**	134,760
Forward commodity contracts	**-**	12,593	**-**	(10,810)
	(3,913,303)	(184,386)	**(5,819,317)**	123,950

As at July 2, 2024, all of the Trust's hedged items and hedging instruments for interest rate swaps are based on the one-month Canadian Dollar Offered Rate, and were replaced by CORRA. The Trust has updated its hedge documentation to reflect such change.

9. Trust units

The Trust is authorized to issue an unlimited number of class A units ("Class A Units") and class F units ("Class F Units", collectively with the Class A Units, the "Units"). Each Unit entitles the holder to one vote at all meetings of Unitholders and pro rata participation in the distributions by the Trust, and in the event of a liquidation, dissolution or wind-up of the Trust, in the net assets of the Trust.

The Units of the Trust are issued at the fair market value ("Fair Market Value") as determined by the Trustees. The Fair Market Value of the Class A Units and the Fair Market Value of the Class F Units is determined separately for each class of Units. The Fair Market Value of the Units may or may not be equal to the net asset value of the Units.

The Class A Units have the same rights as the Class F Units with the exception that the Class A Units will be indirectly subject to a management fee equal to 1.00% per annum of the net asset value of the Class A limited partnership ("LP") units of CSL, plus applicable taxes, payable to ASH Inc. ASH Inc. may pay a trailing commission out of its own funds of up to 1.00% per annum to certain registered dealers in connection with their clients' holdings of Class A Units. Trailing commissions may be modified or discontinued by the General Partners at any time. No sales commission or trailing commissions will be payable by the General Partners in respect of Class F Units of the Trust.

Each Unitholder has the right to require the Trust to redeem their Units on the redemption date on demand subject to certain conditions. Unitholders who surrender Units for redemption shall be entitled to receive the redemption price ("Redemption Price") per Unit, as determined by the Trustees pursuant to the Declaration of Trust. The Trust will satisfy redemption requests in cash, subject to the limitation that the total amount payable by the Trust in respect of redemptions shall not exceed $250,000 for each month, unless a higher amount is approved by the Trustees, but in no case may the total amount payable in cash in respect of Units tendered for redemption in a month exceed 50% of unencumbered cash (as defined in the Amended and Restated Declaration of Trust) and subject to certain redemption rights, as defined in the Offering Memorandum of the Trust. To the extent the total redemption proceeds payable exceed $250,000, the balance of redemption proceeds payable can be satisfied by way of a distribution in the form of debt securities of the Trust.

The redemption of Units may be temporarily suspended by the Trust at the discretion of the Trustees for a period of no longer than 12 months if the number of Units tendered for redemption in a month would exceed 20% of the Fair Market Value of all of the issued and outstanding Units at such time, or the redemption of the Units would result in the Trust no longer qualifying as a "mutual fund trust" for the purposes of the *Income Tax Act*.

The Trust intends to make regular distributions of its available cash to Unitholders, payable monthly, at the discretion of the Trustees. In accordance with the Limited Partnership Agreement ("LPA") of CSL, the distributions are determined based on the distributable income available at CSL, of which 75% is allocated to the limited partners of CSL and 25% is allocated to the General Partners of CSL (collectively, "Periodic Distributions").

For the three months and nine months ended September 30, 2024, the Trust declared Periodic Distributions to Unitholders of the Trust of $5,187,429 and $14,569,274, respectively (three months and nine months ended September 30, 2023 – $4,252,120 and $12,631,634). As at September 30, 2024, Periodic Distributions of $1,738,405 were payable (December 31, 2023 – $1,461,553) and were subsequently paid on July 12, 2024.

Distribution reinvestment and Unit purchase plan
Under Article 14 of the Declaration of Trust, the Trustees may at their sole discretion establish a distribution reinvestment plan (the "DRIP") at any time providing for the voluntary reinvestment of distributions by some or all of the Unitholders as the Trustees determine. The Trust permits Unitholders to receive distributions in the form of additional Units or cash. Unitholders may enroll in the DRIP, which will allow them to elect to receive all or a portion of their cash distributions in the form of additional Units at a 2.0% discount to the Fair Market Value of the Units. No commissions, service charges or brokerage fees are payable by participants in connection with the DRIP.

In Canadian dollars, except units, per unit amounts and where otherwise noted

The Unitholders' net assets and Units issued and outstanding for the periods ended September 30, 2024 and December 31, 2023 are as follows:

	September 30, 2024		December 31, 2023	
Class F Units	**$**	**#**	**$**	**#**
Unitholders' net assets, beginning of period	**461,042,598**	**2,911,437**	352,372,820	2,690,220
Units issued	**88,369,166**	**612,439**	33,814,870	257,726
Units issued under the DRIP	**7,654,197**	**53,870**	9,790,145	76,403
Units redeemed	**(16,575,227)**	**(114,698)**	(15,083,929)	(112,912)
Increase in net assets attributable to Unitholders	**8,798,177**	**-**	83,469,643	-
Other comprehensive loss	**(5,430,741)**	**-**	(3,320,951)	-
Unitholders' net assets, end of period	**543,858,170**	**3,463,048**	461,042,598	2,911,437

	September 30, 2024		December 31, 2023	
Class A Units	**$**	**#**	**$**	**#**
Unitholders' net assets, beginning of period	**1,803,212**	**11,669**	1,269,513	9,780
Units issued	**313,044**	**2,217**	199,000	1,638
Units issued under the DRIP	**46,812**	**339**	56,006	448
Units redeemed	**(65,044)**	**(462)**	(24,298)	(197)
Increase in net assets attributable to Unitholders	**18,153**	**-**	316,071	-
Other comprehensive loss	**(21,081)**	**-**	(13,080)	-
Unitholders' net assets, end of period	**2,095,096**	**13,763**	1,803,212	11,669

10. Revenue and property operating costs

The components of revenue and property operating costs from investment properties for the three months and nine months ended September 30, 2024 and 2023 are as follows:

	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
	$	**$**	**$**	**$**
Revenue from investment properties				
Rental income	**15,492,315**	10,289,715	**38,984,762**	30,774,227
Commercial income	**357,694**	396,845	**1,032,523**	1,210,502
Common area maintenance	**4,887,933**	3,475,106	**11,536,202**	9,685,097
Utility income	**1,139,743**	778,730	**2,771,512**	2,161,753
Parking income	**390,621**	292,607	**856,528**	711,205
Miscellaneous income	**559,120**	721,684	**1,448,410**	1,562,259
	22,827,426	15,954,687	**56,629,937**	46,105,043

In Canadian dollars, except units, per unit amounts and where otherwise noted

	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
	$	$	$	$
Property operating costs				
Management and general operating expenses	**(2,868,489)**	(2,180,635)	**(6,615,444)**	(5,231,299)
Maintenance and utilities expenses	**(2,926,428)**	(1,907,722)	**(7,142,927)**	(6,154,357)
Property taxes	**(1,446,311)**	(1,440,240)	**(5,078,257)**	(4,708,064)
	(7,241,228)	(5,528,597)	**(18,836,628)**	(16,093,720)
Net operating income	**15,586,198**	10,426,090	**37,793,309**	30,011,323

11. General and administrative expenses

The components of general and administrative expenses are as follows:

	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
	$	$	$	$
Professional fees (Note 14)	**542,370**	193,435	**1,724,868**	670,222
Change in General Partners' Liquidity Distribution (Note 14)	**(884,128)**	402,527	**4,231,676**	30,263,146
Salaries and benefits	**133,395**	78,920	**345,440**	297,982
Office expenses	**54,873**	37,685	**123,167**	94,156
Fund administration fees	**47,800**	47,801	**156,101**	139,552
Other	**10,702**	35,992	**32,470**	60,195
	(94,988)	796,360	**6,613,722**	31,525,253

12. Financing costs

The components of financing costs are as follows:

	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
	$	$	$	$
Interest on mortgages payable	**10,300,677**	5,106,019	**21,643,517**	14,982,284
Net realized gain on interest rate swaps	**(1,148,160)**	(1,301,083)	**(3,567,128)**	(3,676,119)
Amortization of deferred financing costs	**972,868**	146,968	**1,272,554**	436,155
	10,125,385	3,951,904	**19,348,943**	11,742,320

In Canadian dollars, except units, per unit amounts and where otherwise noted

13. Supplemental cash flow information

The net change in non-cash operating assets and liabilities is as follows:

	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
	$	$	$	$
Prepaid expenses and other assets	**918,756**	243,413	**(2,455,210)**	1,329,345
Rent and other receivables	**597,698**	167,753	**(1,035,466)**	(203,591)
Accounts payable and accrued liabilities	**(1,547,633)**	2,291,795	**8,988,146**	31,895,733
Residential tenant deposits	**(1,475,160)**	(627,896)	**3,269,961**	335,332
	(1,506,339)	2,075,065	**8,767,431**	33,356,819

14. Related party disclosures

The interim condensed consolidated financial statements of the Trust include the financial statements of the parent and the subsidiary. The Trust's investment is listed in the following table as at September 30, 2024 and December 31, 2023:

		% interest	
Subsidiary	**Country of incorporation**	**September 30, 2024**	**December 31, 2023**
Canadian Student Living Group Limited Partnership	Canada	**93.59%**	92.71%

As at September 30, 2024, investment funds managed and/or advised by Alignvest Management Corporation ("AMC"), a related party of the Trust, held 284,565 Class F Units (December 31, 2023 – 284,565) of the Trust. AMC is the majority shareholder of ASH Inc. As at September 30, 2024, ASH Inc. held 223 Class A Units (December 31, 2023 – 223) of the Trust.

In accordance with the LPA of CSL, upon each redemption of LP units of CSL, the Trust will make a distribution to the General Partners, an amount equal to 25% of the amount obtained by taking: (i) the fair market value used to calculate the Redemption Price payable by CSL to the Limited Partner plus the Redemption Distribution minus (ii) the Net Capital of the Redeemed LP units, defined as the capital invested for the LP units subject to redemption minus the amount of Periodic Distributions previously paid in respect of such redeemed LP units (a "Special GP Distribution"), such that the value above the Net Capital of the Redeemed LP units held by the Trust is effectively split 25%/75% between the General Partners and the Trust, respectively. For the three months and nine months ended September 30, 2024, the General Partners were entitled to receive $190,015 and $1,434,186, respectively (three months and nine months ended September 30, 2023 – $225,180 and $515,374) in Special GP Distributions, which are included in distributions expense in the interim condensed consolidated statements of income (loss) and comprehensive income (loss).

Upon the occurrence of a liquidity event, the General Partners are entitled to receive a share of the increase in net asset value of CSL subject to its limited partners having earned a 7% annualized preferred return on their investment in CSL ("General Partners' Liquidity Distribution"). The General Partners' Liquidity Distribution is equal to the General Partners' hypothetical share of the profits, distributed based on the order of priority described in the LPA. As at September 30, 2024, the General Partners' Liquidity Distribution of $74,410,282 (December 31, 2023 – $70,178,606) has been accrued and recorded as accrued liabilities (non-current). The change in General Partners' Liquidity Distribution for the three months and nine months ended September 30, 2024, of $(884,128) and $4,231,676 respectively (three months and nine months ended September 30, 2023 – $402,527 and $30,263,146) is included in general and administrative expenses in the interim condensed consolidated statements of income (loss) and comprehensive income (loss). The General Partners' Liquidity Distribution is measured at amortized cost.

In Canadian dollars, except units, per unit amounts and where otherwise noted

For the three months and nine months ended September 30, 2024, the Trust declared Periodic Distributions to the General Partners of $1,844,705 and $5,202,749 respectively (three months and nine months ended September 30, 2023 – $1,531,562 and $4,551,455). As at September 30, 2024, Periodic Distributions of $617,989 were payable (December 31, 2023 – $525,479) and were subsequently paid on October 12, 2024.

For the three months and nine months ended September 30, 2024, ASH Inc. earned $5,465 and $15,195, respectively (three months and nine months ended September 30, 2023 – $4,385 and $11,850) in management fees related to Class A Units of the Trust, which are included in professional fees as part of general and administrative expenses in the interim condensed consolidated statements of income (loss) and comprehensive income (loss). ASH Inc. may pay a trailing commission out of its own funds of up to 1.00% per annum to certain registered dealers in connection with their clients' holdings of Class A Units.

15. Management of capital

The Trust defines capital that it manages as the aggregate of its net assets attributable to Unitholders, mortgages payable and credit facilities. The Trust's primary objective when managing capital is to ensure that the Trust has adequate operating funds to support the business operations, fund acquisitions of new investment properties and capital expenditure and maximize Unitholder value.

The total capital managed by the Trust is as follows:

As at	September 30, 2024	December 31, 2023
	$	**$**
Mortgages payable	**764,048,006**	434,774,607
Credit facility	**30,000,000**	-
Net assets attributable to Unitholders	**545,953,266**	462,845,810
	1,340,001,272	897,620,417

The Trust will target to have total indebtedness of no more than 65% as a percentage of gross book value, with the ability to increase to 70% for short periods of time. As at September 30, 2024, the Trust had total indebtedness to gross book value of 57% (December 31, 2023 – 45%). The Trust is required to maintain certain financial covenants related to its mortgages payable liability in accordance with its loan agreements, which include debt service coverage ratios. For the nine months ended September 30, 2024 and the year ended December 31, 2023, the Trust was in compliance with all of its loan covenants and obligations under its loan agreements.

16. Financial instruments and risk management

Fair values of financial instruments

The fair values of the Trust's financial instruments were determined as follows:

- The carrying amounts of cash and cash equivalents, short-term investments, accounts receivable, accounts payable and accrued liabilities, distributions payable and residential tenant deposits approximate their fair values based on the short-term maturity of these financial instruments. Accrued liabilities (non-current) are measured at fair value through profit or loss based on value of net assets of CSL as described in Note 14.
- Investment properties are measured at fair value based on the valuation methodology described in Note 3.
- The fair value of mortgages payable has been determined by discounting the cash flows of these financial obligations using discount rates reflective of current market conditions for instruments with similar terms and risks (Level 2). Based on these assumptions, the fair value as at September 30, 2024 of the mortgage payable has been estimated at $768,934,676 (December 31, 2023 – $423,254,854) compared with the carrying value before deferred financing costs of $771,286795 (December 31, 2023 – $436,520,504). The

In Canadian dollars, except units, per unit amounts and where otherwise noted

fair value of mortgages payable varies from the carrying value due to fluctuations in interest rates since their issue.

- The fair values of the interest rate swaps reported in derivative assets on the interim condensed consolidated statements of financial position represent estimates at a specific point in time using financial models, based on interest rates that reflect current market conditions, the credit quality of the counterparties and interest rate curves.

The fair value hierarchy of financial instruments measured or disclosed at fair value in the interim condensed consolidated statements of financial position is as follows:

September 30, 2024	**Level 1**	**Level 2**	**Level 3**
	$	**$**	**$**
Financial assets			
Investment properties	**-**	**-**	**1,437,000,000**
Derivative assets	**-**	**2,505,705**	**-**
Financial liabilities			
Mortgages payable	**-**	**(768,934,676)**	**-**
Credit facility	**-**	**(30,000,000)**	**-**
Derivative liabilities	**-**	**(2,397,977)**	**-**
Net assets (liabilities) measured or disclosed at fair value	**-**	**(798,228,820)**	**1,437,000,000**

December 31, 2023	**Level 1**	**Level 2**	**Level 3**
	$	**$**	**$**
Financial assets			
Investment properties	-	-	961,800,000
Derivative assets	-	5,927,043	-
Financial liabilities			
Mortgages payable	-	(423,254,854)	-
Net assets (liabilities) measured or disclosed at fair value	-	(417,327,811)	961,800,000

For the nine months ended September 30, 2024 and the year ended December 31, 2023, there were no transfers of assets or liabilities between levels.

Risk management

The Trust is exposed to financial risks arising from its financial assets and liabilities, such as market risk related to interest rate risk, credit risk and liquidity risk. These risks and the actions taken to manage them are as follows:

Market risk

Market risk is the risk that the fair value or future cash flows of financial assets or liabilities will fluctuate due to movements in the market prices and comprises the following risk factors:

Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair value of financial instruments. The Trust is exposed to interest rate risk as a result of its mortgages payable not being refinanced on terms as favourable as those of the existing indebtedness. The Trust also has a portion of its mortgages and credit facilities subject to floating interest rates. The Trust manages and mitigates its interest rate risk through management's strategy to structure the majority of its mortgages at fixed rates with maturities staggered over a number of years.

From time to time, the Trust may enter into floating-for-fixed interest rate swaps as part of its strategy for managing its exposure to interest rate risk on debt with floating interest rates. The Trust's fixed mortgage debt, which matures in the next 12 months, amounts to $140,250,000. Assuming these mortgages are refinanced at similar terms, except at a 100 basis points increase in interest rates, financing costs would increase by $1,402,500 per year.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Trust is exposed to credit risk on all financial assets, and its exposure is generally limited to the carrying value of the financial asset. The Trust is exposed to credit risk from the possibility that tenants may experience financial difficulty and be unable to fulfill their lease term commitments. The Trust mitigates the risk of credit loss with respect to residential tenants by obtaining a lease guarantor and security deposits from each residential tenant and diversification of its existing portfolio of investment properties. The Trust monitors its collection process on a monthly basis and ensures that a stringent policy is adopted to provide for all past due amounts. When a receivable balance is considered uncollectible, it is written off and recognized in net income. Subsequent recoveries of amounts previously written off are credited against property operating costs in the interim condensed consolidated statements of income (loss) and comprehensive income (loss). The Trust has not experienced a significant increase in bad debts expense, and collections have remained strong across the investment properties.

Liquidity risk

Liquidity risk is the risk that the Trust will encounter difficulties in meeting its financial liability obligations. The Trust's principal liquidity needs arise from working capital, debt servicing and repayment obligations, and distributions to Unitholders, and possible property acquisition funding requirements. Management prepares cash flow forecasts on an ongoing basis to manage new capital issuances, cash flows from operations with the liquidity needs arising from operations, mortgage commitments, distributions to Unitholders and its acquisition pipeline.

The Trust is exposed to liquidity risk related to its debt financing, including the risk that mortgages will not be able to be refinanced on terms and conditions favourable to the Trust. The features and quality of the underlying assets being financed and the debt market parameters existing at the time will affect the success of debt refinancing. Management manages the Trust's cash resources based on financial forecasts and anticipated cash flows and minimizes its exposure to liquidity risk by maintaining appropriate levels of leverage on its investment properties, by efficient use of resources, by monitoring the ongoing timing of liquidity events and by aiming to stagger the maturities of its debt.

In Canadian dollars, except units, per unit amounts and where otherwise noted

The tables below summarize the maturity profile of the Trust's financial liabilities based on contractual undiscounted receipts and payments:

As at September 30, 2024	Within 1 year	1 to 5 years	After 5 years	No fixed maturity	Total
	$	$	$	$	$
Mortgages payable	**91,323,302**	**504,497,952**	**175,465,541**	**-**	**771,286,795**
Credit facility	**-**	**30,000,000**	**-**	**-**	**30,000,000**
Accounts payable and accrued liabilities	**8,975,773**	**-**	**-**	**74,410,282**	**83,386,055**
Distributions payable	**3,906,141**	**-**	**-**	**-**	**3,906,141**
Residential tenant deposits	**10,050,553**	**-**	**-**	**-**	**10,050,553**
	114,255,769	**534,497,952**	**175,465,541**	**74,410,282**	**898,629,544**

As at December 31, 2023	Within 1 year	1 to 5 years	After 5 years	No fixed maturity	Total
	$	$	$	$	$
Mortgages payable	58,360,960	339,719,809	38,439,735	-	436,520,504
Accounts payable and accrued liabilities	5,312,976	-	-	70,178,606	75,491,582
Distributions payable	2,101,908	-	-	-	2,101,908
Residential tenant deposits	6,780,592	-	-	-	6,780,592
	72,556,436	339,719,809	38,439,735	70,178,606	520,894,586

17. Subsequent events

Summary of prospective transaction with Forum Real Estate Income and Impact Fund

The Trust has entered into an agreement dated October 11, 2024 (the "Combination Agreement") with Forum Real Estate Income and Impact Fund ("REIIF"), Forum Real Estate Income and Impact LP ("REII LP"), Forum Real Estate Income and Impact GP Inc. ("REII GP"), Forum Investment and Development Corporation ("FIDC" and together with REIIF, REII LP and REII GP, the "Forum Parties"), CSL, the General Partners and AMC, pursuant to which, as part of a series of related transactions, REIIF proposes to acquire substantially all the assets of the Trust, which primarily consist of the class A units of CSL and class F units of CSL. The purchase price, as set out in the Combination Agreement, is $1.686 billion, less assumed mortgage debt, the purchase price under the GP Share Acquisition Agreement, and certain other customary real estate adjustments (including potential adjustments related to the anticipated disposition of the Trust's investment in a College Street property in Toronto) and working capital adjustments as of the date (the "Combination Closing Date") upon which the Combination Transaction and the other transactions contemplated in the Combination Agreement are completed (the "Combination Closing"), which is currently anticipated to be before the end of 2024, subject to customary closing conditions and regulatory approvals. The $1.686 billion purchase price represents an approximate 17% premium to the REIT's pre-transaction gross asset value.

The combination of the Trust and REIIF (the "Combination") involves the sale by the Trust of substantially all of its assets to REIIF in exchange for the assumption by REIIF of the Trust's obligations and liabilities, subject to certain exclusions, and the issuance of series AX units of REIIF ("Series AX REIIF Units"), series FX units of REIIF ("Series FX REIIF Units"), series HX units of REIIF ("Series HX REIIF Units") and series IX units of REIIF ("Series IX REIIF Units" and together with the Series AX REIIF Units, the Series FX REIIF Units, and the Series HX REIIF Units, the "Payment Units"), each being a new series of REIIF Units, created for the purposes of the Combination depending on the aggregate value and/or class of REIT Units, and on the basis of a predetermined exchange ratio expected to be between approximately 15.3 and 15.7 REIIF Units (depending on the class of Trust Unit and subject to adjustment as described herein) (the “Exchange Ratio”) which, subject to adjustment, should also be the approximate exchange ratio per Trust Unit. No later than 60 days after the sale of the Trust assets referred to above, all of the issued and outstanding Trust Units will be redeemed by the Trust in exchange for REIIF Units in accordance with the applicable Exchange Ratio.

The Exchange Ratio value of approximately $191 per Class A Unit and $196 per Class F Unit represents a premium of 33% relative to Class A Unit net asset value and a premium of 32% relative to Class F Unit net asset value, respectively, as at September 30, 2024.

Any REIIF Units acquired by Unitholders in connection with the Combination are subject to an early redemption discount. REIIF Units redeemed in the first 12 months following the Combination Closing Date will be settled at a 10% discount to REIIF’s NAV at the time of redemption after which period they will have the same early redemption discount as other REIIF Units. After the first 12 months, the length of time a former Unitholder has held a REIIF Unit will be determined by reference to the issuance date of the REIT Unit that was exchanged for such REIIF Units under the Combination.

Holders of class C units of CSL (“Class C LP Units”) and class V units of CSL (“Class V LP Units”) may choose to exchange their Class C LP Units or Class V LP Units, as applicable, for units of a new series of REII LP Units (as defined herein) corresponding to the Payment Units, also based on the applicable Exchange Ratio.

There can be no assurance that the transactions contemplated by the Combination Agreement will be completed. Unitholders are encouraged to review the Information Circular and Offering Memorandum of the Trust for more information.