

**CONFIDENTIAL OFFERING MEMORANDUM  
CENTURION APARTMENT REAL ESTATE INVESTMENT TRUST**

DATE May 1, 2024

THE ISSUER

Name: Centurion Apartment Real Estate Investment Trust (“**Centurion Apartment REIT**” or the “**Trust**”)

Head Office

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Currently listed or quoted? No – **These securities do not trade on any exchange or market.**

Reporting Issuer? No

SEDAR Filer? No

THE OFFERING

Securities Offered: Class A, Class F, and Class I Trust Units of Centurion Apartment REIT (collectively, the “**Units**”)

Price per security: Determined by the trustees of Centurion Apartment REIT from time to time and set forth in the subscription agreement(s) entered into between the Subscriber(s) and Centurion Apartment REIT.

Minimum/Maximum offering: **There is no minimum or maximum to this offering. You may be the only purchaser. The REIT will offer an unlimited number of Units on a continuous basis. Funds available under the offering may not be sufficient to accomplish our proposed objectives.**

Minimum Subscription Amount: \$25,000

Additional Subscription Amount: \$5,000

Payment terms: Wire Transfer or Fundserv Settlement due on closing

Proposed closing dates: Periodically with the initial closing date expected to be on or about June 1, 2024.

Selling Agent: Yes – See Item 9.

**Centurion Apartment REIT is a connected issuer, and may be considered to be a related issuer, of Centurion Asset Management Inc. (the “Asset Manager”), its asset manager and an exempt market dealer, investment fund manager, and restricted portfolio manager in certain jurisdictions, in connection with the distribution of the REIT’s securities hereunder, which may result in potential conflicts of interest. Centurion Apartment REIT is a connected issuer of the Asset Manager due to the factors described in this Offering Memorandum under “Relationship between Centurion Apartment REIT, The Asset Manager and Affiliates of The Asset Manager” as a result of the fact that the President of Centurion Apartment REIT and the Asset Manager are the same and Mr. Gregory Romundt indirectly owns all of the shares of the Asset Manager and its affiliates, including the Mortgage Manager and the Mortgage Servicer, each of which provides services to Centurion Apartment REIT. Centurion Apartment REIT may be considered to be a related issuer of the Asset Manager by virtue of the Asset Manager’s right to appoint a prescribed number of nominees to the board of trustees of Centurion Apartment REIT. See “Trustees” and “Relationship between Centurion Apartment REIT, The Asset Manager and Affiliates of The Asset Manager” and Item 9.**

## RESALE RESTRICTIONS

You will be restricted from selling your securities for an indefinite period or for a period of 4 months and a day, depending on your province of residence. See Item 12.

## PURCHASER'S RIGHTS

If you are purchasing Units pursuant to the offering memorandum exemption contained in Section 2.9 of National Instrument 45-106 Prospectus Exemptions, you have 2 business days to cancel your agreement to purchase these securities. If there is a Misrepresentation contained in this offering memorandum, you have a right to sue for damages or to cancel the agreement. See Item 13.

**No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this offering memorandum. Any representation to the contrary is an offence. This is a risky investment. See Item 10.**

## HOW TO READ THIS OFFERING MEMORANDUM

This offering of Units (the "**Offering**") is being made by Centurion Apartment REIT pursuant to an exemption (the "**Offering Memorandum Exemption**") from the prospectus requirements of applicable securities laws. The Units are sold only through investment dealers, exempt market dealers or other securities registrants who are permitted to offer and sell the Units.

The Offering Memorandum Exemption requires that Centurion Apartment REIT provide investors with a prescribed form of offering memorandum. Issuers are permitted to "wrap" the prescribed form of offering memorandum around another disclosure document by attaching that other disclosure document and referring to the disclosure contained in it.

Attached as Appendix I to this Offering Memorandum is the Confidential Offering Memorandum (the "**Confidential Offering Memorandum**") of Centurion Apartment REIT used in connection with the Offering of Units to "**accredited investors**" in the Province of Ontario and Quebec. This Offering Memorandum references certain disclosures contained in the Confidential Offering Memorandum. Management of Centurion Apartment REIT believes that attaching the Confidential Offering Memorandum as Appendix I to this offering memorandum will provide investors with a better understanding of Centurion Apartment REIT.

Centurion Apartment REIT is not a "reporting issuer" within the meaning of applicable securities laws and therefore it is not required to publish, disseminate or file ongoing continuous disclosure regarding its operations and affairs. However, management of Centurion Apartment REIT has provided web links in selected sections of this Confidential Offering Memorandum to where (unaudited) updates of the information in these sections are periodically posted in an effort to keep holders of Units informed of developments involving Centurion Apartment REIT. Such information is provided for ongoing purposes and does not form a part of this Offering Memorandum.

## FORWARD-LOOKING STATEMENTS

Certain statements contained in this Offering Memorandum (and any provisions of the Offering Memorandum incorporated by reference herein) constitute forward-looking statements. All statements, other than statements of historical fact, that address activities, events or developments that the Trust believes, expects, or anticipates will or may occur in the future (including, without limitation, statements regarding any objectives and strategies of the Trust) are forward-looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks (including the risks identified under "Item 10: Risk Factors"), uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Asset Manager (and its affiliates, as applicable) believe that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this Offering Memorandum (and any provisions of the Offering Memorandum incorporated by reference herein) should not be unduly relied on. These statements speak only as of the date of this Offering Memorandum or as of the date specified in such statements, as the case may be and, except as may be required by applicable securities laws, the Trust, and the Asset Manager (and its affiliates) disclaim any intent or obligation to update any forward-looking statements whether as a result of new information, future events, or results or otherwise.

## **NON-IFRS MEASURES**

Centurion Apartment REIT uses the terms Distributable Income, Normalized Net Operating Income (or “NNOI”) and Property Net Income as defined in the Glossary. Management of Centurion Apartment REIT considers such non-IFRS measures to be a valuable measure for evaluating its operating performance and in achieving its objectives. Such measures are not defined under IFRS nor should any of these measures be viewed as an alternative to net income, cash flow from operating activities or other measures of financial performance calculated in accordance with IFRS. Readers should be further cautioned that Distributable Income, NNOI and Property Net Income as calculated by Centurion Apartment REIT may not be comparable to similar measures presented by other issuers.

## **SUBSCRIPTION PROCEDURE AND CHECKLIST**

Applicable Canadian securities laws prescribe certain of the documentation that must be completed in order to subscribe for Units. The documentation that you must complete will depend on the jurisdiction in which you are resident and the prospectus exemption on which you are relying. A summary of the documentation requirements is set forth below:

**IMPORTANT: The following items must be completed and executed in connection with your subscription (as set out in the subscription agreement for Units (the "Subscription Agreement")). All references to pages and schedules below are references to the applicable page or schedule of the Subscription Agreement.**

### **All Purchasers**

\_\_\_\_\_ Complete and execute all applicable lines on pages 1, 2, and 3 of the Subscription Agreement.  
\_\_\_\_\_ Provide a certified cheque, or bank draft or wire transfer made payable to the Trust for the Total Subscription Price (as defined in the Subscription Agreement) indicated on page 1 of the Subscription Agreement. Provide a separate cheque marked "VOID" from the account to which distributions should be credited, if you have selected cash distributions.

### **Accredited Investor Exemption – All provinces and territories of Canada**

\_\_\_\_\_ If an "accredited investor", complete and execute Schedule A – Accredited Investor Status Certificate, indicating which category is applicable. You do **not** need to complete Schedule B, C, or D if Schedule A is completed. Investors must also complete Exhibit A to Schedule A.

### **Minimum Amount Investment Exemption – All provinces and territories of Canada**

\_\_\_\_\_ If relying on the "Minimum Amount Investment" exemption, complete and execute Schedule C – Minimum Amount Investment Status Certificate. You do **not** need to complete Schedule A, B, or D if Schedule C is completed. This exemption is **not** available to individuals.

### **Offering Memorandum Exemption – All provinces and territories of Canada**

\_\_\_\_\_ If relying on the "Offering Memorandum" exemption, complete and execute Schedule D – Eligible Investor Status Certificate and Exhibit A attached thereto. If you are resident in Alberta, New Brunswick, Nova Scotia, Ontario, or Saskatchewan, you must also complete Appendix A and B to Exhibit A of Schedule D. You do not need to complete Schedule A, B, or C if Schedule D is completed unless Schedule D specifically provides that you must complete one of Schedule A or Schedule B

### **Family, Friends and Business Associates Exemption – All provinces and territories of Canada**

\_\_\_\_\_ If relying on the "Family, Friends and Business Associates" exemption complete and execute Schedule B – Family, Friends and Business Associates Status Certificate, indicating which category is applicable. You do not need to complete Schedule A, C, or D if Schedule B is completed. If you are resident in Saskatchewan, you must also complete Exhibit A to Schedule B. If you are resident in Ontario, you must also complete Exhibit B to Schedule B.

**All purchasers must provide a completed and originally executed copy of the Subscription Agreement, including this instruction sheet and the items required to be completed as set out above.**



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## OFFERING MEMORANDUM

### GLOSSARY

Capitalized terms used and not otherwise defined herein have the meanings set out in the Confidential Offering Memorandum. See “Glossary” in the Confidential Offering Memorandum attached hereto as Appendix I.

### ITEM 1: USE OF AVAILABLE FUNDS

#### 1.1. Funds

The table below sets forth the estimated total available funds to Centurion Apartment REIT after giving effect to the Offering.

		Assuming Maximum Offering <sup>(1)</sup>	Notes
A.	Amount to be raised by this Offering	N/A	
B.	Selling commission and fees	N/A	(2)
C.	Estimated costs of the Offering (e.g. legal, accounting, audit, etc.)	N/A	
D.	<b>Available funds: D = A - (B + C)</b>	N/A	(2)

Notes:

- (1) There is no minimum or maximum Offering. Centurion Apartment REIT will offer an unlimited number of Units on a continuous basis.
- (2) Centurion Apartment REIT sells Units through securities dealers. It is expected that Centurion Apartment REIT will pay compensation to such securities dealers, up to a maximum of approximately 5% of the subscription proceeds. Accordingly, Centurion Apartment REIT will also pay trailing commissions to securities dealers in respect of Units sold by them or held in the client accounts of such securities dealers. The trailing commission will depend on the purchase option through which the Units are purchased. To the extent that Centurion Apartment REIT is responsible for the payment of compensation to securities dealers, the funds available to Centurion Apartment REIT will be reduced. See Item 7 “Compensation Paid to Sellers and Finders”.

#### 1.2. Use of Available Funds

The following table provides a detailed breakdown of how Centurion Apartment REIT will use the available funds.

Description of Intended Use of Available Funds Listed in Order of Priority	Assuming Maximum Offering <sup>(1)</sup>
The net proceeds from the sale of this Offering will be used to invest in accordance with the investment objectives of Centurion Apartment REIT. This includes property acquisitions, property capital improvements, mortgage and equity development projects redemptions, asset management fees, warehousing and general working capital purposes. <sup>(1)(2)</sup>	N/A

Notes:

- (1) There is no minimum or maximum offering. The Trust will offer an unlimited number of Units on a continuous basis.
- (2) A portion of the available funds may be used by the Trust for payments to Related Parties, including to the Asset Manager, the Property Manager, the Mortgage Manager, and the Mortgage Servicer. See “Item 10: Risk Factors – Potential Conflicts of Interest”.

#### 1.3. Proceeds Transferred to Other Issuers

Not applicable.

## **ITEM 2: BUSINESS OF CENTURION APARTMENT REAL ESTATE INVESTMENT TRUST AND OTHER INFORMATION AND TRANSACTIONS**

### **2.1. Structure**

For information concerning the structure of Centurion Apartment REIT, see the following section of the Confidential Offering Memorandum attached hereto as Appendix I:

- (a) “Centurion Apartment REIT”; and
- (b) “Centurion Apartment REIT Operating Structure”.

### **2.2. The Business**

The market that the Trust operates in is very competitive. There are numerous competitors that compete within the same space. The Trust’s competitors include individuals, non-bank lenders, real estate investment trusts, private and public investment companies, pension funds and insurance companies. This is certainly not an exhaustive list of competitors but provides a perspective of the competitive landscape. The primary barriers to entry into the market the Trust operates in would be capital, contacts, experience in evaluating investments, and the general economic environment.

For information concerning the business of Centurion Apartment REIT from its inception to the date of the Confidential Offering Memorandum, see “*Centurion Apartment REIT*” in Appendix I.

For information concerning the objectives of Centurion Apartment REIT, see “*Objectives of Centurion Apartment REIT*” in Appendix I.

For information concerning the properties of Centurion Apartment REIT, see “*Properties*” in Appendix I.

For information concerning the multi-unit residential real estate market and its effect on Centurion Apartment REIT, see “*Multi-Unit Residential Real Estate Market*” in Appendix I.

For information concerning the management of Centurion Apartment REIT, see “*Management of Centurion Apartment REIT*” in Appendix I.

For information concerning the investment guidelines and operating policies of Centurion Apartment REIT, see “*Investment Guidelines and Operating Policies*” in Appendix I.

### **2.3. Development of Business**

For information concerning the business of Centurion Apartment REIT from its inception to the date of the Confidential Offering Memorandum, see “*Centurion Apartment REIT – History of Centurion Apartment REIT Prior to REIT Conversion*” and “*Centurion Apartment REIT – History Of Centurion Apartment REIT Since REIT Conversion*” in Appendix I.

### **2.4. Long-Term Objectives**

For long-term objectives of Centurion Apartment REIT, see “*Objectives of Centurion Apartment REIT*” in Appendix I. In order for Centurion Apartment REIT to accomplish its long-term objectives, Centurion Apartment REIT must complete its short-term objectives described under Section 2.5 below, being the completion of the Offering and the raising of sufficient funds to enable Centurion Apartment REIT to continue to expand and further diversify the portfolio.

### **2.5. Short-Term Objectives**

Centurion Apartment REIT’s objectives over the next twelve months are to raise sufficient funds to complete the acquisition of additional properties in Canada and the United States, make property capital improvements, build its pipeline of future property acquisitions, provide an investment warehousing facility for Centurion Financial Trust and leverage its mortgage lending capabilities to increase investment opportunities.

### **2.6. Insufficient Funds**

The funds raised by Centurion Apartment REIT pursuant to the Offering may not be sufficient to accomplish all of Centurion Apartment REIT’s proposed objectives and there is no assurance that alternative financings will be available.

## 2.7. Additional Disclosure for Issues Without Significant Revenue

Not applicable.

## 2.8. Material Contracts

For information regarding the material agreements of Centurion Apartment REIT, see the following sections of the Confidential Offering Memorandum attached hereto as Appendix I:

- (a) "Ancillary Matters - Material Contracts";
- (b) "Declaration of Trust and Description of Units"; and
- (c) "Management of Centurion Apartment REIT".

## 2.9. Related Party Transactions

Not applicable.

## ITEM 3: COMPENSATION AND SECURITY HOLDINGS OF CERTAIN PARTIES

### 3.1. Compensation and Securities Held

A person who is employed by and receives a salary from Centurion Apartment REIT, or an affiliate does not receive any remuneration from Centurion Apartment REIT for serving as a Trustee. For a summary of the remuneration payable by Centurion Apartment REIT to the Asset Manager, see "Asset Manager's Fees and Carry Allocation". The following chart discloses the names, municipalities of residence, positions, compensation, and securities held by each of the Trustees, executive officers, advisors, and principal holders of Units of Centurion Apartment REIT. The 2024 Independent Trustees and Advisor compensation is split equally between cash and deferred units which vest immediately but must be held for a three-year period.

Name and Municipality of Residence	Positions Held	Compensation Paid by Centurion Apartment REIT or a Related Party in the Most Recently Completed Financial Year and the Compensation Anticipated to be Paid in the Current Financial Year	Number and Type of Securities of Centurion Apartment REIT Held (1)(2)
			Class 'A'
Gregory Gunter Romundt (4) Grand Cayman, Cayman Islands	President Trustee	2024 - \$nil 2023 - \$nil	1,098,873.460 (3)
Robert Kennedy Orr (5) Toronto, Ontario	EVP, CFO, COO Trustee	2024 - \$400,000 2023 - \$790,159	11,106.08
Stephen Douglas Stewart (6) Toronto, Ontario	EVP of Mortgage Investments and Joint Ventures and Trustee	2024 - \$250,000 2023 - \$1,498,170	28,643.53
Lucian Ionescu (7) Oakville, Ontario	Chief Operating Officer, Property Operations	2024 - \$400,000 2023 - \$1,010,118.90	-

Name and Municipality of Residence	Positions Held	Compensation Paid by Centurion Apartment REIT or a Related Party in the Most Recently Completed Financial Year and the Compensation Anticipated to be Paid in the Current Financial Year	Number and Type e of Securities of Centurion Apartment REIT Held (1)(2)
			Class 'A'
Gordon Ross Amos Mississauga, Ontario	Trustee (Chairman)	2024 - \$80,000 2023 - \$200,000	3,181.72
Andrew Alexander Jones Toronto, Ontario	Trustee	2024 - \$70,000 2023 - \$250,000	7,528.20
Ansil Kenneth Miller Oakville, Ontario	Trustee	2024 - \$100,000 2023 - \$100,000	-
Michael Douglas Lovett Mississauga, Ontario	Advisor	2024 - \$40,000 2023 - \$40,000	2,263.19
Peter Reginald Smith Mississauga, Ontario	Trustee	2024 - \$70,000 2023 - \$70,000	-

Notes:

- (1) Number represents the number of units held and does not include any deferred vested units.
- (2) As at April 1, 2024 except as otherwise indicated.
- (3) In connection with the amendment and restatement of the Asset Management Agreement on September 1, 2023, all of the outstanding Class M REIT Units were redesignated as Class A REIT Units in accordance with the terms of the Declaration of Trust. The amount disclosed is an estimate based on the number of Class A REIT Units that would have been issued if the re-designation occurred on August 1, 2023 and is subject to adjustment to reflect the actual redesignation ratio as of September 1, 2023.
- (4) Mr. Romundt receives a salary of \$1 and is not eligible for a bonus from the Trust. However, he indirectly owns all the shares of the Asset Manager and its affiliates, including the Mortgage Manager, the Mortgage Servicer and the Special Limited Partner, and therefore has an interest in fees payable to the Asset Manager and distributions payable to the Special Limited Partner.
- (5) Prior to September 1, 2023, Mr. Orr was as an employee of Centurion Asset Management GP Inc. and provided services to Centurion Apartment REIT, Centurion Financial Trust, and/or other subsidiaries and his compensation in any particular period was allocated between these trusts and companies depending on numerous factors including, but not limited to how he splits his time between the trusts and companies. The compensation numbers presented herein are not weighted by these factors and are presented gross, as if this person will spend all his time working solely for the Trust which is unlikely. From and after September 1, 2023, Mr. Orr's employment has been assigned to the Asset Manager and his compensation will be paid by the Asset Manager. Compensation for the current year does not include any bonus component.
- (6) Prior to September 1, 2023, Mr. Stewart was an employee of Centurion Asset Management GP Inc. Mr. Stewart's structured incentive has been paid by Centurion Mortgage Capital Corporation. From and after September 1, 2023, Mr. Stewart's employment has been assigned to the Asset Manager and his compensation will be paid by the Asset Manager. Compensation for the current year does not include any structured incentive component.
- (7) Prior to September 1, 2023, Mr. Ionescu was an employee of Centurion Properties Associates Inc. From and after September 1, 2023, Mr. Ionescu's employment has been assigned to the Asset Manager and his compensation will be paid by the Asset Manager. Compensation for the current year does not include any bonus component.

### 3.2. Management Experience

For information concerning management experience, see "Management of Centurion Apartment REIT - Trustees, Officers and Advisors" in Appendix I.

### 3.3. Penalties, Sanctions, Bankruptcies, Insolvency and Criminal or Quasi-Criminal Matters

As at the date hereof, or within the ten years prior to the date of this Offering Memorandum, no Trustee, executive officer, or control person of Centurion Apartment REIT, or an issuer of which any of these persons was a director, executive officer or control person at the time was subject to:

- (a) a penalty or other sanction imposed by a court or a regulatory body relating to a contravention of securities legislation; or
- (b) an order restricting trading in securities, not including an order that was in effect for less than 30 consecutive days.



As of the date hereof, or within ten years prior to the date of this Offering Memorandum, no Trustee executive officer or control person of Centurion Apartment REIT has:

- (a) been a director, executive officer, or control person of any entity (including Centurion Apartment REIT), that while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) become bankrupt, made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, a receiver manager or trustee appointed to hold the assets of the trustee, executive officer or control person; or
- (c) Furthermore, neither Centurion Apartment REIT, nor a Trustee, executive officer, or control person of Centurion Apartment REIT has ever pled guilty to or been found guilty of (a) a summary conviction or indictable offence under the Criminal Code (Canada); (b) quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction; (c) a misdemeanour or felony under the criminal legislation of the United States of America; (d) an offence under the criminal legislation of any other foreign jurisdiction.

### **3.4 Certain Loans**

As at the date of this Offering Memorandum, Centurion Apartment REIT does not have any debentures or loans due to or from its directors, management, promoters, or its principal security holders. Centurion Apartment REIT has a warehouse lending agreement with Centurion Financial Trust. The outstanding balance as at March 31, 2024 of the warehouse is nil.

## ITEM 4: CAPITAL STRUCTURE

### 4.1 Securities Except for Debt Securities

The following table sets forth the issued and outstanding equity securities of Centurion Apartment REIT as of the date hereof.

Description of Security	Number Authorized to be Issued	Number Outstanding as at March 31, 2024
Class 'A' Units (1)	Unlimited	87,814,181.82
Class 'F' Units	Unlimited	63,076,145.58
Class 'I' Units	Unlimited	17,466,515.65
Class "M" Units (2)	Unlimited	—
Class 'R' Units	Unlimited	—

Notes:

- (1) This includes the number of CAP II LP Exchangeable "B" and "C" Units issued and outstanding which are exchangeable into REIT Class "A" Units on a one for one basis as per the Exchange Agreements.
- (2) As of September 1, 2023, there are no longer any Class M REIT Units outstanding and the Asset Manager has irrevocably renounced all of its rights in respect of the Class M REIT Units.

The price per security is determined by the trustees of Centurion Apartment REIT from time to time and set forth in the subscription agreement(s) entered into between the Subscriber(s) and Centurion Apartment REIT.

For information concerning the material terms of the Class A, F, I, and M Units, see "Declaration of Trust and Description of Units - Units" in Appendix I.

### 4.2. Long-Term Debt

For information regarding the loans and indebtedness of Centurion Apartment REIT see *Appendix "G" - Audited Financial Statements* of the Confidential Offering Memorandum attached hereto Appendix I. Such loans and indebtedness are summarized as at December 31, 2023. The actual amount of the loans and indebtedness of Centurion Apartment REIT may vary from that set forth in *Appendix "G"* of the Confidential Offering Memorandum attached hereto as Appendix I based upon principal repayments and any refinancing(s) which may occur. In addition, to the extent that additional properties are acquired, Centurion Apartment REIT expects to partially finance such acquisitions through mortgage loans and/or other long-term indebtedness. Any acquisitions and the incurring of long-term indebtedness will comply with investment guidelines and operating policies of Centurion Apartment REIT as set forth in the Declaration of Trust.

The operating policies of Centurion Apartment REIT include a policy that no indebtedness shall be incurred or assumed if, after giving effect thereto, the total indebtedness as a percentage of Gross Book Value would be more than 75% for indebtedness, including amounts drawn under an acquisition credit facility.

For information concerning the investment guidelines and operating policies of Centurion Apartment REIT, see *"Investment Guidelines and Operating Policies"* in Appendix I.

### 4.3. Prior Sales

The following table sets forth the securities of Centurion Apartment REIT that were issued since April 2018 to April 1, 2024. This table excludes any Units that were issued as a result of exchanges by existing CAP II LP Exchangeable "B" and "C" Unitholders of these LP Units for Centurion Apartment REIT Class "A" Units and excludes any Units issued under the Distribution Reinvestment Plan. This table however includes Units issued on an in-kind basis in exchange for all, or substantially all, of the assets of CREOT, pursuant to the CREOT Merger (as defined herein, see "History of Centurion Apartment REIT Since REIT Conversion").

Date of Issuance	Type of Security Issued	Number of Securities Issued	Price Per Security	Total Funds Received
April 3, 2018	Class A, F Units	603,508	\$14.040	\$ 8,473,259
May 1, 2018	Class A, F, I Units	1,460,428	\$14.180	\$ 20,709,456

June 1, 2018	Class A, F Units	1,076,981	\$14.180	\$ 15,272,022
July 3, 2018	Class A, F Units	1,323,614	\$14.180	\$ 18,769,382
August 1, 2018	Class A, F Units	681,114	\$14.820	\$ 10,094,112
September 1, 2018	Class A, F Units	1,369,418	\$14.820	\$ 20,294,777
October 1, 2018	Class A, F, I Units	1,336,989	\$14.820	\$ 19,814,172
November 1, 2018	Class A, F Units	1,033,412	\$15.371	\$ 15,884,581
December 1, 2018	Class A, F, C Units	1,929,797	\$15.832	\$ 30,552,541
January 2, 2019	Class A, F Units	1,324,431	\$16.149	\$ 21,388,235
February 1, 2019	Class A, F Units	1,873,164	\$16.149	\$ 30,249,726
March 1, 2019	Class A, F Units	40,367	\$16.149	\$ 651,892
April 3, 2019	Class A, F Units	3,339,081	\$16.149	\$ 53,962,819
May 1, 2019	Class A, F, I Units	2,780,577	\$16.622	\$ 46,218,751
June 3 2019	Class A, F, I Units	1,873,269	\$16.622	\$ 31,137,474
July 2, 2019	Class A, F Units	1,984,905	\$16.622	\$ 32,993,085
August 1, 2019	Class A, F, I Units	555,891	\$16.872	\$ 9,378,994
September 3, 2019	Class A, F Units	85,018	\$16.872	\$ 1,434,431
October 1, 2019	Class A, I Units	193,198	\$16.872	\$ 3,259,634
November 1, 2019	Class A, F, I Units	6,263,793	\$17.890	\$ 112,059,254
December 2, 2019	Class A, F, I Units	4,297,071	\$17.890	\$ 76,874,608
January 2, 2020	Class A, F, I Units	2,680,001	\$18.720	\$ 50,169,619
February 3, 2020	Class A, F, I Units	3,338,252	\$18.896	\$ 63,079,613
March 2, 2020	Class A, F Units	85,013	\$18.896	\$ 1,606,400
April 1, 2020	Class A, F, C Units	956,424	\$18.896	\$ 18,072,595
May 1, 2020	Class A, F Units	702,133	\$18.896	\$ 13,267,509
June 1 2020	Class A, F, I Units	804,459	\$18.896	\$ 15,201,064
July 2, 2020	Class A, F, I Units	1,022,027	\$18.896	\$ 19,312,227
August 4, 2020	Class A, F, I Units	1,486,922	\$19.243	\$ 28,612,845
September 1, 2020	Class A, F, I Units	1,393,126	\$19.243	\$ 26,807,921
October 1, 2020	Class A, F, I Units	1,276,245	\$19.243	\$ 24,558,778
November 2, 2020	Class A, F, I Units	1,541,874	\$19.340	\$ 29,819,849
December 1, 2020	Class A, F, I Units	1,763,367	\$19.340	\$ 34,103,522
January 4, 2021 (1)	Class A, F, I Units	10,415,779	\$19.340	\$ 201,441,161
February 1, 2021	Class A, F, I Units	1,219,601	\$19.340	\$ 23,587,075
March 1, 2021	Class A, F, I Units	347,966	\$19.340	\$ 6,729,668
April 1, 2021	Class A Units	293	\$19.340	\$ 5,662
May 3, 2021	Class A, F, I Units	5,593,052	\$19.355	\$ 108,253,520
June 1, 2021	Class A, F, I Units	2,444,400	\$19.355	\$ 47,311,354
July 2, 2021	Class A, F, I Units	1,546,230	\$19.355	\$ 29,927,279
August 3, 2021	Class A, F, I Units	1,253,014	\$19.745	\$ 24,740,768
September 1, 2021	Class A, F, I Units	1,480,321	\$19.745	\$ 29,228,947
October 1, 2021	Class A, F, I Units	1,908,615	\$19.745	\$ 37,685,612
November 1, 2021	Class A, F, I Units	1,559,480	\$20.628	\$ 32,168,961

December 1, 2021	Class A, F, I Units	2,780,723	\$20.628	\$ 57,360,744
January 4, 2022	Class A, F, I Units	2,506,565	\$20.628	\$ 51,705,421
February 1, 2022	Class A, F, I Units	1,738,415	\$20.764	\$ 36,096,441
March 1, 2022	Class A, F, I Units	2,073,893	\$20.764	\$ 43,062,307
April 1, 2022	Class A, F, I Units	2,258,135	\$20.764	\$ 46,887,920
May 2, 2022	Class A, F, I Units	1,791,510	\$21.935	\$ 39,296,776
June 1, 2022	Class A, F, I Units	1,813,366	\$21.935	\$ 39,776,189
July 4, 2022	Class A, F, I Units	1,658,585	\$21.935	\$ 36,381,061
August 2, 2022	Class A, F, I Units	1,495,148	\$22.222	\$ 33,225,187
September 1, 2022	Class A, F, I Units	1,892,223	\$22.222	\$ 42,048,979
October 3, 2022	Class A, F, I Units	1,532,686	\$22.222	\$ 34,059,353
November 1, 2022	Class A, F, I Units	1,815,734	\$22.592	\$ 41,021,062
December 1, 2022	Class A, F, I Units	1,805,794	\$22.592	\$ 40,796,504
January 3, 2023	Class A, F, I Units	1,529,958	\$22.592	\$ 34,564,821
February 1, 2023	Class A, F, I Units	2,650,520	\$22.672	\$ 59,993,588
March 1, 2023	Class A, F, I Units	1,868,746	\$22.672	\$ 42,368,963
April 3, 2023	Class A, F, I Units	3,427,260	\$22.672	\$ 77,704,223
May 1, 2023	Class A, F, I Units	1,479,582	\$23.256	\$ 34,409,157
June 1, 2023	Class A, F, I Units	1,619,324	\$23.256	\$ 37,659,002
July 4, 2023	Class A, F, I Units	1,820,626	\$23.256	\$ 42,340,488
August 1, 2023	Class A, F, I Units	1,452,814	\$22.978	\$ 33,382,758
September 1, 2023	Class A, F, I Units	2,518,633	\$22.978	\$ 57,873,141
October 2, 2023	Class A, F, I Units	1,246,377	\$22.978	\$ 28,639,244
November 1, 2023	Class A, F, I Units	1,348,692	\$23.159	\$ 31,234,096
December 1, 2023	Class A, F, I Units	1,450,325	\$23.159	\$ 33,587,778
January 2, 2024	Class A, F, I Units	1,425,037	\$23.176	\$ 33,027,093
February 1, 2024	Class A, F, I Units	1,555,394	\$23.267	\$ 36,188,892
March 1, 2024	Class A, F, I Units	1,646,638	\$23.388	\$ 38,511,398
<b>Total</b>		<b>132,447,328</b>		<b>2,608,367,740</b>

(1) 7,461,598.466 Units were issued pursuant to the CREOT Merger; those Units which were issued to Centurion Apartment REIT as part of the CREOT Merger were subsequently cancelled.

## ITEM 5: SECURITIES OFFERED

### 5.1. Terms of Securities

For information concerning the material terms of the Units, see “Declaration of Trust and Description of Units” in Appendix I.

### 5.2. Subscription Procedure

For a detailed summary of the subscription procedures, see “Subscription Procedure and Checklist” of this Offering Memorandum.

Where Units are being issued in reliance on the Offering Memorandum Exemption, the consideration will be held in-trust pending the closing of the Offering (and in any event until midnight on the date that is two business days following the date your completed and signed subscription documentation and funds are received by Centurion Apartment REIT), which will occur on a date determined by Centurion

Apartment REIT. In the event that a closing does not occur in respect of a subscription, Centurion Apartment REIT will return the subscription funds to the subscriber, without interest or deduction.

#### **ITEM 6: REPURCHASE REQUESTS**

See Appendix I, Page 68.

#### **ITEM 7: CERTAIN DIVIDENDS OR DISTRIBUTIONS**

Not applicable.

#### **ITEM 8: INCOME TAX CONSEQUENCES AND RRSP ELIGIBILITY**

For a summary of certain Canadian federal income tax considerations, see the following sections of the Confidential Offering Memorandum attached hereto as Appendix I:

*“Eligibility for Investment”*; and

*“Canadian Federal Income Tax Considerations”*.

*You should consult your own professional advisers to obtain advice on the tax consequences that apply to you.*

#### **ITEM 9: COMPENSATION PAID TO SELLERS AND FINDERS**

For details of the compensation paid to sellers and finders, see *“Purchase Options”* in Appendix I. **Applicable securities laws in certain jurisdictions prohibit a fee or commission from being paid to persons other than securities registrants in connection with sales made pursuant to the offering memorandum exemption in section 2.9 of National Instrument 45-106. The REIT will not pay any commissions to persons to whom the REIT is not permitted to pay a commission, notwithstanding the purchase option selected by the purchaser.**

Centurion Apartment REIT is a connected issuer, and may be considered to be a related issuer, of Centurion Asset Management Inc. (the *“Asset Manager”*), its asset manager and an exempt market dealer, investment fund manager, and restricted portfolio manager in certain jurisdictions, in connection with the distribution of the REIT’s securities hereunder.

Centurion Apartment REIT is a connected issuer of the Asset Manager due to various factors, including the fact that Mr. Gregory Romundt is the President of both Centurion Apartment REIT and the Asset Manager and Mr. Romundt indirectly owns all of the shares of the Asset Manager and its affiliates, the Mortgage Manager, and the Mortgage Servicer, each of which provides services to Centurion Apartment REIT. Centurion Apartment REIT has retained the Asset Manager to provide asset management services to it pursuant to the Asset Management Agreement as described under *“Asset Management Agreement”* and to pay the manager the fees described herein under *“Asset Manager’s Fees and Carry Allocation”*.

Centurion Apartment REIT may be considered to be a related issuer of the Asset Manager by virtue of the Asset Manager’s right, during the term of the Asset Management Agreement, to appoint a prescribed number of nominees to the board of trustees of Centurion Apartment REIT as more particularly described under *“Trustees”*. The prescribed number of nominees that the Asset Manager is entitled to appoint varies depending on the size of the board, but the prescribed number exceeds 20% of the number of trustees. See *“Trustees”*.

The decision to offer the Units was made upon the recommendation of the Asset Manager. A portion of the proceeds of the Offering will be used by Centurion Apartment REIT to pay the fees payable to the Asset Manager pursuant to the Asset Management Agreement as described above.

#### **ITEM 10: RISK FACTORS**

See *“Risk Factors”* in Appendix I.

## ITEM 11: REPORTING OBLIGATIONS

For details with respect to the information that Centurion Apartment REIT must provide to holders of Units (“Unitholders”), or that Unitholders have a right to receive upon demand, see “Declaration of Trust and Description of Units – Information and Reports” in Appendix I.

## ITEM 12: RESALE RESTRICTIONS

For purchasers in Alberta, British Columbia, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Ontario, Prince Edward Island, Quebec, Saskatchewan, and Yukon these Units will be subject to a number of resale restrictions, including a restriction on trading. Until the restriction on trading expires, you will not be able to trade the securities unless you comply with an exemption from the prospectus and registration requirements under applicable securities legislation. Unless permitted under securities legislation, you cannot trade the securities before the date that is four months and a day after the date Centurion Apartment REIT becomes a reporting issuer in any province or territory of Canada.

For purchasers in Manitoba, unless permitted under securities legislation, you must not trade the securities without the prior written consent of the regulator in Manitoba unless:

- (a) Centurion Apartment REIT has filed a prospectus with the regulator in Manitoba with respect to the Units and the regulator in Manitoba has issued a receipt for that prospectus, or
- (b) you have held the Units for at least 12 months.

The regulator in Manitoba will consent to your trade if the regulator is of the opinion that to do so is not prejudicial to the public interest.

## ITEM 13: PURCHASERS' RIGHTS

**If you purchase these securities, you will have certain rights, some of which are described below. For information about your rights, you should consult a lawyer.**

The following is a summary of the statutory or contractual rights of action for damages or rescission which may be available to a purchaser of Units. Applicable securities laws in certain jurisdictions provide purchasers, or require purchasers be provided, with remedies for damages or rescission, or both, if this Offering Memorandum or any amendment to it or any information or documents incorporated or deemed to be incorporated herein by reference contains a Misrepresentation. Where used below, “**Misrepresentation**” means an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading in light of the circumstances in which it was made. The following remedies, or notice with respect to these remedies, must be exercised or delivered, as the case may be, by you within the time limits prescribed by applicable securities legislation. Purchasers should refer to the applicable legislative provisions for the complete text of these rights.

Any Offering Memorandum marketing materials related to the Offering and which are delivered or made reasonably available to a purchaser before the closing of that purchaser's subscription for Units are deemed to be incorporated by reference in this Offering Memorandum.

### TWO DAY CANCELLATION RIGHT

If you are purchasing Units pursuant to the offering memorandum exemption contained in section 2.9 of National Instrument 45-106 *Prospectus Exemptions* (“**NI 45-106**”), you can cancel your agreement to purchase the Units offered pursuant to this Offering Memorandum. To do so, you must send a notice to the Asset Manager by midnight on the 2nd business day after you sign the subscription agreement to buy the Units.

#### **Ontario**

Section 130.1 of the *Securities Act* (Ontario) provides that every purchaser of securities pursuant to an offering memorandum (such as this Offering Memorandum) shall have a statutory right of action for damages or rescission against the issuer and any selling security holder in the event that the offering memorandum contains a Misrepresentation. A purchaser who purchases securities offered by the offering memorandum during the period of distribution has, without regard to whether the purchaser relied upon the Misrepresentation, a right of action for damages or - alternatively, while still the owner of the securities, for rescission - against the issuer and any selling security holder provided that:

- (a) if the purchaser exercises its right of rescission, it shall cease to have a right of action for damages as against the issuer and selling security holder, if any;

- (b) the issuer and selling security holder, if any, will not be liable if they prove that the purchaser purchased the securities with knowledge of the Misrepresentation;
- (c) the issuer and selling security holder, if any, will not be liable for all or any portion of damages that they prove do not represent the depreciation in value of the securities as a result of the Misrepresentation relied upon;
- (d) in no case shall the amount recoverable exceed the price at which the securities were offered; and
- (e) the issuer and selling security holder, if any, will not be liable for a Misrepresentation in forward-looking information if they prove:
  - (i) that the offering memorandum contains, proximate to the forward-looking information, reasonable cautionary language identifying the forward-looking information as such, and identifying material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the forward- looking information, and a statement of material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set out in the forward- looking information; and
  - (ii) they had a reasonable basis for drawing the conclusions or making the forecasts and projections set out in the forward-looking information.

Section 138 of the *Securities Act* (Ontario) provides that no action shall be commenced to enforce these rights more than:

- (a) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or
- (b) in the case of an action for damages, the earlier of:
  - (i) 180 days after the date that the purchaser first had knowledge of the facts giving rise to the cause of action; or
  - (ii) three years after the date of the transaction that gave rise to the cause of action.

This Offering Memorandum may also be delivered in reliance on the exemption from the prospectus requirements contained under section 2.3 of NI 45-106 (the “accredited investor exemption”). The rights referred to in section 130.1 of the *Securities Act* (Ontario) do not apply in respect of an offering memorandum (such as this Offering Memorandum) delivered to a prospective purchaser in connection with a distribution made in reliance on the accredited investor exemption if the prospective purchaser is:

- (a) a Canadian financial institution or Schedule III bank (each as defined in NI 45-106);
- (b) the Business Development Bank of Canada incorporated under the Business Development Bank of Canada Act (Canada); or
- (c) a subsidiary of any person referred to in (a) and (b), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary.

### **Saskatchewan**

Section 138 of *The Securities Act, 1988* (Saskatchewan), as amended (the “**Saskatchewan Act**”), provides that where an offering memorandum (such as this Offering Memorandum), together with any amendment to it, sent or delivered to a purchaser contains a Misrepresentation, a purchaser who purchases securities covered by the offering memorandum or an amendment to it has, without regard to whether the purchaser relied on the Misrepresentation, a right of action for damages or, alternatively, for rescission against:

- (a) the issuer or selling security holder on whose behalf the distribution is made;
- (b) every promoter and director of the issuer or selling security holder, as the case may be, at the time the offering memorandum or the amendment to it was sent or delivered;
- (c) every person or company whose consent has been filed respecting the offering, but only with respect to reports, opinions or statements that have been made by them;
- (d) every person who or company that, in addition to the persons or companies mentioned in (a) to (c) above, signed the offering memorandum or the amendment to it; and

- (e) every person who or company that sells securities on behalf of the issuer or selling security holder under the offering memorandum or the amendment to it.

Such rights of damages and rescission are subject to certain limitations, including the following:

- (a) if the purchaser elects to exercise its right of rescission against the issuer or selling security holder, it shall have no right of action for damages against that party;
- (b) in an action for damages, a defendant will not be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities resulting from the Misrepresentation relied on;
- (c) no person or company, other than the issuer or selling security holder, will be liable for any part of the offering memorandum or of the amendment to it not purporting to be made on the authority of an expert and not purporting to be a copy of or an extract from a report, opinion or statement of an expert, unless the person or company failed to conduct a reasonable investigation sufficient to provide reasonable grounds for a belief that there had been no Misrepresentation or believed that there had been a Misrepresentation;
- (d) in no case shall the amount recoverable exceed the price at which the securities were offered; and
- (e) no person or company is liable in an action for damages or rescission if that person or company proves that the purchaser purchased the securities with knowledge of the Misrepresentation.

In addition, no person or company, other than the issuer or selling security holder, will be liable if the person or company proves that:

- (a) the offering memorandum or the amendment to it was sent or delivered without the person's or company's knowledge or consent and that, on becoming aware of its being sent or delivered, the person or company immediately gave reasonable general notice that it was so sent or delivered;
- (b) after the filing of the offering memorandum or the amendment to it and before the purchase of the securities by the purchaser, on becoming aware of any Misrepresentation in the offering memorandum or the amendment to it, the person or company withdrew the person's or company's consent to it and gave reasonable general notice of the person's or company's withdrawal and the reason for it;
- (c) with respect to any part of the offering memorandum or of the amendment to it purporting to be made on the authority of an expert, or purporting to be a copy of or extract from a report, opinion or statement of an expert, the person or company had no reasonable grounds to believe and did not believe that there had been a Misrepresentation, the part of the offering memorandum or of the amendment to it did not fairly represent the report, opinion or statement of the expert or was not a fair copy of or extract from the report, opinion or statement of the expert.

A person or company that sells securities on behalf of the issuer or selling security holder under the offering memorandum or the amendment to it is not liable for damages or rescission as provided in sections 138(1) or 138(2) of the Saskatchewan Act if that person or company can establish that it cannot reasonably be expected to have had knowledge of any Misrepresentation in the offering memorandum or the amendment to it.

Not all defences upon which we or others may rely are described herein. Please refer to the full text of the Saskatchewan Act for a complete listing.

Similar rights of action for damages and rescission are provided in section 138.1 of the Saskatchewan Act in respect of a Misrepresentation in advertising and sales literature disseminated in connection with an offering of securities.

Section 138.2 of the Saskatchewan Act also provides that where an individual makes a verbal statement to a prospective purchaser that contains a Misrepresentation relating to the securities purchased and the verbal statement is made either before or contemporaneously with the purchase of the securities, the purchaser is deemed to have relied on the Misrepresentation, if it was a Misrepresentation at the time of purchase, and has a right of action for damages against the individual who made the verbal statement.

Section 141(1) of the Saskatchewan Act provides a purchaser with the right to void the purchase agreement and to recover all money and other consideration paid by the purchaser for the securities if the securities are sold in contravention of the Saskatchewan Act, the regulations to the Saskatchewan Act or a decision of the Saskatchewan Financial Services Commission.



Section 141(2) of the Saskatchewan Act also provides a right of action for rescission or damages to a purchaser of securities to whom an offering memorandum or any amendment to it was not sent or delivered prior to or at the same time as the purchaser entered into an agreement to purchase the securities, as required by section 80.1 of the Saskatchewan Act.

The rights of action for damages or rescission under the Saskatchewan Act are in addition to and do not derogate from any other right which a purchaser may have at law.

Section 147 of the Saskatchewan Act provides that no action shall be commenced to enforce any of the foregoing rights more than:

- (a) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or
- (b) in the case of any other action, other than an action for rescission, the earlier of:
  - (i) one year after the purchaser first had knowledge of the facts giving rise to the cause of action; or
  - (ii) six years after the date of the transaction that gave rise to the cause of action.

The Saskatchewan Act also provides that a purchaser who has received an amended offering memorandum delivered in accordance with section 80.1(3) of the Saskatchewan Act has a right to withdraw from the agreement to purchase the securities by delivering a notice to the person or company that is selling the securities, indicating the purchaser's intention not to be bound by the purchase agreement, provided such notice is delivered by the purchaser within two business days of receiving the amended offering memorandum.

### **New Brunswick**

Section 150 of the *Securities Act* (New Brunswick) provides that where an offering memorandum (such as this Offering Memorandum) contains a Misrepresentation, a purchaser who purchases securities shall be deemed to have relied on the Misrepresentation if it was a Misrepresentation at the time of purchase, and:

- (a) the purchaser has a right of action for damages against:
  - (i) the issuer;
  - (ii) the selling security holder on whose behalf the distribution is made;
  - (iii) every person who was a director of the issuer at the date of the offering memorandum;
  - (iv) every person who signed the offering memorandum; or
- (b) where the purchaser purchased the securities from a person referred to in (a), the purchaser may elect to exercise a right of rescission against that person, in which case the purchaser shall have no right of action for damages against that person.

This statutory right of action is available to New Brunswick purchasers whether or not such purchaser relied on the Misrepresentation. However, there are various defences available to the issuer and selling security holder. In particular, no person will be liable for a Misrepresentation if such person proves that the purchaser purchased the securities with knowledge of the Misrepresentation. Moreover, in an action for damages, the amount recoverable will not exceed the price at which the securities were offered under the offering memorandum, and any defendant will not be liable for all or any portion of the damages that the defendant proves do not represent the depreciation in value of the securities as a result of the Misrepresentation relied on.

If the purchaser intends to rely on the rights described in (a) or (b) above, such purchaser must do so within strict time limitations. The purchaser must commence its action for rescission within 180 days after the date of the transaction that gave rise to the cause of action. The purchaser must commence its action for damages within the earlier of:

- (a) one year after the purchaser first had knowledge of the facts giving rise to the cause of action; and
- (b) six years after the date of the transaction that gave rise to the cause of action.

### **Nova Scotia**

The right of action for damages or rescission described herein is conferred by section 138 of the *Securities Act* (Nova Scotia). Section 138 of the *Securities Act* (Nova Scotia) provides, in relevant part, that in the

event that an offering memorandum (such as this Offering Memorandum), together with any amendment to it, or any advertising or sales literature (as defined in the Securities Act (Nova Scotia)) contains a Misrepresentation, the purchaser will be deemed to have relied upon such Misrepresentation if it was a Misrepresentation at the time of purchase and has, subject to certain limitations and defences, a statutory right of action for damages against the issuer and, subject to certain additional defences, every director of the issuer at the date of the offering memorandum and every person who signed the offering memorandum or, alternatively, while still the owner of the securities purchased, may elect instead to exercise a statutory right of rescission against the issuer, in which case the purchaser shall have no right of action for damages against the issuer, directors of the issuer or persons who signed the offering memorandum, provided that, among other limitations:

- (a) no action shall be commenced to enforce the right of action for rescission or damages by a purchaser resident in Nova Scotia later than 120 days after the date on which the initial payment was made for the securities;
- (b) no person or company will be liable if it proves that the purchaser purchased the securities with knowledge of the Misrepresentation;
- (c) in the case of an action for damages, no defendant will be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the Misrepresentation relied upon; and
- (d) in no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser.

In addition, a person or company, other than the issuer, will not be liable if that person or company proves that:

- (a) the offering memorandum or the amendment to it was sent or delivered to the purchaser without the person's or company's knowledge or consent and that, on becoming aware of its delivery, the person or company gave reasonable general notice that it was delivered without the person's or company's knowledge or consent;
- (b) after delivery of the offering memorandum or the amendment to it and before the purchase of the securities by the purchaser, on becoming aware of any Misrepresentation in the offering memorandum or the amendment to it, the person or company withdrew the person's or company's consent to the offering memorandum or the amendment to it, and gave reasonable general notice of the withdrawal and the reason for it; or
- (c) with respect to any part of the offering memorandum or the amendment to it purporting (i) to be made on the authority of an expert, or (ii) to be a copy of, or an extract from, a report, opinion or statement of an expert, the person or company had no reasonable grounds to believe and did not believe that (A) there had been a Misrepresentation, or (B) the relevant part of the offering memorandum or the amendment to it did not fairly represent the report, opinion or statement of the expert, or was not a fair copy of, or an extract from, the report, opinion or statement of the expert.

Further, no person or company, other than the issuer, will be liable with respect to any part of the offering memorandum or the amendment to it not purporting (a) to be made on the authority of an expert or (b) to be a copy of, or an extract from, a report, opinion or statement of an expert, unless the person or company (i) failed to conduct a reasonable investigation to provide reasonable grounds for a belief that there had been no Misrepresentation or (ii) believed that there had been a Misrepresentation.

If a Misrepresentation is contained in a record incorporated by reference in, or deemed incorporated by reference into, the offering memorandum or the amendment to it, the Misrepresentation is deemed to be contained in the offering memorandum or the amendment to it.

## **Manitoba**

The right of action for damages or rescission described herein is conferred by section 141.1 of *The Securities Act* (Manitoba). Section 141.1 of *The Securities Act* (Manitoba) provides, in relevant part, that in the event that an offering memorandum (such as this Offering Memorandum) contains a Misrepresentation, the purchaser will be deemed to have relied upon such Misrepresentation if it was a Misrepresentation at the time of purchase and has, subject to certain limitations and defences, a statutory right of action for damages against the issuer and, subject to certain additional defences, every director of the issuer at the date of the offering memorandum and every person or company that signed the offering memorandum or, alternatively, may elect instead to exercise a statutory right of rescission against the issuer, in which case the purchaser shall have no right of action for damages against the issuer, directors

of the issuer or persons or companies that have signed the offering memorandum, provided that, among other limitations:

- (a) no person or company will be liable if it proves that the purchaser purchased the securities with knowledge of the Misrepresentation;
- (b) in the case of an action for damages, the defendant will not be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the Misrepresentation relied upon; and
- (c) in no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser.

In addition, a person or company, other than the issuer, will not be liable if that person or company proves that:

- (a) the offering memorandum was sent to the purchaser without the person's or company's knowledge or consent and that, after becoming aware that it was sent, the person or company promptly gave reasonable notice to the issuer that it was sent without the person's or company's knowledge and consent;
- (b) after becoming aware of the Misrepresentation, the person or company withdrew the person's or company's consent to the offering memorandum and gave reasonable notice to the issuer of the withdrawal and the reason for it; or
- (c) with respect to any part of the offering memorandum purporting (i) to be made on the authority of an expert or (ii) to be a copy of, or an extract from, an expert's report, opinion or statement, the person or company proves that the person or company had no reasonable grounds to believe and did not believe that (A) there had been a Misrepresentation or (B) the relevant part of the offering memorandum did not fairly represent the expert's report, opinion or statement or was not a fair copy of, or an extract from, an expert's report, opinion or statement.

Further, where a Misrepresentation is contained in an offering memorandum, the directors of the issuer and every person or company who signed the offering memorandum shall not be liable with respect to any part of the offering memorandum not purporting to be made on the authority of an expert and not purporting to be a copy of, or an extract from, a report, opinion or statement of an expert, unless the person or company did not conduct an investigation sufficient to provide reasonable grounds for a belief that there had been no Misrepresentation or believed there had been a Misrepresentation.

If a Misrepresentation is contained in a record incorporated by reference into, or deemed incorporated by reference into, the offering memorandum, the Misrepresentation is deemed to be contained in the offering memorandum.

Section 141.4(2) of *The Securities Act* (Manitoba) provides that no action may be commenced to enforce these rights more than:

- (a) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or
- (b) in the case of an action for damages, the earlier of:
  - (i) 180 days after the date that the purchaser first had knowledge of the facts giving rise to the cause of action; or
  - (ii) two years after the date of the transaction that gave rise to the cause of action.

### **Newfoundland and Labrador**

The right of action for damages or rescission described herein is conferred by section 130.1 of the *Securities Act* (Newfoundland and Labrador). Section 130.1 of the *Securities Act* (Newfoundland and Labrador) provides, in relevant part, that in the event that an offering memorandum (such as this Offering Memorandum) contains a Misrepresentation, without regard to whether the purchaser relied upon the Misrepresentation, the purchaser has, subject to certain limitations and defences, a statutory right of action for damages against the issuer and, subject to certain additional defences, every director of the issuer at the date of the offering memorandum and every person or company that signed the offering memorandum or, alternatively, may elect instead to exercise a statutory right of rescission against the issuer, in which case the purchaser shall have no right of action for damages against the issuer, directors of the issuer or persons or companies that have signed the offering memorandum, provided that, among other limitations:

- (a) no person or company will be liable if it proves that the purchaser had knowledge of the Misrepresentation;
- (b) in the case of an action for damages, the defendant will not be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the Misrepresentation relied upon; and
- (c) in no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser.

In addition, a person or company, other than the issuer, will not be liable if that person or company proves that:

- (a) the offering memorandum was sent to the purchaser without the person's or company's knowledge or consent and that, on becoming aware of its being sent, the person or company promptly gave reasonable notice to the issuer that it was sent without the person's or company's knowledge and consent;
- (b) on becoming aware of the Misrepresentation, the person or company withdrew the person's or company's consent to the offering memorandum and gave reasonable notice to the issuer of the withdrawal and the reason for it; or
- (c) with respect to any part of the offering memorandum purporting (i) to be made on the authority of an expert or (ii) to be a copy of, or an extract from, an expert's report, opinion or statement, the person or company proves that the person or company had no reasonable grounds to believe and did not believe that (A) there had been a Misrepresentation or (B) the relevant part of the offering memorandum did not fairly represent the expert's report, opinion or statement or was not a fair copy of, or an extract from, an expert's report, opinion or statement.

Further, where a Misrepresentation is contained in an offering memorandum, the directors of the issuer and every person or company that signed the offering memorandum shall not be liable with respect to any part of the offering memorandum not purporting to be made on the authority of an expert and not purporting to be a copy of, or an extract from, a report, opinion or statement of an expert, unless the person or company did not conduct an investigation sufficient to provide reasonable grounds for a belief that there had been no Misrepresentation or believed there had been a Misrepresentation.

If a Misrepresentation is contained in a record incorporated by reference into, or considered to be incorporated into, the offering memorandum, the Misrepresentation is considered to be contained in the offering memorandum.

Section 138 of the *Securities Act* (Newfoundland and Labrador) provides that no action shall be commenced to enforce these rights more than:

- (a) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or
- (b) in the case of an action for damages, the earlier of:
  - (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action; or
  - (ii) three years after the date of the transaction that gave rise to the cause of action.

### **British Columbia**

The right of action for damages or rescission described herein is conferred by section 132.1 of the *Securities Act* (British Columbia). Section 132.1 of the *Securities Act* (British Columbia) provides, in relevant part, that in the event that an offering memorandum (such as this Offering Memorandum) contains a Misrepresentation, the purchaser will be deemed to have relied on the Misrepresentation if it was a Misrepresentation at the time of purchase, and the purchaser has, subject to certain limitations and defences, a statutory right of action for damages against the issuer and, subject to certain additional defences, every director of the issuer at the date of the offering memorandum, every person whose consent to the disclosure of information in the offering memorandum was filed and every person who signed the offering memorandum. Alternatively, the purchaser may elect instead to exercise a statutory right of rescission against the issuer, in which case the purchaser shall have no right of action for damages against the issuer, provided that, among other limitations:

- (a) no person will be liable if it proves that the purchaser had knowledge of the Misrepresentation;

- (b) in the case of an action for damages, the defendant will not be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the Misrepresentation relied upon; and
- (c) in no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser.

In addition, a person, other than the issuer, will not be liable if that person proves that:

- (a) the offering memorandum was delivered to the purchaser without the person's knowledge or consent and that, on becoming aware of its delivery, the person gave written notice to the issuer that it was delivered without the person's knowledge or consent;
- (b) on becoming aware of any Misrepresentation in the offering memorandum, the person withdrew the person's consent to the offering memorandum and gave written notice to the issuer of the withdrawal and the reason for it; or
- (c) with respect to any part of the offering memorandum purporting (i) to be made on the authority of an expert or (ii) to be a copy of, or an extract from, an expert's report, opinion or statement, the person had no reasonable grounds to believe and did not believe that (A) there had been a Misrepresentation or (B) the relevant part of the offering memorandum did not fairly represent the expert's report, opinion or statement or was not a fair copy of, or an extract from, an expert's report, opinion or statement.

Further, where a Misrepresentation is contained in an offering memorandum, a person, other than the issuer, shall not be liable if that person proves that, with respect to any part of the offering memorandum not purporting to be made on the authority of an expert or to be a copy of, or an extract from, a report, opinion or statement of an expert, the person had, after reasonable investigation, reasonable grounds to believe and did believe that there had been no Misrepresentation.

A person is not liable for a Misrepresentation in forward-looking information if the person proves that the document containing the forward-looking information contained, proximate to that information, reasonable cautionary language identifying the forward-looking information as such, and identifying material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the forward-looking information and a statement of the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set out in the forward-looking information, and the person had a reasonable basis for drawing the conclusions or making the forecasts and projections set out in the forward-looking information.

If a Misrepresentation is contained in a record incorporated by reference into, or deemed incorporated into, the offering memorandum, the Misrepresentation is deemed to be contained in the offering memorandum.

Section 140 of the *Securities Act* (British Columbia) provides that no action shall be commenced to enforce these rights more than:

- (a) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or
- (b) in the case of an action for damages, the earlier of:
  - (i) 180 days after the date that the purchaser first had knowledge of the facts giving rise to the cause of action; or
  - (ii) three years after the date of the transaction that gave rise to the cause of action.

### **Prince Edward Island, Yukon, Nunavut and the Northwest Territories**

In Prince Edward Island, the *Securities Act* (Prince Edward Island), in Yukon, the *Securities Act* (Yukon), in Nunavut, the *Securities Act* (Nunavut) and in the Northwest Territories, the *Securities Act* (Northwest Territories) provide a statutory right of action for damages or rescission to purchasers resident in Prince Edward Island, Yukon, Nunavut and the Northwest Territories, respectively, in circumstances where an offering memorandum (such as this Offering Memorandum) or an amendment thereto contains a Misrepresentation, which rights are similar, but not identical, to the rights available to Newfoundland and Labrador purchasers.

### **Québec**

In addition to any other right or remedy available at law, if an offering memorandum (such as this Offering Memorandum) is delivered to an investor resident in Québec and contains a Misrepresentation, the purchaser will have: (1) statutory rights under Québec legislation outlined in section 221 of the

*Securities Act* (Québec); or (2) contractual rights in circumstances where the Québec legislation does not provide such rights, as follows:

- (a) a right of action for damages against the issuer or the holder, as the case may be, whose securities were distributed, its officers or directors, the dealer (if any) under contract to the issuer or holder, any person who is required to sign an attestation in the offering memorandum and any expert whose opinion, containing a Misrepresentation, appeared, with their consent, in the offering memorandum; and
- (b) a right of action for rescission of the purchase contract or revision of the price at which the securities were sold to the investor, without prejudice to the investor's claim for damages.

However, there are various defences available to the persons or companies against whom a right of action may be brought. Among other defences, no defendant will be liable if it proves that:

- (a) the investor purchased the securities with knowledge of the Misrepresentation; or
- (b) in an action for damages, that the defendant acted with prudence and diligence, except in an action brought against the issuer or holder.

No action may be commenced to enforce such rights of action:

- (a) for rescission or revision of price, more than three years from the date of the purchase; or
- (b) for damages, later than the earlier of:
  - (i) three years after the purchaser first had knowledge of the facts giving rise to the cause of action, except on proof of tardy knowledge imputable to the negligence of the purchaser; or
  - (ii) five years from the filing of the offering memorandum with the *Autorité des marchés financiers* (Québec).

## **Alberta**

Section 204 of the *Securities Act* (Alberta) provides that if an offering memorandum (such as this Offering Memorandum) contains a Misrepresentation, a purchaser who purchases securities offered by the offering memorandum has, without regard to whether the purchaser relied on the Misrepresentation, a right of action (a) for damages against (i) the issuer or selling security holder on whose behalf the distribution is made, (ii) every director of the issuer at the date of the offering memorandum and (iii) every person or company that signed the offering memorandum and (b) for rescission against the issuer or selling security holder, provided that:

- (a) if the purchaser elects to exercise its right of rescission, it shall cease to have a right of action for damages against the person or company referred to above;
- (b) no person or company referred to above will be liable if it proves that the purchaser had knowledge of the Misrepresentation;
- (c) no person or company (other than the issuer) referred to above will be liable if it proves that the offering memorandum was sent to the purchaser without the person's or company's knowledge or consent and that, on becoming aware of its being sent, the person or company promptly gave reasonable notice to the Executive Director (as defined in the *Securities Act* (Alberta)) and the issuer that it was sent without the knowledge and consent of the person or company;
- (d) no person or company (other than the issuer) referred to above will be liable if it proves that the person or company, after the sending of the offering memorandum and before the purchase of the securities, on becoming aware of the Misrepresentation, withdrew the person's or company's consent to the offering memorandum and gave reasonable notice to the Executive Director and the issuer of the withdrawal and the reason for it;
- (e) no person or company (other than the issuer) referred to above will be liable if it proves that, with respect to any part of the offering memorandum purporting to be made on the authority of an expert or purporting to be a fair copy of, or an extract from, a report, opinion or statement of an expert, the person or company did not have any reasonable grounds to believe and did not believe that:
  - i. there had been a Misrepresentation; or
  - ii. the relevant part of the offering memorandum (A) did not fairly represent the report, opinion or statement of the expert or (B) was not a fair copy of, or an extract from, the report, opinion or statement of the expert;

- (f) no person or company (other than the issuer) referred to above will be liable if it proves that, with respect to any part of the offering memorandum not purporting to be made on the authority of an expert and not purporting to be a copy of, or an extract from, a report, opinion or statement of an expert, after conducting a reasonable investigation, the person or company had no reasonable grounds to believe and did not believe that there was a Misrepresentation;
- (g) in no case shall the amount recoverable exceed the price at which the securities were offered under the offering memorandum;
- (h) the defendant will not be liable for all or any part of the damages that the defendant proves do not represent the depreciation in value of the securities as a result of the Misrepresentation.

Section 211 of the *Securities Act* (Alberta) provides that no action may be commenced to enforce these rights:

- (a) in the case of an action for rescission, more than 180 days from the day on which the transaction that gave rise to the cause of action was completed; or
- (b) in the case of any other action, later than the earlier of:
  - (i) 180 days from the day that the plaintiff first had knowledge of the facts giving rise to the cause of action; and
  - (ii) 3 years from the day on which the transaction that gave rise to the cause of action was completed.

#### **GENERAL**

The foregoing summaries are subject to any express provisions of the securities legislation of each Offering jurisdiction and the regulations, rules and policy statements thereunder and reference is made thereto for the complete text of such provisions. **The rights of action described herein are in addition to and without derogation from any other right or remedy that the purchaser may have at law.**

#### **CAUTIONARY STATEMENT REGARDING REPORT, STATEMENT OR OPINION BY EXPERT**

This Offering Memorandum references an opinion of Stikeman Elliot LLP, counsel to the Trust, regarding the Units' eligibility for investment. In certain Offering jurisdictions, you may not have a statutory right of action against these parties for a Misrepresentation in the Offering Memorandum. You should consult with a legal adviser for further information.

#### **ITEM 14: FINANCIAL STATEMENTS**

The following financial statements are included in Appendix "G" of the Confidential Offering Memorandum attached hereto as Appendix I. : Audited financial statements of Centurion Apartment REIT for the period ended December 31, 2023

**ITEM 15: DATE AND CERTIFICATE**

Dated May 1, 2024

**This Offering Memorandum does not contain a Misrepresentation.**

**CENTURION APARTMENT REAL ESTATE INVESTMENT TRUST**

(Signed) Gregory Gunter Romundt  
Per: \_\_\_\_\_  
GREGORY GUNTER ROMUNDT  
President and Chief Executive Officer

**CENTURION ASSET MANAGEMENT INC.**

(Signed) Gregory Gunter Romundt  
Per: \_\_\_\_\_  
GREGORY GUNTER ROMUNDT  
President and Chief Executive Officer

(Signed) Robert Kennedy Orr  
Per: \_\_\_\_\_  
ROBERT ORR  
Chief Financial Officer and Chief Compliance  
Officer  
President and Chief Executive Officer

**ON BEHALF OF THE BOARD OF TRUSTEES OF CENTURION APARTMENT REAL ESTATE  
INVESTMENT TRUST**

(Signed) Gregory Gunter Romundt  
Per: \_\_\_\_\_  
GREGORY GUNTER ROMUNDT  
TRUSTEE

(Signed) Robert Kennedy Orr  
Per: \_\_\_\_\_  
ROBERT KENNEDY ORR  
TRUSTEE

(Signed) Gordon Ross Amos  
Per: \_\_\_\_\_  
GORDON ROSS AMOS  
TRUSTEE

(Signed) Peter Reginald Smith  
Per: \_\_\_\_\_  
PETER REGINALD SMITH  
TRUSTEE

(Signed) Andrew Alexander Jones  
Per: \_\_\_\_\_  
ANDREW ALEXANDER JONES  
TRUSTEE

(Signed) Stephen Douglas Stewart  
Per: \_\_\_\_\_  
STEPHEN DOUGLAS STEWART  
TRUSTEE

(Signed) Ansil Ken Miller  
Per: \_\_\_\_\_  
ANSIL KEN MILLER  
TRUSTEE



**ADDITIONAL CERTIFICATE  
(Ontario)**

Dated August 22, 2024

This certificate (the “**Additional Certificate**”) forms part of the offering memorandum dated May 1, 2024 (the “**Offering Memorandum**”) in connection with the offering of Class A, Class F and Class I Trust Units of Centurion Apartment Real Estate Investment Trust (the “**Trust**”).

The Trust certifies all of the following to be true:

- (i) the Offering Memorandum does not contain a misrepresentation when read as of the date of this Additional Certificate;
- (ii) there has been no material change in relation to the Trust that is not disclosed in the Offering Memorandum; and
- (iii) the Offering Memorandum, when read as of the date of this Additional Certificate, provides a reasonable purchaser with sufficient information to make an informed investment decision.

**CENTURION APARTMENT REAL ESTATE INVESTMENT TRUST**

Per: (Signed) Gregory Gunter Romundt  
GREGORY GUNTER ROMUNDT  
President

**CENTURION ASSET MANAGEMENT INC.**

Per: (Signed) Gregory Gunter Romundt  
GREGORY GUNTER ROMUNDT  
President and Chief Executive Officer

Per: (Signed) Robert Kennedy Orr  
ROBERT KENNEDY ORR  
Chief Financial Officer and Chief  
Compliance Officer

**ON BEHALF OF THE BOARD OF TRUSTEES OF  
CENTURION APARTMENT REAL ESTATE INVESTMENT TRUST**

Per: (Signed) Gregory Gunter Romundt  
GREGORY GUNTER ROMUNDT  
Trustee

Per: (Signed) Robert Kennedy Orr  
ROBERT KENNEDY ORR  
Trustee

Per: (Signed) Gordon Ross Amos  
GORDON ROSS AMOS  
Trustee

Per: (Signed) Peter Reginald Smith  
PETER REGINALD SMITH  
Trustee

Per: (Signed) Andrew Alexander Jones  
ANDREW ALEXANDER JONES  
Trustee

Per: (Signed) Stephen Douglas Stewart  
STEPHEN DOUGLAS STEWART  
Trustee

Per: (Signed) Ansil Kenneth Miller  
ANSIL KENNETH MILLER  
Trustee

**APPENDIX "I" - CONFIDENTIAL OFFERING MEMORANDUM**

*This Confidential Offering Memorandum constitutes an offering of the securities described herein only in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador, the Northwest Territories, Nunavut and Yukon, and to those persons to whom they may be lawfully offered for sale and only by persons permitted to sell these securities. This Confidential Offering Memorandum is not, and under no circumstances is it to be construed as, a prospectus or advertisement or a public offering of securities. No securities commission or similar authority in Canada or in any other jurisdiction has reviewed this Confidential Offering Memorandum or in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence. Persons who will be acquiring securities pursuant to this Confidential Offering Memorandum will not have the benefit of the review of this material by a securities commission or similar authority.*

*This Confidential Offering Memorandum is intended for use by investors solely in connection with the consideration of the purchase of these securities. No person is authorized to give any information or to make any representation not contained in this Confidential Offering Memorandum in connection with the offering of these securities and, if given or made, no such information or representation may be relied upon. This Confidential Offering Memorandum is confidential. By their acceptance hereof, prospective investors agree that they will not transmit, reproduce or make available to anyone this Confidential Offering Memorandum or any information contained herein.*

*Centurion Apartment REIT is a connected issuer, and may be considered to be a related issuer, of Centurion Asset Management Inc. (the "Asset Manager"), its asset manager and an exempt market dealer, investment fund manager and restricted portfolio manager in certain jurisdictions, in connection with the distribution of the REIT's securities hereunder, which may result in potential conflicts of interest. Centurion Apartment REIT is a connected issuer of the Asset Manager due to the factors described in this Offering Memorandum under "Relationship Between Centurion Apartment REIT, The Asset Manager and Affiliates of The Asset Manager" as a result of the fact that the President of Centurion Apartment REIT and the Asset Manager are the same and Mr. Gregory Romundt indirectly owns all of the shares of the Asset Manager and its affiliates. Centurion Apartment REIT may be considered to be a related issuer of the Asset Manager by virtue of the Asset Manager's right to appoint a prescribed number of nominees to the board of trustees of Centurion Apartment REIT. See "Trustees" and "Relationship Between Centurion Apartment REIT, The Asset Manager and Affiliates of The Asset Manager".*

## CENTURION APARTMENT REAL ESTATE INVESTMENT TRUST



### Continuous Offering

#### Class "A", Class "F" and Class "I" REIT Units

This Confidential Offering Memorandum (the "**Offering Memorandum**") constitutes an offering (the "**Offering**") of units (the "**REIT Units**") in Centurion Apartment Real Estate Investment Trust ("**Centurion Apartment REIT**"). Centurion Apartment REIT is a limited purpose unincorporated open-end investment trust governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein. Centurion Apartment REIT is not a trust company and is not registered under applicable legislation governing trust companies as it does not carry on or intend to carry on the business of a trust company. The REIT Units are not "deposits" within the meaning of the Canadian Deposit Insurance Corporation Act (Canada) and are not insured under the provisions of that act or any other legislation.

The objectives of Centurion Apartment REIT are to: (i) provide registered holders of REIT Units (the "**Unitholders**") with stable and growing cash distributions, payable monthly and, to the extent reasonably possible, tax deferred, from investments in a diversified portfolio of income-producing multi-unit residential properties, mortgage investments and equity developments, located in Canada and the United States; and (ii) maximize REIT Unit value through the ongoing management of Centurion Apartment REIT's assets, the future acquisition of additional multi-unit residential properties, and the funding of mortgage investments and equity developments. See "Objectives of Centurion Apartment REIT".

The price per REIT Unit will be determined by the Trustees of Centurion Apartment REIT from time to time and set forth in the subscription agreement(s) entered into between the Subscriber(s) and Centurion Apartment REIT.

The expenses of the Offering will be deducted from the Offering proceeds and the balance will be utilized to invest in income-producing multi-residential properties and mortgage investments in Canada and the United States, and for general Trust purposes. Closings of sales of REIT Units will occur at the discretion of the Asset Manager. It is estimated that the first closing (the "First Closing") will occur on or before June 1, 2024.

Closings will occur at the discretion of Centurion Apartment REIT as additional REIT Units are subscribed for and accepted by Centurion Apartment REIT.

Depending on the jurisdiction in which a Person is resident, each Person purchasing REIT Units pursuant to this Offering (the "**Subscriber**") must be an "**accredited investor**", "**eligible investor**", invest subject to the "**minimum amount investment**" or have another available exemption defined in National Instrument 45-106 - *Prospectus and Registration Exemptions* ("**NI 45-106**") in order to subscribe for REIT Units. See "Representations of Subscribers".

The distribution of the REIT Units is being made on a private placement basis only and is exempt from the requirement that Centurion Apartment REIT prepare and file a prospectus with the relevant Canadian securities regulatory authorities. Accordingly, any resale of the REIT Units must be made in accordance with applicable Canadian securities laws which may require resale's to be made in accordance with prospectus and dealer registration requirements or exemptions from the prospectus and dealer registration requirements. Subscribers of REIT Units are advised to seek legal advice prior to any resale of the REIT Units. See "Resale Restrictions".

Investing in the REIT Units involves significant risks. There is currently no secondary market through which the REIT Units may be sold and there can be no assurance that any such market will develop. A return on an investment in REIT Units of Centurion Apartment REIT is not comparable to the return on an investment in a fixed-income security. The recovery of an initial investment is at risk, and the anticipated return on such an investment is based on many performance assumptions. Although Centurion Apartment REIT intends to make regular distributions of its available cash to Unitholders, such distributions may be reduced or suspended. The actual amount distributed will depend on numerous factors, including Centurion Apartment REIT's financial performance, debt covenants and obligations, interest rates, the occupancy rates of Centurion Apartment REIT's properties, redemption requests, working capital requirements and future capital requirements. In addition, the market value of the REIT Units may decline if Centurion Apartment REIT is unable to meet its cash distribution targets in the future, and that decline may be material. It is important for an investor to consider the particular risk factors that may affect the industry in which it is investing and therefore the stability of the distributions that it receives. There can be no assurance that income tax laws and the treatment of mutual fund trusts will not be changed in a manner which adversely affects Centurion Apartment REIT or the REIT Unitholders. See "Risk Factors".

## ELIGIBILITY FOR INVESTMENT

In the opinion of Stikeman Elliot LLP, counsel to Centurion Apartment REIT, provided that at all times Centurion Apartment REIT qualifies as a mutual fund trust for the purposes of the *Income Tax Act*, (Canada), and the regulations thereunder, as amended (collectively the "**Tax Act**"), the REIT Units will be a trust governed by a Registered Plan.

Notwithstanding that REIT Units may be qualified investments for a trust governed by a RDSP, RESP, TFSA, FSHA, RRSP or RRIF, the holder of a TFSA, FSHA, or RDSP, the subscriber of a RESP, or the annuitant of an RRSP or RRIF as the case may be (each a "controlling individual") will be subject to a penalty tax if the REIT Units are a "prohibited investment" (as defined in the Tax Act). The REIT Units will generally not be a prohibited investment if the controlling individual, (i) deals at arm's length with the Centurion Apartment REIT for the purposes of the Tax Act, and (ii) does not have a "significant interest" (as defined within the meaning of subsection 207.01(4) of Tax Act) in the Centurion Apartment REIT. In addition, the REIT Units will generally not be a "prohibited investment" if the REIT Units are "excluded property" (as defined in the Tax Act) for trusts governed by a TFSA, FSHA, RRSP, RRIF, RDSP or RESP. Prospective investors who intend to hold their REIT Units in Registered Plans should consult with their own tax advisors regarding the application of the foregoing having regard to their particular circumstances.

## SUMMARY

*The following is a summary only and is qualified by the more detailed information and financial statements, including the notes thereto, appearing elsewhere in this Offering Memorandum. Certain terms used in this Offering Memorandum are defined in the Glossary. All dollar amounts in this Offering Memorandum are in Canadian dollars unless otherwise indicated.*

### Description of Centurion Apartment REIT

Centurion Apartment Real Estate Investment Trust (Centurion Apartment REIT) is an unincorporated open-ended investment trust created as of August 31, 2009 and governed by a third amended and restated declaration of trust dated January 13, 2022 (the “**Declaration of Trust**”) and governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein. The objectives of Centurion Apartment REIT are to: (i) provide Unitholders with stable and growing cash distributions, payable monthly and, to the extent reasonably possible, tax deferred, from investments in a diversified portfolio of income-producing multi-unit residential properties, mortgage investments and equity developments, located in Canada and the United States; and (ii) maximize REIT Unit value through the ongoing management of Centurion Apartment REIT’s assets, the future acquisition of additional multi-unit residential properties, and the funding of mortgage investments and equity developments. See “Objectives of Centurion Apartment REIT”. Effective August 31, 2009, Centurion Apartment Properties Limited Partnership (“**CAP I LP**”), Centurion Apartment Properties II Limited Partnership (“**CAP II LP**”), and Centurion Apartment REIT entered into a rollover agreement (the “**Rollover Agreement**”) and an exchange agreement (the “**Exchange Agreement**”) conferring certain benefits with respect to certain properties to Centurion Apartment REIT as well as conferring certain benefits of the properties to CAP I LP. The Rollover of CAP I LP into the REIT was completed on June 30, 2010.

As at April 1, 2024, the properties consist of 22,108 undiluted multi-unit residential rental units in 158 buildings in Ontario, Quebec, Nova Scotia, Manitoba, Saskatchewan, Alberta, British Columbia, Minnesota, Missouri and Texas. See “Properties” and “Use of Proceeds”. The trustees of Centurion Apartment REIT (the “**Trustees**”) are responsible for the general control and direction of Centurion Apartment REIT. The day-to-day management of Centurion Apartment REIT is carried out by the Management of the REIT.

### The Offering

<b>Issue:</b>	Class “A”, Class “F” and Class “I” Units (“REIT Units”)
<b>Price:</b>	The price per REIT Unit will be determined by the Trustees from time to time and set forth in the subscription agreement(s) entered into between the Subscriber(s) and Centurion Apartment REIT.
<b>Minimum Amount:</b>	\$25,000 Additional Investment Amount \$5,000
<b>Eligible Subscribers for Units:</b>	<b>Investors who are eligible to purchase Investor REIT Units on an exempt basis under, and subject to compliance with, applicable securities laws.</b>
<b>Closings:</b>	The Investor REIT Units will be offered for sale on a continuous basis commencing on the date of the certificate attached to this Offering Memorandum and ending at the discretion of the Trustees. Closings will occur on dates established by the Trust. All subscriptions are subject to rejection or acceptance in full or in part and the right is reserved to discontinue or resume the Offering at any time without notice by the Trust.
<b>Distributions:</b>	The Declaration of Trust provides that the Trust may distribute to Unitholders such percentage of the Distributable Income for the calendar month then ended as the Trustees determine in their discretion for the period. Distributions for the next twelve-month period following the date of this Confidential Offering Memorandum are anticipated to be \$0.8400 per Class “A” REIT Unit and \$1.04000 per Class “F” and Class “I” REIT Units on a fully- paid basis.

**Attributes of Units:** The REIT Units represent the beneficial ownership interest of the holders thereof in Centurion Apartment REIT. Each REIT Unit carries one (1) vote at meetings of Unitholders and a holder thereof is entitled to distributions as described above. See “Declaration of Trust and Description of Units”.

**Use of Proceeds:** The net proceeds to Centurion Apartment REIT of the Offering after deducting expenses in respect of the Offering are expected to be used for property capital improvements, investments in properties and mortgages, asset management fees, redemptions and for general trust purposes. Centurion Apartment REIT reserves the right to allocate the net proceeds of the Offering for other purposes in accordance with sound business judgment.

**Purchase Options:** Subscribers may purchase through registered dealer using one of five purchase options:

**Class A Units:**

- (1) a deferred sales charge option;
- (2) a low load option; and
- (3) a front load option.

**Class F Units:**

- (4) a fee-based account option (fee-based accounts only).

**Class I Units:**

- (5) an Institutional account option.

See “Purchase Options”.

### **Management of Centurion Apartment REIT**

The investment policies and operations of Centurion Apartment REIT are subject to the control and direction of the Trustees, a majority of whom must be resident Canadians and a majority of whom must be independent trustees (as defined in Multilateral Instrument 52-110 – *Audit Committees* (“**MI 52-110**”)). Pursuant to MI 52-110, an “**Independent Trustee**” is one who has no direct or indirect material relationship with Centurion Apartment REIT which could, in the view of the Board of Trustees, reasonably interfere with a trustee’s independent judgment. The Declaration of Trust provides for a minimum of five (5) and a maximum of eleven (11) trustees. During the term of the Asset Management Agreement and any renewal thereof, the Asset Manager is entitled to appoint two (2) trustees on a board of five (5) or fewer trustees and four (4) trustees on a board of nine (9) or ten (10) trustees and five trustees on a board of eleven (11), provided that a majority of the trustees are Independent Trustees. The rest of the trustees are to be elected annually by resolution passed by a majority of the votes cast at a meeting of the Unitholders. Certain decisions respecting the affairs of Centurion Apartment REIT must be made by the Independent Trustees. The Declaration of Trust provides for the appointment by the Trustees of an audit committee (the “**Audit Committee**”) and additional committees (the “**Additional Committees**”) as required. The majority of the members of each committee must be Independent Trustees. See “Management of Centurion Apartment REIT”.

#### **The Asset Manager**

Centurion Asset Management Inc. (the Asset Manager) is a corporation governed by the laws of the Province of Ontario. The Asset Manager is responsible for day to day management of the REIT and its subsidiaries, including sourcing and conducting due diligence on acquisitions and dispositions of investments for the REIT, and providing advice and guidance to the REIT. The Asset Manager receives an asset management fee pursuant to the Asset Management Agreement. In addition, an affiliate of the Asset Manager is entitled to receive the Carry Allocation as a distribution of profits under the CAP I LP Limited Partnership Agreement. The Asset Management Agreement was amended and restated on September 1, 2023, with an initial term commencing on September 1, 2023 and expiring on September 1, 2028, unless it is terminated, extended or renewed in accordance with its terms. See “Asset Management Agreement” and “Asset Manager’s Fees and Carry Allocation”.

## **Asset Manager Responsibilities**

The Asset Manager is responsible for the day-to-day operations of Centurion Apartment REIT and its subsidiaries. Among other duties, the Asset Manager is responsible for: identifying multi-unit residential property investment opportunities, mortgage lending opportunities and other investment opportunities, that meet the investment criteria of Centurion Apartment REIT, within the guidelines set out in the Declaration of Trust; providing the Trustees with information and advice relating to proposed acquisitions, dispositions, developments, and financings; establishing, at least on an annual basis, investment and operating plans for the ensuing period; supervising the due diligence required in connection with proposed acquisitions and supervising the completion of any resulting transactions; maintaining the books and financial records of Centurion Apartment REIT; advising as to designations, elections and determinations to be made for tax and accounting purposes; preparing reports and other information required to be sent to Unitholders and other disclosure documents; calculating and determining all allocations, communicating with Unitholders and other persons, including investment dealers, lenders and professionals; providing a senior management team, and the necessary clerical and secretarial personnel for the administration of the day-to-day affairs of Centurion Apartment REIT; providing supervision and oversight of the property management functions of Centurion Apartment REIT and administering or supervising the administration on behalf of Centurion Apartment REIT of the payment of Distributable Income and other distributions by Centurion Apartment REIT. See "History of the REIT Since REIT Conversion", "Management of Centurion Apartment REIT", "The Asset Manager" and "Asset Management Agreement".

## **Management of the Properties**

Effective January 1, 2015, Centurion Property Associates Inc. was transferred to the REIT resulting in all the property management functions being performed within the REIT structure. In some locations where the REIT does not have sufficient scale to manage the property internally, the REIT may outsource to a third-party property manager.

Following the internalization of Centurion Property Associates Inc., effective January 1, 2015, the REIT is not charged a property management fee and the property management agreement between the REIT and Centurion Property Management Inc. was cancelled. See "History of Centurion Apartment REIT Since REIT conversion".

## **Management and Investment Strategy**

The personnel of the REIT and the Asset Manager have significant experience in all aspects of the rental housing business, including acquisitions and dispositions, finance and administration, property management, construction and renovation, and marketing and sales and mortgage investments. These skills will permit Centurion Apartment REIT to capitalize upon many multi-unit residential real estate and mortgage investment opportunities which may be unavailable to other real estate investors who lack the requisite diversity of real estate experience.

As part of the Asset Manager's mandate to manage Centurion Apartment REIT, the Asset Manager intends to enhance the value of Centurion Apartment REIT's properties through a number of distinct and well executed strategies, including: a commitment to customer satisfaction; maintenance and repair programs; quality on-site building staff; detailed financial reporting; strategic debt management; enhancement of Centurion Apartment REIT's portfolio; and timely communications and disclosure. The Asset Manager will also use the strength of the portfolio to obtain more competitive financing and pricing on commodities and contracted expense items.

The Asset Manager believes that multi-unit residential properties offer an attractive investment opportunity with the potential for stability of yield, inflation protection and growth. Focusing predominantly on one asset class is expected to enable Centurion Apartment REIT to acquire a critical mass of residential units. It is expected to enable Centurion Apartment REIT to bolster its market presence, thereby enhancing Centurion Apartment REIT's opportunities for future multi-unit residential property acquisitions at attractive prices. Through future acquisitions of properties, in compliance with its investment guidelines, Centurion Apartment REIT intends to geographically diversify its portfolio over time by purchasing properties in thriving communities that will continue to strengthen Centurion Apartment REIT and reduce its risk of owning properties in one community or geographic area. As well, as Centurion Apartment REIT grows through the acquisition of new properties and the issuance of additional REIT Units, Centurion Apartment REIT expects to increase the stability of its income stream and provide Unitholders with increased liquidity.

The Asset Manager will generally concentrate on communities that have low vacancy levels, and strong population demographics that align with the class of multi-residential properties that are acquired by Centurion Apartment REIT. See "Multi-Unit Residential Real Estate Market". The Asset Manager intends to create mass for Centurion Apartment REIT's portfolio through the acquisition and consolidation of Canadian markets where opportunities for value added properties exist.



## Properties

Effective August 31, 2009, Centurion Apartment REIT entered into the Rollover Agreement with CAP 1 LP that conferred certain benefits of the Existing Properties to Centurion Apartment REIT. As at April 1, 2024, the Existing Properties consist of 158 multi-unit residential apartment buildings including 20 joint-venture operations containing an aggregate of 22,108 undiluted rental units. As at April 1, 2024, the portfolio occupancy was 96%. The overall stabilized portfolio occupancy was 97.4% with the stabilized apartment portfolio occupancy at 96.8%, and the stabilized student housing portfolio occupancy at 99.4%.

The properties (the “**Properties**”) represent a source of stable and secure cash flow to Centurion Apartment REIT and may provide opportunities for capital appreciation. The Properties represent a well-diversified portfolio of multi-unit residential properties located in strategic locations that meet the investment strategy. Since many of the Properties have current rents below the legally permitted maximum rents, the Asset Manager believes that such Properties represent an opportunity for enhanced value through capital improvements which will lead to increased net rental income as vacancies are reduced and tenant creditworthiness is upgraded. As well, the purchase price attributable to each of the Properties is below its respective replacement cost. See “Properties”.

## Capital Improvements and Expenditures

The majority of the Properties are typical of multi-unit residential apartment buildings constructed between the 1960s and 2000s. Repairs and maintenance to the component systems of the Properties were to a large extent dependent on the policies and financial capability of the previous owners of each of the Properties. At the time of acquisition of each of the Properties, due diligence investigations were conducted, including with respect to financial, title, construction, environmental and operational matters.

During the due diligence period, the Asset Manager uses its own experience to inspect the properties under consideration. When required, the Asset Manager calls upon various tradespeople to inspect and report on systems that they specialize in. The Asset Manager suggests and supervises upgrades and investments in the buildings that it believes will be potentially accretive to the portfolio and will be undertaken with price and efficiency taken into consideration. The experience of the Asset Manager is utilized to employ non-quantitative improvements that will also add value to the portfolio through enhancement of the property value and/or revenue stream. Where engineering reports are required by the lending institutions, the Asset Manager retains qualified firms to assess the building condition and make recommendations.

## Investment Guidelines and Operating Policies

The Declaration of Trust contains investment guidelines and operating policies. The investment guidelines include, among other things, criteria with respect to the types of properties which Centurion Apartment REIT can acquire and other guidelines. The operating policies address, among other things, the level of Centurion Apartment REIT's debt and the requirements for appraisals, insurance coverage and environmental audits.

The investment guidelines and certain operating policies may only be changed upon the approval of a two-thirds majority of the votes cast by Unitholders at a meeting called for such purpose. The remaining operating policies may be changed upon the approval of a majority of the votes cast by Unitholders at a meeting called for such purpose. See “Investment Guidelines and Operating Policies”.

## Borrowing

No indebtedness shall be incurred or assumed by Centurion Apartment REIT if, after giving effect to the incurring or assumption thereof of the indebtedness, the total indebtedness as a percentage of Gross Book Value, would be more than 75%. See “Investment Guidelines and Operating Policies”.

## Distribution Policy

The Declaration of Trust provides that Centurion Apartment REIT may distribute to REIT Unitholders such percentage of the “**Distributable Income**” for the calendar month then ended as the Trustees determine in their discretion. For the twelve-month period following the date of this Confidential Offering Memorandum, it is Centurion Apartment REIT's current intention to distribute cash distributions of \$0.8400 per Class “A” REIT Unit and \$1.0400 per Class “F” and Class “I” REIT Units per annum, payable on a monthly basis.

In addition, the Trustees may declare to be payable and make distributions, from time to time, out of income of Centurion Apartment REIT, net realized capital gains of Centurion Apartment REIT, the net recapture income of Centurion Apartment REIT, the capital of Centurion Apartment REIT or otherwise,

in any year, in such amount or amounts, and on such dates on or before December 31 of that year as the Trustees may determine, to the extent such income, capital gains and capital has not already been paid, allocated or distributed to the REIT Unitholders.

Each year Centurion Apartment REIT shall deduct in computing its income for purposes of the Tax Act such portion of the amounts paid or payable to the REIT Unitholders for the year as is necessary to ensure that Centurion Apartment REIT is not liable for income tax under Part I of the Tax Act for that taxation year. The Trustees shall deduct or withhold from distributions payable to any REIT Unitholder amounts required by law to be deducted or withheld from such REIT Unitholder's distributions. See "Distribution Policy". Distributions are declared and paid at the discretion of the Trustees.

### **Canadian Federal Income Tax Considerations**

This is a general summary only and is not intended to be exhaustive. Investors should seek the advice of their own tax advisors with respect to the tax consequences of investing in the Units.

This summary is based on the assumption that Centurion Apartment REIT will continue to qualify as a "mutual fund trust" under the provisions of the Tax Act at all relevant times. In the event that Centurion Apartment REIT was not to qualify as a mutual fund trust, the Canadian federal income tax consequences described below would, in some respects, be materially and adversely different.

This summary assumes that Centurion Apartment REIT will at no time be a SIFT Trust. Provided that "investments" (as defined in section 122.1 of the Tax Act) in Centurion Apartment REIT are not listed or traded on a stock exchange or other "public market", as defined in the Tax Act, the Centurion Apartment REIT will not be subject to the SIFT Rules. See Item 10: "Risk Factors - Tax Related Risks".

Centurion Apartment REIT will generally be subject to tax under the "Tax Act" in respect of its taxable income and net realized capital gains in each taxation year, except to the extent such taxable income and net realized capital gains are paid or payable or deemed to be paid or payable in such year to REIT Unitholders and deducted by Centurion Apartment REIT for tax purposes. Centurion Apartment REIT intends to deduct, in computing its income in each taxation year, the full amount available for deduction in each taxation year and therefor, Centurion Apartment REIT does not generally expect to be liable in such taxation year for income tax under Part I of the Tax Act

A REIT Unitholder is required to include in computing income for tax purposes in each year the portion of the amount of net income and net taxable capital gains of Centurion Apartment REIT, determined for the purposes of the Tax Act, paid or payable to such REIT Unitholder in the year that whether paid in cash or additional REIT Units. Distributions in excess of Centurion Apartment REIT's taxable income in a year will not be included in computing the income of the REIT Unitholders from Centurion Apartment REIT for tax purposes. However, a REIT Unitholder is required to reduce the adjusted cost base of his REIT Units by the portion of any amount paid or payable to him by Centurion Apartment REIT (other than the non-taxable portion of certain capital gains) that was not included in computing his income and will realize a capital gain in the year to the extent the adjusted cost base of his REIT Units would otherwise be a negative amount. Centurion Apartment REIT will designate to the extent permitted by the Tax Act the portion of the taxable income distributed to REIT Unitholders as may reasonably be considered to consist of net taxable capital gains of Centurion Apartment REIT. Any such designated amount will be deemed for tax purposes to be received by REIT Unitholders in the year as a taxable capital gain. Upon the disposition or deemed disposition by a REIT Unitholder of a REIT Unit, a capital gain (or a capital loss) will generally be realized to the extent that the proceeds of disposition of the REIT Unit exceed (or are exceeded by) the aggregate of the adjusted cost base to the REIT Unitholder of the REIT Unit immediately before the disposition and any reasonable costs of the disposition. The adjusted cost base to a REIT Unitholder of a REIT Unit will be determined by averaging the cost base of all REIT Units owned by a REIT Unitholder as capital property at a particular time. See "Canadian Federal Income Tax Considerations", "Risk Factors", and "Tax Related Risks".

### **Risk Factors**

There are certain risk factors inherent in an investment in the REIT Units and in the activities of Centurion Apartment REIT, including risks related to real property ownership, future property acquisitions, revenue producing properties, no guarantees or insurance on mortgage investments, mortgage extensions and mortgage defaults, foreclosure or power of sale and related costs on mortgage investments, litigation, competition for real property investments, competition for tenants, interest rates, debt financing, general economic conditions, general uninsured losses, availability of cash for distributions, government regulation, environmental matters, Unitholder liability, dependence on key personnel, failure or unavailability of computer and data processing systems and software, potential conflicts of interest, taxes, critical estimates assumptions and judgements, dilution, restrictions on potential growth and reliance on credit facilities, potential inability to fund investments, liquidity of the REIT Units and redemption risk and the nature of the REIT Units. See "Risk Factors".

### **Tax-Related Risks**

There can be no assurance that income tax laws and the treatment of mutual fund trusts will not be changed in a manner which adversely affects Centurion Apartment REIT or the Unitholders. If Centurion Apartment REIT ceases to qualify as a mutual fund trust, the Canadian federal tax considerations described under "*Canadian Federal Income Tax Considerations*" and "*Eligibility for Investment*" would be materially and adversely different, and Centurion Apartment REIT, its subsidiaries and the REIT Unitholders may be reassessed for additional taxes from time to time. Such reassessments together with associated interest and penalties could adversely affect Centurion Apartment REIT. See "Risk Factors" and "Tax Related Risks". Investors should consult their own tax advisors with respect to the tax consequences of investing in the Units.

### **Resale Restrictions**

The REIT Units are not listed on an exchange. There is currently no secondary market through which the REIT Units may be sold, there can be no assurance that any such market will develop, and the REIT has no current plans to develop such a market. Accordingly, the sole method of liquidation of an investment in REIT Units is by way of a redemption of the REIT Units. Aggregate redemptions are limited to \$50,000 per month unless approved by the Board of Trustees. Depending upon the Purchase Option selected and the amount of time the REIT Units have been held, there may be a Deferred Sales Charge or Short-Term Trading Fee associated with an early redemption (see "Redemption of REIT Units").

Subscribers of REIT Units may subsequently trade their REIT Units provided that such trades are made pursuant to an exemption from registration and prospectus requirements contained in applicable securities legislation and have been approved by the Trustees. See "Resale Restrictions".

### **Purchasers' Rights of Action**

Securities legislation provides purchasers of REIT Units pursuant to this Offering Memorandum with a remedy for damages or rescission, or both, in addition to any other rights they may have at law, where the Offering Memorandum and any amendment to it contain an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading in light of the circumstances in which it was made. These remedies, or notice with respect to these remedies, must be exercised or delivered, as the case may be, by the purchaser within the time limits prescribed by applicable securities legislation. See "Purchasers' Rights of Action".

## GLOSSARY

“**Additional Committees**” means any additional committee created pursuant to the Declaration of Trust.

“**Adjusted Gross Revenues**” means all gross revenues received from the operations of the Properties, not including any non-recurring items (including without limitation refinancing proceeds, sale proceeds, lease buyouts or similar payments).

“**Adjusted Unitholders’ Equity**” means, at any time, the aggregate of: (i) the amount of Unitholders’ equity; and (ii) any outstanding exchangeable Units, in each case calculated in accordance with IFRS.

“**Apartments**” means Rental Suites

“**Apartment Suites**” means Rental Suites

“**Asset Manager**” means Centurion Asset Management Incorporated, a corporation governed by the laws of the Province of Ontario that is engaged for the purpose of managing the day-to-day operations of Centurion Apartment REIT.

“**Asset Management Agreement**” means the amended and restated Asset Management Agreement dated September 1, 2023 between the Asset Manager, Centurion Apartment REIT, CAP I LP, and CAP II LP.

“**Asset Transfer Agreement**” means the asset transfer agreement dated September 12, 2014 between Centurion Real Estate Opportunities Trust and Centurion Apartment REIT pursuant to which Centurion Apartment REIT seeded the initial portfolio of Centurion Real Estate Opportunities Trust.

“**Audit Committee**” means the audit committee created pursuant to the Declaration of Trust.

“**Bed**” means a single bedroom in a Rental Suite in a Student Residence. Thus a 5-bedroom Rental Suite in a Student Residence would be 5 beds. Beds are a common unit of measurement for Student Residences.

“**Building**” means a single physical site for management purposes which may include one or more physical structures usually acquired at the same time. Thus, a single site with 5 apartment buildings owned by the Trust may be considered as a single building for management and/or reporting purposes. It is a discretionary logical grouping made by management. Thus, 2 structures that are close to one another may be considered a single building or may be 2 buildings depending on the Property Managers discretionary judgment of how the structures should be grouped for reporting purposes.

“**Business Day**” means a day, other than a Saturday or Sunday, on which Schedule I chartered banks are open for business in Toronto, Ontario.

“**CAP I LP**” means Centurion Apartment Properties Limited Partnership, a limited partnership governed by the laws of the Province of Ontario.

“**CAP I LP Limited Partnership Agreement**” means the Second Amended and Restated Master Limited Partnership Agreement of CAP I LP dated September 1, 2023 between the General partner, the Special Limited Partner, CAP II LP, and each Person who is admitted to CAP I LP in accordance with the CAP I LP Limited Partnership Agreement.

“**CAP II LP**” means the Centurion Apartment Properties II Limited Partnership, a limited partnership governed by the laws of the Province of Ontario.

“**CAP II LP Limited Partnership Agreement**” means the Second Amended and Restated Limited Partnership Agreement of CAP II LP dated September 1, 2023 between the General Partner, COT and each person who is admitted to CAP II LP in accordance with the CAP II LP Limited Partnership Agreement.

“**CAMI**” means Centurion Asset Management Incorporated, a corporation governed by the laws of the Province of Ontario that is engaged for the purpose of managing the day-to-day operations of Centurion Apartment REIT.

“**Carry Allocation**” means the partnership distribution that the Special Limited Partner, an affiliate of the Asset Manager, is entitled to under the terms of the CAP I LP Limited Partnership Agreement. See “Asset Manager’s Fees and Carry Allocation.”

“**Centurion Apartment REIT**,” “**REIT**,” and “**Trust**” means Centurion Apartment Real Estate Investment Trust and “REIT” and “Trust”

**“Centurion Appointees”** means the Trustees that the Asset Manager is entitled to appoint.

**“Centurion Asset Management GP Inc.”** and **“CAMI GP”** means Centurion Asset Management GP Inc. is an incorporated company governed by the laws of the Province of Ontario owned by Centurion Apartment REIT and Centurion Real Estate Operating Trust.

**“Centurion Financial Trust”** means Centurion Financial Trust which is an unincorporated investment trust governed by the laws of the Province of Ontario.

**“Centurion Real Estate Opportunities Trust”** means Centurion Real Estate Opportunities Trust which was a private mutual fund trust governed by the laws of the Province of Ontario.

**“Class A REIT Unit”** means a REIT Unit that is not a Class F or Class I Unit.

**“Class B LP Units”** means the non-voting Class B limited partnership units of CAP II LP which are exchangeable at the option of the holder thereof under the terms of the Class B Exchange Agreement for Class A REIT Units on a one-for-one basis.

**“Class B Exchange Agreement”** means the exchange agreement between Centurion Apartment REIT, COT, CAP I LP, CAP II LP the holders of Class B LP Units from time-to-time dated August 31, 2009 providing for the indirect exchange of Class B LP Units for Class A REIT Units.

**“Class C LP Units”** means the non-voting Class C limited partnership units of CAP II LP which are exchangeable at the option of the holder thereof under the terms of the Class C Exchange Agreement for Class F REIT Units on a one-for-one basis.

**“Class C Exchange Agreement”** means the exchange agreement between Centurion Apartment REIT, CAP II LP and the holders of the Class C LP units from time-to-time dated November 21, 2018 providing for the exchange of Class C LP Units for Class F REIT Units.

**“Class F REIT Unit”** means a REIT Unit that is not a Class A or Class I Unit.

**“Class I REIT Unit”** means a REIT Unit that is not a Class A or Class F Unit.

**“Class M REIT Unit”** means a REIT Unit that is not an Investor REIT Unit and is only issued to the Asset Manager.

**“Contributed Assets”** mean all of the assets of CAP II LP including, without limitation, the CAP I LP Units and the revenue producing properties of CAP I LP, control of which has been transferred, assigned, conveyed and set over to the Trust pursuant to the Rollover Agreement.

**“COT”** means Centurion Operating Trust

**“Conventional Mortgage”** means a mortgage for which the principal amount, at the time of commitment, together with all other equal and prior ranking mortgages: (a) in the case of a property purchase, does not exceed the lower of 75% of the purchase price of the underlying real property securing the mortgage and 75% of the appraised value of the underlying real property securing the mortgage as determined by a qualified appraiser; and (b) in the case of a refinancing, does not exceed 75% of the appraised value of the underlying real property securing the mortgage as determined by a qualified appraiser at the time of such refinancing.

**“CREOT”** means Centurion Real Estate Opportunities Trust

**“Declaration of Trust”** means the third amended and restated declaration of trust made as of January 13, 2022, governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein, pursuant to which Centurion Apartment REIT was created, as amended, supplemented or amended and restated from time to time.

**“Deferred Sales Charge”** means any charge that is applied against the redemption proceeds to a Unitholder for an early redemption where the Unitholder has subscribed using the Deferred Sales Charge Option (see “Purchase Options”)

**“Diluted” Suites or “Diluted” Rental Units** means the number of Suites or Rental Units as the case may be, considering the portions that are owned by third parties. E.g. a 100-suite building owned 50/50 with a partner would be 50 Diluted Suites and 100 Undiluted Suites. See “Undiluted” Suites or “Undiluted” Rental Units.

**“Distributable Income”** means, for any period, the net income of Centurion Apartment REIT, including income earned from its proportionate interest under the Rollover Agreement and its applicable consolidated Subsidiaries for such period set out in its consolidated financial statements as determined in accordance with GAAP, subject to certain adjustments, including: (a) adding back the following items: depreciation, amortization (except for amortization of deferred financing costs, future income tax expense, losses on dispositions of assets and amortization of any net discount on long-term debt assumed from vendors of properties at rates of interest less than fair value); and (b) deducting the following items: future income tax credits, interest on convertible debentures to the extent not already deducted in computing net income, gains on dispositions of assets and amortization of any net premium on long-term debt assumed from vendors of properties at rates of interest greater than fair value and any other adjustments determined by the Trustees in their discretion.

**“DSC”** means Deferred Sales Charge.

**“Exchangeable LP Unit”** means the Class B LP Units and the Class C LP Units.

**“Existing Properties”** means properties owned by Centurion Apartment REIT either directly or via subsidiaries and also properties that are part of the Rollover Agreement with CAP I LP as listed in Appendix “A.”

**“Exchange Ratio”** means 0.5917; being the net asset value per unit of CREOT on January 1, 2021, divided by (ii) the net asset value per unit of the Centurion Apartment REIT on January 1, 2021.

**“Fee-Based Account”** means an account in which the Unitholder would hold REIT Units that already has fees attached to the assets in the account and/or where the Unitholders advisor or portfolio manager is already being paid fees for service such that if commissions or trailers would be paid to the advisor or portfolio manager, the Unitholder would in effect be paying a duplication of fees.

**“Final Closing”** This is a continuous offering and closing will be at the discretion of the Asset Manager.

**“Focus Activity”** means the acquisition, holding, maintaining, improving, leasing, financing development or managing of multi-unit residential revenue producing properties and ancillary real estate ventures in Canada.

**“FHSA”** means a first home savings account.

**“General Partner”** means Centurion Apartment Properties GP Inc., a corporation incorporated under the laws of the Province of Ontario which is the general partner of CAP I LP and CAP II LP, or any successor general partner of the CAP I LP and CAP II LP.

**“Gross Book Value”** means, at any time, the book value of the assets of Centurion Apartment REIT, as shown on its then most recent balance sheet plus the amount of accumulated depreciation and amortization thereon.

**“IFRS”** means International Financial Reporting Standards

**“Independent Trustee”** means a trustee who has no direct or indirect material relationship with Centurion Apartment REIT which could, in the view of the Board of Trustees, reasonably interfere with a Trustee’s independent judgment.

**“Investor Unit”** means a REIT Unit or an Exchangeable LP Unit that is not a Class M REIT Unit or a Special Voting Unit and is either a Class A REIT Unit, Class F REIT Unit, Class I REIT Unit, a New Class of REIT Unit, a Class B LP Unit, a Class C LP Unit or a new class of Exchangeable LP Unit.

**“Investor REIT Unit”** means a REIT Unit that is not a Class M REIT Unit and is either a Class A or a Class F, I, or New Class of REIT Unit.

**“Joint Venture Properties”** means properties owned by Centurion Apartment REIT either directly or via subsidiaries that are partially owned by Centurion Apartment REIT and where a joint venture partner(s) is part owner of the properties.

**“Management”** means the management of the REIT responsible for the day-to-day operations of the REIT including management personnel of the Asset Manager.

**“Mortgage Assets”** means mortgage loan investments and other mortgage assets

**“Mortgage Insurance Fees”** means fees charged by Canada Mortgage and Housing Corporation or similar mortgage insurer.

**“Mortgage Manager”** means Centurion Mortgage Capital Corporation, a corporation governed by the laws of the Province of Ontario that is engaged for the purposes of sourcing mortgage investment opportunities for Centurion Apartment REIT

**“Mortgage Servicer”** means Centurion Mortgage Services Corporation, a corporation governed by the laws of the Province of Ontario that is engaged for the purposes of servicing mortgage investments of Centurion Apartment REIT that are not serviced by another licensed mortgage administrator.

**“Net Asset Value”** means the value the REIT Units determined by the Trustees, in their sole discretion, using reasonable methods of determining fair market value. Fair Market Value may or may not be equal to the net asset value of the Units, depending on the methods used by the Trustees in making a particular determination of Fair Market Value. See **“VALUATION POLICY”**.

**“New Class of REIT Unit”** means any additional class or classes of REIT units which may be created by the REIT.

**“Normalized Net Operating Income”** or **“NNOI”** is an estimate of the net operating income of a property which considers certain stabilizing adjustments in its calculation, including but not limited to rent levels, vacancy rates, property taxes, wages, repairs and maintenance and other costs. It is primarily used in the valuation methodology of Centurion Apartment REIT. See **“VALUATION POLICY”**.

**“Note Indenture”** means the trust indenture entered into between COT and the Note Trustee for the issuance of the Notes by COT. **“Note Trustee”** means the trustee under the Note Indenture, including any successor trustee thereunder.

**“Offering”** means the offering of REIT Units pursuant to this Offering Memorandum and any concurrent offering memorandum.

**“Offering Memorandum”** means this confidential offering memorandum.

**“Person”** means an individual, partnership, limited partnership, corporation, unlimited liability company, trust, unincorporated organization, association, government, or any department or agency thereof and the successors and assigns thereof or the heirs, executors, administrators or other legal representatives of an individual, or any other entity recognized by law.

**“Properties”** means collectively, the Existing Properties, Properties Under Contract and, where the context requires, properties that may be acquired in the future.

**“Properties Under Contract”** means properties that Centurion Apartment REIT has unconditionally agreed to acquire or to sell as at the date of this Offering Memorandum pursuant to any Purchase and Sale Agreements, as listed in Appendix "C" hereto.

**“Property Manager”** means Centurion Property Associates Incorporated, a corporation governed by the laws of the Province of Ontario that has the general responsibility for the overall management of the Properties. The Property Manager was purchased by the REIT effective January 1, 2015.

**“Property Management Agreement”** means the agreement dated January 1, 2013 between the Property Manager and Centurion Apartment REIT. This was terminated effective January 1, 2015 due to internalization.

**“Property Net Income”** means, with respect to a particular property, the net income earned from the operation thereof, net of all expenses and without deduction of capital cost allowance (as set out in the Tax Act) or depreciation.

**“Property Offer Option”** means an option granted by a debtor in connection with the sourcing and financing of a mortgage loan and/or other investment, as applicable, pursuant to which Centurion Apartment REIT is granted a right to make an offer to purchase an interest (whether a pre-determined interest or otherwise) at a price that is to be negotiated upon the completion and/or stabilization of the properties that are the subject of the mortgage loan or that are underlying the other investment, as applicable.

**“Property Purchase Option”** means a purchase option granted by a debtor in connection with the sourcing and financing of a mortgage loan and/or other investment, as applicable, pursuant to which the REIT is granted a right to purchase a pre-determined interest at a specified price or formula upon the completion/stabilization of the properties that are the subject of the mortgage loan or that are underlying the other investment, as applicable.

**"Purchase Agreements"** means agreements entered into by Centurion Apartment REIT to acquire the Properties Under Contract.

**"RDSP"** means a registered disability savings plan.

**"Registered Plan"** means any RRSP, RRIF, TFSA, FHSA, deferred profit-sharing plan, RDSP, or RESP.

**"RESP"** means a registered education savings plan.

**"REIT Unit"** means a unit of beneficial interest in the Centurion Apartment REIT (other than a Special Voting Unit and the Initial Unit) authorized and issued hereunder as such and for the time being outstanding and includes a fraction of a unit and any other classes of units authorized by the Trustees as such.

**"Related Party"** means, with respect to any Person, a Person who is a "related party" as that term is defined in Ontario Securities Commission Rule 61-501, as amended from time to time (including any successor rule or policy thereto).

**"Rental Suites"** means a rental apartment, irrespective of the number of bedrooms or rental units in that suite. E.g. a 3-bedroom apartment that rents as a whole unit would be considered as a single suite.

**"Rental Units"** means the number of units for rent adjusted for the number of student tenants renting individual rooms inside a suite. For example, a 5-bedroom student unit would be 1 Rental Suite but is 5 Rental Units as there may be 5 separate leases, each pertaining to a bedroom unit. This distinction only applies to properties classified as Student Residences. Thus, an apartment that had a 2-bedroom suite that had roommates sharing an apartment, and where the building is not classified as a Student Residence, would be 1 Rental Suite and 1 Rent Unit only. There is no distinction between individual leases on bedrooms and multi-tenant leases with all residents in the suite on a single lease (the two forms of lease in the student rental business)

**"Rolled Properties"** means the 20 multi-unit residential apartment buildings and a 10% interest in a 360-unit residential apartment building located in the Province of Ontario, containing an aggregate of 1,112 suites and as listed in Appendix "A"

**"Rollover Agreement"** means the agreement made as of August 31, 2009 between CAP I LP, CAP II LP, Centurion Apartment REIT, Centurion Asset Management Inc. and each of the partners of CAP I LP conferring certain benefits of the Rolled Properties to CAPLP II.

**"RRIF"** means a registered retirement income fund.

**"RRSP"** means a registered retirement savings plan.

**"Short Term Trading Fee"** means the amount, (if any) of the reduction in Unit redemption price that will be applied as a fee against the Unitholder's redemption if a Unitholder redeems Units early. See "Purchase Options".

**"SIFT Rules"** means the provisions of the Tax Act providing for a certain income earned by a SIFT Trust or a SIFT Partnership, each as a defined in the Tax Act.

**"SIFT Trust"** means a specified investment flow-through trust for the purposes of the Tax Act.

**"Special Limited Partner"** means CAREIT Partners 2 Inc., a corporation founded under the laws of the Province of Ontario.

**"Special Voting Unit"** means a unit of Centurion Apartment REIT issued only in connection with the Rollover Agreement. **"Standard Apartment Building"** means an apartment building not primarily targeted towards students.

**"Student Residence"** means an apartment building primarily targeted towards students. It can be either on campus or off campus.

**"Subscriber"** means a Person purchasing REIT Units pursuant to this Offering.

**"Subsidiary"** means, with respect to any Person (other than an individual), any other Person (other than an individual) the financial results of which would be required to be consolidated with those of the first Person's in the preparation of the first Person's consolidated financial statements if prepared in accordance with GAAP.

**"Suites"** means Rental Suites.



“**Tax Act**” means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1, and the regulations thereunder as may be amended from time to time.

“**Tax Proposals**” means all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof.

“**TFSA**” means a tax-free savings account.

“**Total Return**” means for any period since the end of the most recent fiscal period equal to the sum of: (i) all distributions accrued or paid (without duplication) on the Investor Units outstanding at the end of each such period since the beginning of such period, plus (ii) the change in the aggregate Net Asset Value of the Investor Units since the beginning of such period, without giving effect to (x) any allocation or accrual to the Carry Allocation, and (y) any applicable trailer or servicing fee expenses paid by the REIT or CAP II LP to securities brokers or dealers in respect of Investor Units. For the period commencing on September 1, 2023, the prior fiscal period is deemed to have ended on August 31, 2023.

“**Trustees**” means the trustees of Centurion Apartment REIT.

“**Undiluted**” Suites or “**Undiluted**” Rental Units means that the number of Suites or Rental Units, as the case may be, that doesn’t factor in any portion of a property that may be owned with partners. E.g. a 100-suite building owned 50/50 with a partner would be 100 suites on an undiluted basis and 50 suites on a diluted basis. See “Diluted” Suites or “Diluted” Rental Units

“**Units**” means, collectively, the REIT Units and the Special Voting Units. “**Unitholder**” means a holder of one or more Units.

“**Warehouse Agreement**” means the agreement dated January 16, 2017 between Centurion Apartment REIT and Centurion Financial Trust.

“**Weighted Average Capitalization Rate**” means the NNOI of the property portfolio divided by the market value of the property portfolio both on a proportionate consolidation basis.

## CENTURION APARTMENT REIT

Centurion Apartment Real Estate Investment Trust (Centurion Apartment REIT) is an unincorporated open-ended investment trust created as of August 31, 2009 governed by a third amended and restated declaration dated January 13, 2022 (the Declaration of Trust) and governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein. See “Declaration of Trust” and “Description of Units”. The objectives of Centurion Apartment REIT are: (i) to provide Unitholders with stable and growing cash distributions, payable monthly and, to the extent reasonably possible, tax deferred, from investments in a diversified portfolio of income-producing multi-unit residential properties, mortgage investments and equity developments, located in Canada and the United States; and (ii) to maximize REIT Unit value through the ongoing management of Centurion Apartment REIT’s assets, the future acquisition of additional multi-unit residential properties, and the funding of mortgage investments and equity developments. See “Objectives of Centurion Apartment REIT”.

The Trustees are responsible for the general control and direction of Centurion Apartment REIT. The day-to-day management of Centurion Apartment REIT is carried out by the Asset Manager. See “Management of Centurion Apartment REIT” and “Management of the Properties”.

Future acquisitions will be subject to specific investment guidelines and the operation of Centurion Apartment REIT will be subject to specific operating policies. See “Investment Guidelines and Operating Policies”. Centurion Apartment REIT holds all of its interests in the Existing Properties and will hold all of its interest in the Properties Under Contract in the name of Centurion Apartment Properties GP Inc. in the name of nominee corporations, on behalf of the REIT, all of the shares of which nominee corporations are owned, directly or indirectly, by Centurion Apartment REIT. The head office of Centurion Apartment REIT is located at: 25 Sheppard Avenue West, Suite 1800, Toronto, ON M2N 6S6.

### History of Centurion Apartment REIT Prior to REIT Conversion

Centurion Apartment REIT evolved over several years into its current form as a REIT. Gregory G. Romundt, the founder of the REIT began acquiring the first properties in the portfolio in 2003. In March 2006, Centurion Apartment Properties I LP (“CAP I LP”), a growth-oriented private apartment investment fund was launched and issued its first equity at \$10/Unit. On June 1, 2007, Mr. Romundt rolled over his six-property personal apartment portfolio into CAP I LP and opened CAP I LP to investment on a private placement basis. It continued to issue new equity to fuel growth, with the last subscriptions in November of 2008 occurring at \$22.21/Unit. During this period, the portfolio grew to

1,179 apartment suites (including joint ventures) at 23 properties in 14 cities and towns across Ontario. In 2009, preparations began to convert CAP I LP into a REIT. On August 31, 2009 Centurion Apartment REIT was established by Declaration of Trust and it entered into Rollover and Exchange Agreements with CAP I LP for the Rollover of CAPLP's property portfolio into the REIT. This Rollover occurred on June 30, 2010 at a price of \$22.65/Unit at which time 1,477,500 Exchangeable "B" Units of CAP II LP were issued (equivalent to 1,477,500 Class "A" REIT Units) in exchange for their CAP I LP Units. This represented an exchange ratio of 2.265 CAP II LP Units per CAP I LP Unit.

### **History of Centurion Apartment REIT Since REIT Conversion**

Since the REIT conversion in 2009, Centurion Apartment REIT has grown to assets of over \$7 billion as at April 1, 2024. The property portfolio 158 buildings and 22,108 units located in Ontario, Quebec, Nova Scotia, Manitoba, Saskatchewan, Alberta, British Columbia, Minnesota, Missouri and Texas. Purpose-built student housing, considered a niche market, represents 16 buildings within the property portfolio and there are 10 medical offices.

Acquisitions, combined with significant capital improvements, has resulted in significant increases in asset values since the conversion (See "Properties"). In 2012, the Asset Manager of Centurion Apartment REIT had identified the provision of debt and equity financing for growth-oriented real estate transactions, particularly in its core area of expertise of apartments and student housing, and the development thereof, as significant opportunities that would be a potentially accretive source of profit and an acquisition pipeline for Centurion Apartment REIT.

Since the beginning of 2013, the Asset Manager has been building this financing business for Centurion Apartment REIT and in May of 2013 began its first capital deployments. As the business grew, the Asset Manager believed that the potential scale of these opportunities, particularly in the development of new apartments and student housing which Centurion Apartment REIT could buy, would ultimately require a larger capital allocation than could be supported on its balance sheet alone. Further, the Asset Manager was seeing a regular flow of other real estate debt and equity investment opportunities that fell outside of the acquisition pipeline goals of Centurion Apartment REIT by virtue of its' activities in the market that it had to forego.

The Asset Manager believed that there was sufficient scope to create a fund to focus on these and other similar opportunities. To maximize the number of opportunities upon which it could execute potential Property Purchase Options and Property Offer Options, the Board of Trustees of Centurion Apartment REIT decided to set up a new fund, the Centurion Real Estate Opportunities Trust ("CREOT") to which it would contribute a portion of Centurion Apartment REIT's mortgage investments portfolio in return for equity in CREOT. Centurion Apartment REIT and CREOT would be strategic partners in providing developers an end-to-end solution for debt and equity financing and ultimately a potential exit in a sale of the stabilized development to Centurion Apartment REIT. CREOT was established by declaration of trust on August 13, 2014 and on September 12, 2014 Centurion Apartment REIT contributed a mortgage portfolio of \$58,927,228 in return for 5,897,722.80 Class "R" Units of CREOT at \$10.00 per Class R Unit. Centurion Apartment REIT and CREOT signed a Warehouse Agreement") and the Asset Transfer Agreement as part of the transaction.

On January 1, 2021, CREOT merged with Centurion Apartment REIT (the "CREOT Merger") in accordance with a merger agreement dated January 1, 2021, with Centurion Apartment REIT as the continuing trust. Pursuant thereto, the Centurion Apartment REIT acquired all or substantially all of the net assets of CREOT in consideration of the issuance by Centurion Apartment REIT of Units equal to the number of Units outstanding immediately prior to the time of closing of the Merger, multiplied by the Exchange Ratio. Unitholders of CREOT then received Units equal to the number of units of CREOT ("CREOT Units") held multiplied by the Exchange Ratio in exchange for the redemption of their CREOT Units. Immediately prior to the CREOT Merger, Centurion Apartment REIT held 63.40% of all CREOT Units on a consolidated basis and acquired the remaining outstanding CREOT Units upon completion the REOT Merger.

## **PROPERTIES**

### **Summary**

The Existing Properties and Properties Under Contract (collectively, the "**Properties**") represent a source of stable and secure cash flow and may provide opportunities for capital appreciation. The Properties represent a well-diversified portfolio of multi-unit residential, student housing, medical offices and commercial properties located in strategic locations that meet the investment strategy. Since many of the Properties currently have rents below the legally permitted maximum rents, the Asset Manager believes that the Properties represent an opportunity for enhanced value through capital improvements which

will lead to increased net rental income as vacancies are filled and tenant creditworthiness is upgraded. As well, the current value attributable to some of the Properties is below their respective replacement cost. Certain aspects of the Properties are summarized in Appendix "D".

### **Existing Properties**

Effective August 31, 2009 CAP I LP and Centurion Apartment REIT entered into the Rollover Agreement conferring certain benefits of the Rolled Properties to Centurion Apartment REIT as well as conferring certain benefits of CAP II LP and Centurion Apartment REIT to CAP I LP. The "Existing Properties" consist of 158 properties of which 20 are joint ventures. Of the 158 properties, 132 are standard apartment buildings and 16 are student residences and 10 are medical offices. See "Appendix "A" - Existing Properties". Under the Rollover Agreement, CAP I LP and CAP II LP agree to share in the profits (or losses) associated with properties owned or to be owned by the other, in proportion to their respective interest in Centurion Apartment REIT, as evidenced by the number of REIT Units owned by each. All the properties owned by Centurion Apartment REIT will be managed and operated by the Asset Manager and Property Manager or a sub manager reporting to the Property Manager in certain circumstances. As per the Exchange Agreement, Centurion Apartment REIT issued to CAP I LP Unitholders one Special Voting Unit (as described in the Declaration of Trust) for every one unit of CAP II LP when CAP I LP was rolled into CAP II LP. See Appendix "A" for a list of the Existing Properties and Appendix "E" for summary information about the Existing Properties.

### **Joint Venture Properties**

Certain Existing Properties are also Joint Venture Properties in which Centurion Apartment REIT has an investment partner(s) that participates in the ownership of certain properties. See Appendix "B" for a list of the Joint Venture Properties as at the date hereof.

### **Properties Under Contract**

See Appendix "C" for a list of Properties Under Contract as at the date hereof. As at March 31, 2024, there were one properties under contract.

### **Properties Under Development**

See Appendix "D" for a list of Properties Under Development as at the date hereof. As at March 31, 2024, there were fourteen properties under development.

### **Description of the Properties**

See Appendix "E" for a detailed description of the Properties as of the date hereof.

### **Financing**

See attached audited consolidated financial statements in Appendix "G" for a summary of the mortgages that are in place on the Properties as at December 31, 2023.

### **Acquisition and Operating Facilities**

On a consolidated basis, Centurion Apartment REIT has Acquisition and Operating Facilities (the "Acquisition and Operating Facilities") of \$300 million. The Acquisition and Operating Facilities are revolving credit facilities and amounts drawn thereunder will not, after giving effect to the incurring of such indebtedness, cause the total amount of indebtedness of Centurion Apartment REIT and the amount then advanced under the Acquisition and Operating Facilities, to exceed 75% of the Gross Book Value, unless a majority of the Trustees, in their discretion, determine that the maximum amount of indebtedness will be based on the appraised value of the real properties of Centurion Apartment REIT. Periodic equity financing will be used to pay down the Acquisition and Operating Facilities. The Acquisition and Operating Facilities will also facilitate acquisitions by Centurion Apartment REIT by enabling it to enter into negotiations for the purchase of properties without the need for an equity financing condition.

## SELECTED HISTORICAL INFORMATION

Presented below is select historic summary information about Centurion Apartment REIT. See Appendices "A" through "F" inclusive for additional information. The information in this section is provided for general information purposes and there can be no assurance that future performance or events will be similar to past performance or events.

### REIT Unit Posted Prices

	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
January	\$ 10.000	\$ 10.027	\$ 10.161	\$ 11.295	\$ 11.660	\$ 11.860	\$ 11.860	\$ 12.262	\$ 12.589	\$ 13.849	\$ 16.149	\$ 18.720	\$ 19.340	\$ 20.628	\$ 22.592	\$ 23.176
February	\$ 10.000	\$ 10.042	\$ 10.185	\$ 11.295	\$ 11.660	\$ 11.860	\$ 11.860	\$ 12.262	\$ 12.589	\$ 14.040	\$ 16.149	\$ 18.896	\$ 19.340	\$ 20.764	\$ 22.672	\$ 23.267
March	\$ 10.000	\$ 10.065	\$ 10.185	\$ 11.295	\$ 11.660	\$ 11.860	\$ 11.860	\$ 12.262	\$ 12.589	\$ 14.040	\$ 16.149	\$ 18.896	\$ 19.340	\$ 20.764	\$ 22.672	\$ 23.388
April	\$ 10.000	\$ 10.082	\$ 10.185	\$ 11.660	\$ 11.660	\$ 11.950	\$ 12.262	\$ 12.589	\$ 14.040	\$ 16.149	\$ 18.896	\$ 19.340	\$ 20.764	\$ 22.672		
May	\$ 10.000	\$ 10.095	\$ 11.150	\$ 11.660	\$ 11.660	\$ 11.950	\$ 12.454	\$ 12.690	\$ 14.180	\$ 16.622	\$ 18.896	\$ 19.355	\$ 21.935	\$ 23.256		
June	\$ 10.000	\$ 10.110	\$ 11.150	\$ 11.660	\$ 11.660	\$ 11.950	\$ 12.454	\$ 12.690	\$ 14.180	\$ 16.622	\$ 18.896	\$ 19.355	\$ 21.935	\$ 23.256		
July	\$ 10.000	\$ 10.117	\$ 11.222	\$ 11.660	\$ 11.660	\$ 11.990	\$ 12.454	\$ 12.690	\$ 14.180	\$ 16.622	\$ 18.896	\$ 19.355	\$ 21.935	\$ 23.256		
August	\$ 10.000	\$ 10.129	\$ 11.222	\$ 11.660	\$ 11.780	\$ 11.990	\$ 12.454	\$ 13.385	\$ 14.820	\$ 16.872	\$ 19.243	\$ 19.745	\$ 22.222	\$ 22.978		
September	\$ 10.000	\$ 10.145	\$ 11.222	\$ 11.660	\$ 11.780	\$ 11.990	\$ 12.454	\$ 13.385	\$ 14.820	\$ 16.872	\$ 19.243	\$ 19.745	\$ 22.222	\$ 22.978		
October	\$ 10.000	\$ 10.000	\$ 10.152	\$ 11.222	\$ 11.660	\$ 11.860	\$ 11.990	\$ 12.454	\$ 13.385	\$ 14.820	\$ 16.872	\$ 19.243	\$ 19.745	\$ 22.222	\$ 22.978	
November	\$ 10.000	\$ 10.000	\$ 10.155	\$ 11.295	\$ 11.660	\$ 11.860	\$ 12.262	\$ 12.454	\$ 13.849	\$ 15.371	\$ 17.890	\$ 19.340	\$ 20.628	\$ 22.592	\$ 23.159	
December	\$ 10.000	\$ 10.000	\$ 10.161	\$ 11.295	\$ 11.660	\$ 11.860	\$ 12.262	\$ 12.589	\$ 13.849	\$ 15.832	\$ 17.890	\$ 19.340	\$ 20.628	\$ 22.592	\$ 23.159	

### Distributions per Class A REIT Unit

	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024
January		\$0.06667	\$0.06685	\$0.06774	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.07000	\$0.07000	\$0.08000
February		\$0.06667	\$0.06695	\$0.06790	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.07000	\$0.07000	\$0.08000
March		\$0.06667	\$0.06710	\$0.06790	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.07000	\$0.07000	\$0.08000
April		\$0.06667	\$0.06721	\$0.06790	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.07000	\$0.07000	
May		\$0.06667	\$0.06730	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.07000	\$0.07000	
June		\$0.06667	\$0.06740	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.07000	\$0.07000	
July		\$0.06667	\$0.06745	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.07000	\$0.07000	
August		\$0.06667	\$0.06753	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.07000	\$0.07000	
September		\$0.06667	\$0.06763	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.07000	\$0.07000	
October	\$0.06667	\$0.06667	\$0.06768	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.07000	\$0.07000	
November	\$0.06667	\$0.06667	\$0.06770	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.07000	\$0.07000	
December	\$0.06667	\$0.06667	\$0.06774	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.06833	\$0.07000	\$0.08000	
Total	\$0.20000	\$0.80000	\$0.80853	\$0.81808	\$0.81996	\$0.81996	\$0.81996	\$0.81996	\$0.81996	\$0.81996	\$0.81996	\$0.81996	\$0.81996	\$0.84000	\$0.85000	\$0.24000

### Tax Treatment of Distributions

Box on T3	Description	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023
42	Return of Capital	100.00%	100.00%	100.00%	100.00%	90.25%	83.70%	83.31%	84.43%	67.90%	66.60%	49.72%	66.84%	53.15%	76.95%	84.00%
21	Capital Gains	-	-	-	-	9.75%	1.87%	1.15%	-	6.20%	-	4.18%	9.44%	13.37%	-	0.50%
26	Other Income	-	-	-	-	-	14.43%	15.54%	15.57%	25.90%	32.55%	45.92%	21.99%	33.47%	-	15.50%
24	Foreign Income	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
25	Foreign Non Business Income	-	-	-	-	-	-	-	-	-	0.85%	0.19%	1.73%	-	24.58%	-
34	Foreign Tax	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(1.54)%

### Equity Capital Raised (\$ millions)

	2009	2010*	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021*	2022	2023	2024
January		\$0.00	\$2.01	\$4.49	\$5.21	\$6.85	\$6.84	\$0.00	\$0.00	\$0.24	\$21.39	\$50.17	\$201.11	\$51.71	\$34.56	\$33.03
February		\$1.16	\$1.33	\$6.20	\$7.29	\$7.34	\$7.70	\$0.00	\$35.37	\$29.76	\$30.25	\$63.08	\$23.59	\$36.10	\$59.99	\$36.19
March		\$0.93	\$2.27	\$9.22	\$8.49	\$21.44	\$8.49	\$0.00	\$4.92	\$24.31	\$0.65	\$1.61	\$6.73	\$43.06	\$42.37	\$38.51
April		\$0.71	\$2.53	\$0.37	\$5.54	\$7.04	\$13.99	\$18.49	\$0.66	\$8.47	\$53.96	\$18.07	\$0.01	\$46.89	\$77.70	
May		\$0.57	\$3.19	\$0.53	\$12.54	\$0.00	\$7.69	\$2.30	\$0.09	\$20.71	\$46.22	\$13.27	\$108.25	\$39.30	\$34.41	
June		\$15.90	\$3.54	\$8.79	\$8.74	\$0.00	\$6.24	\$0.19	\$39.08	\$15.27	\$31.14	\$15.20	\$47.31	\$39.78	\$37.66	
July		\$1.05	\$3.04	\$6.95	\$43.44	\$0.00	\$8.37	\$0.15	\$5.44	\$18.77	\$32.99	\$19.31	\$29.93	\$36.38	\$42.34	
August		\$0.61	\$2.99	\$7.22	\$8.48	\$0.00	\$6.54	\$0.75	\$4.32	\$10.09	\$9.38	\$28.61	\$24.74	\$33.23	\$33.38	
September		\$1.65	\$3.00	\$6.39	\$6.73	\$19.76	\$0.00	\$0.00	\$14.69	\$20.29	\$1.43	\$26.81	\$29.23	\$42.05	\$57.87	
October		\$2.38	\$4.49	\$9.39	\$8.19	\$8.10	\$6.49	\$4.50	\$9.73	\$19.81	\$3.26	\$24.56	\$37.69	\$34.06	\$28.64	
November		\$1.62	\$4.70	\$6.97	\$20.75	\$6.91	\$5.16	\$30.67	\$1.43	\$15.88	\$112.06	\$29.82	\$32.17	\$41.02	\$31.23	
December	\$2.16	\$1.95	\$6.43	\$5.41	\$4.67	\$6.70	\$0.52	\$1.14	\$1.17	\$30.55	\$76.87	\$34.10	\$57.36	\$40.80	\$33.59	
<b>Total</b>	<b>\$2.16</b>	<b>\$28.54</b>	<b>\$39.51</b>	<b>\$71.92</b>	<b>\$140.08</b>	<b>\$84.14</b>	<b>\$78.03</b>	<b>\$58.19</b>	<b>\$116.90</b>	<b>\$214.15</b>	<b>\$419.60</b>	<b>\$324.61</b>	<b>\$598.12</b>	<b>\$484.38</b>	<b>\$513.76</b>	<b>\$107.73</b>

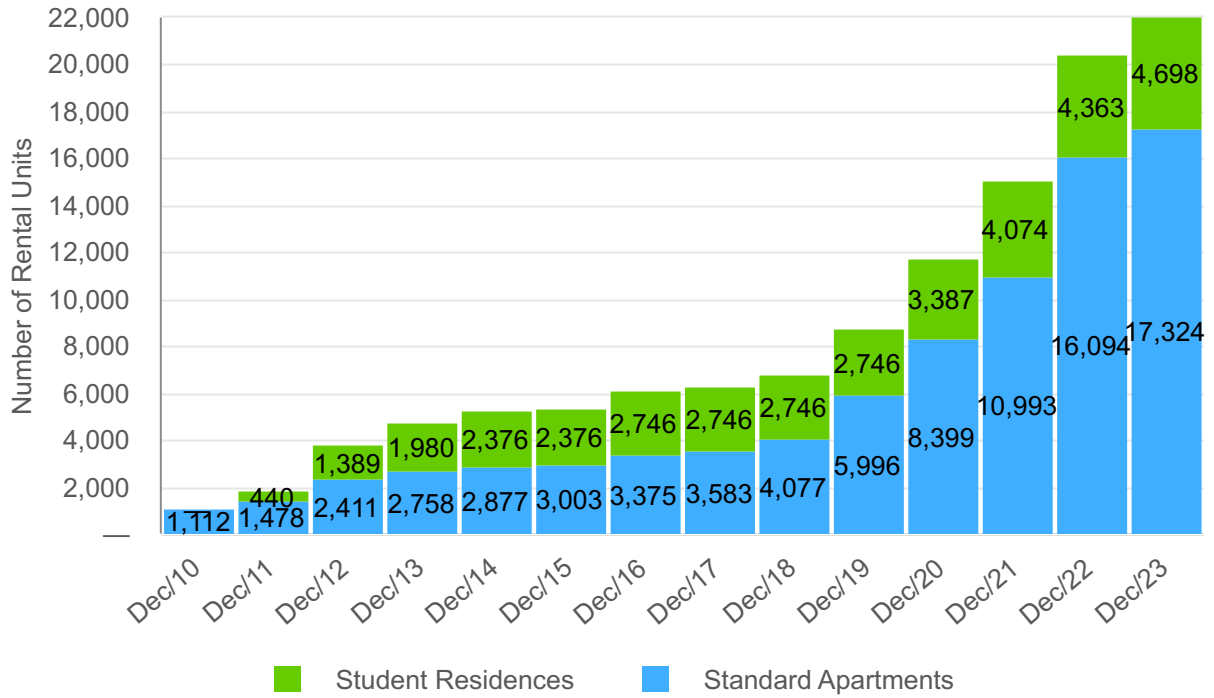
\*June 2010 includes rollover of CAP LP into the REIT

\*January 2021 includes REOT Merger into the REIT

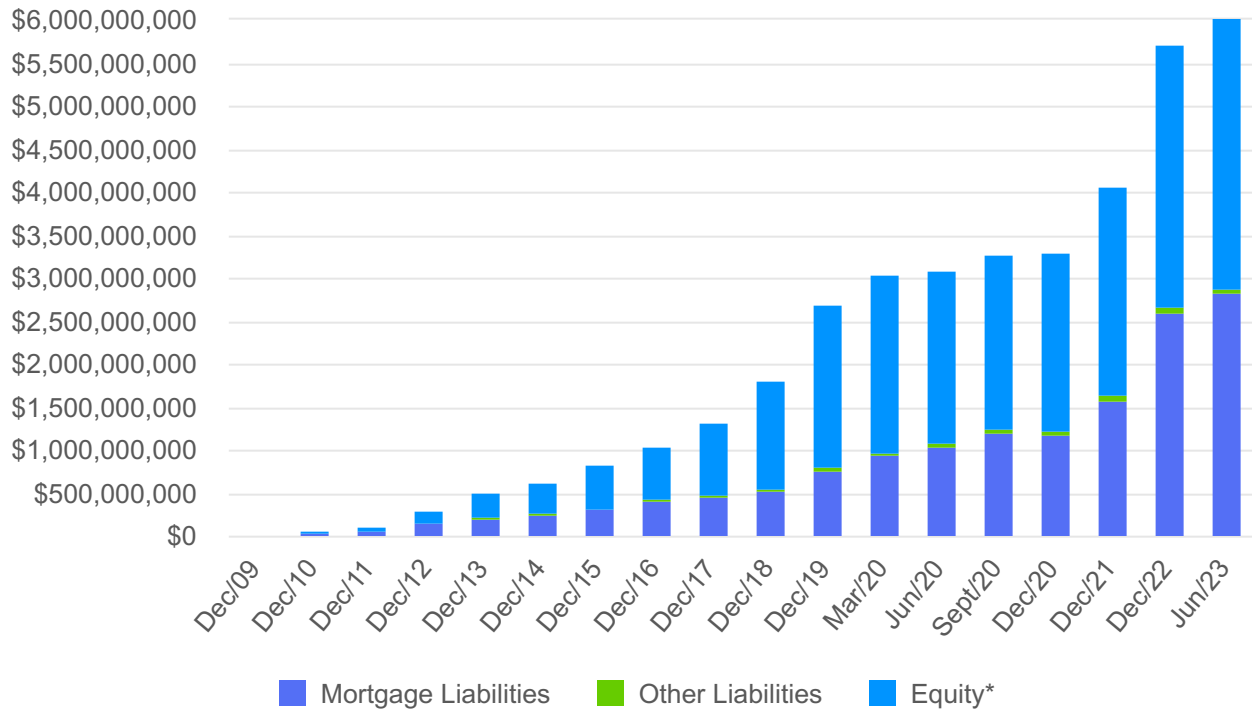
### Property Portfolio Evolution

	Dec/10	Dec/11	Dec/12	Dec/13	Dec/14	Dec/15	Dec/16	Dec/17	Dec/18	Dec/19	Dec/20	Dec/21	Dec/22	Dec/23
Standard Apartments	1,112	1,478	2,411	2,758	2,877	3,003	3,375	3,583	4,077	5,996	8,399	10,993	16,094	17,324
Student Residences		440	1,389	1,980	2,376	2,376	2,746	2,746	2,746	2,746	3,387	4,074	4,363	4,698
<b>Total</b>	<b>1,112</b>	<b>1,918</b>	<b>3,800</b>	<b>4,738</b>	<b>5,253</b>	<b>5,379</b>	<b>6,121</b>	<b>6,329</b>	<b>6,823</b>	<b>8,742</b>	<b>11,786</b>	<b>15,067</b>	<b>20,457</b>	<b>22,022</b>

### Number of Rental Units by Type



### Assets, Liabilities, and Equity



## Assets, Liabilities, and Equity (\$)

	Dec/13	Dec/14	Dec/15	Dec/16	Dec/17	Dec/18	Dec/19	Dec/20	Dec/21	Dec/22	Dec/23
<b>Assets</b>											
Investment Properties	\$447,129,371	\$528,582,993	\$666,463,327	\$768,793,900	\$896,711,567	\$1,119,210,884	\$1,802,669,000	\$2,445,550,000	\$3,110,516,000	\$5,106,772,000	\$5,795,044,000
Equity Accounted Investments, Mortgages Investments & Participating Loan Interests	\$39,019,164	\$96,382,410	\$137,231,707	\$266,947,883	\$399,878,628	\$626,922,729	\$773,231,000	\$646,244,000	\$596,287,000	\$469,298,000	\$614,686,000
Cash	\$12,453,742	\$3,980,735	\$19,602,591	\$1,053,088	\$3,963,946	\$36,306,149	\$70,555,000	\$141,529,000	\$245,611,000	\$37,334,000	\$23,579,000
Other Current Assets	\$3,732,697	\$8,526,269	\$13,591,176	\$8,183,255	\$14,851,100	\$21,182,902	\$56,200,000	\$71,734,000	\$120,892,000	\$108,043,000	\$152,513,000
<b>Total Assets</b>	<b>\$502,334,974</b>	<b>\$637,472,407</b>	<b>\$836,888,801</b>	<b>\$1,044,978,126</b>	<b>\$1,315,405,241</b>	<b>\$1,803,622,664</b>	<b>\$2,702,655,000</b>	<b>\$3,305,057,000</b>	<b>\$4,073,306,000</b>	<b>\$5,721,447,000</b>	<b>\$6,585,822,000</b>
<b>Liabilities &amp; Equity</b>											
Mortgage Liabilities	\$212,439,344	\$257,597,251	\$319,423,433	\$420,912,633	\$469,432,606	\$544,481,120	\$766,198,000	\$1,189,789,000	\$1,578,261,000	\$2,612,857,000	\$3,155,355,000
Other Liabilities	\$10,548,335	\$10,706,294	\$12,891,433	\$12,515,995	\$13,583,405	\$23,560,965	\$43,641,000	\$45,791,000	\$69,234,000	\$70,510,000	\$82,615,000
Equity	\$279,347,295	\$369,168,862	\$504,573,935	\$611,549,498	\$832,389,230	\$1,235,580,579	\$1,892,816,000	\$2,069,477,000	\$2,425,811,000	\$3,038,080,000	\$3,347,852,000
<b>Total Liabilities &amp; Equity</b>	<b>\$502,334,974</b>	<b>\$637,472,407</b>	<b>\$836,888,801</b>	<b>\$1,044,978,126</b>	<b>\$1,315,405,241</b>	<b>\$1,803,622,664</b>	<b>\$2,702,655,000</b>	<b>\$3,305,057,000</b>	<b>\$4,073,306,000</b>	<b>\$5,721,447,000</b>	<b>\$6,585,822,000</b>
<b>Debt/Equity Mix (Percent)</b>											
	Dec/13	Dec/14	Dec/15	Dec/16	Dec/17	Dec/18	Dec/19	Dec/20	Dec/21	Dec/22	Dec/23
Mortgage Liabilities	42%	40%	38%	40%	36%	30%	28%	36%	39%	46%	48%
Other Liabilities	2%	2%	2%	1%	1%	1%	2%	1%	2%	1%	1%
Equity	56%	58%	60%	59%	63%	69%	70%	63%	60%	53%	51%
<b>Total Liabilities &amp; Equity</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

## MARKETS IN WHICH CENTURION APARTMENT REIT INVESTS

Centurion Apartment REIT invests primarily in the following areas:

- (i) Multi-Unit Residential Real Estate (Apartments)
- (ii) Student Housing
- (iii) Medical Offices
- (iv) Mortgage and Equity Investments

### Asset Allocation Summary

31-Dec-23	Amount	% of Investment Portfolio
Multi-Unit Residential Real Estate	\$5,545,291,285	82.114%
Student Housing	\$714,745,715	10.584%
Medical Offices	\$134,524,319	1.992%
Mortgage, Participating Loan Investments and Equity Accounted Investments	\$358,601,205	5.310%
<b>Total</b>	<b>\$6,753,162,524</b>	<b>100.00%</b>

Centurion Apartment REIT's primary investment areas are described below.

### Multi-Unit Residential Real Estate Market

The real estate industry in Canada is divided into two segments: (i) residential – where people live, and (ii) commercial – including office, retail, and industrial properties. Centurion Apartment REIT's focus is primarily on multi-unit residential rental properties where large numbers of individuals live either in apartment buildings, townhouses, or land lease communities. The following chart depicts the size of the rental market universe ("rental universe") in Canada and further outlines the distribution of rental stock, by Province and within census metropolitan areas with populations greater than 10,000.

Province	Rental Universe	% of Total	Vacancy Rate
Newfoundland and Labrador	6,599	0.3%	2.90%
Prince Edward Island	8,637	0.4%	0.90%
Nova Scotia	65,056	2.9%	1.00%
New Brunswick	39,745	1.8%	1.90%
<b>Quebec</b>	<b>927,373</b>	<b>40.9%</b>	<b>1.70%</b>
<b>Ontario</b>	<b>724,435</b>	<b>31.9%</b>	<b>1.80%</b>
Manitoba	80,702	3.6%	2.80%
Saskatchewan	40,304	1.8%	4.10%
Alberta	171,543	7.6%	3.70%
British Columbia	203,543	9.0%	1.30%
Yukon Territories	19	0.0%	**
Northwest Territories	1,981	0.1%	3.50%
<b>Total</b>	<b>2,269,937</b>	<b>100.0%</b>	<b>1.90%</b>

Rental universe is total provincial rental universe of row/apartments (CMHC - October 2022)

While Centurion's current portfolio is concentrated primarily in Ontario and Quebec, these two provinces represent just shy of 72.8% of the total rental stock in Canada. Ontario alone represents 31.9% of the rental stock and presents vacancy rates that are lower than the national average with anticipated growth of household formation that is higher than the national average. The following chart outlines, for the period indicated therein, the annual growth rate in households in Canada, according to Statistics Canada.



Province	Households 2011	Households 2016	Households 2021	Average Annual Growth Rate
Newfoundland and Labrador	208,840	218,675	223,250	0.7%
Prince Edward Island	56,465	59,470	64,570	1.4%
Nova Scotia	390,280	401,990	428,225	0.9%
New Brunswick	314,005	319,775	337,650	0.7%
<b>Quebec</b>	<b>3,395,340</b>	<b>3,531,665</b>	<b>3,749,035</b>	<b>1.0%</b>
<b>Ontario</b>	<b>4,887,510</b>	<b>5,169,170</b>	<b>5,491,200</b>	<b>1.2%</b>
Manitoba	466,135	489,050	518,055	1.1%
Saskatchewan	409,645	432,625	449,580	0.9%
Alberta	1,390,275	1,527,675	1,633,220	1.6%
British Columbia	1,764,635	1,881,970	2,041,835	1.5%
Total Canada	13,320,615	14,072,080	14,978,940	1.2%

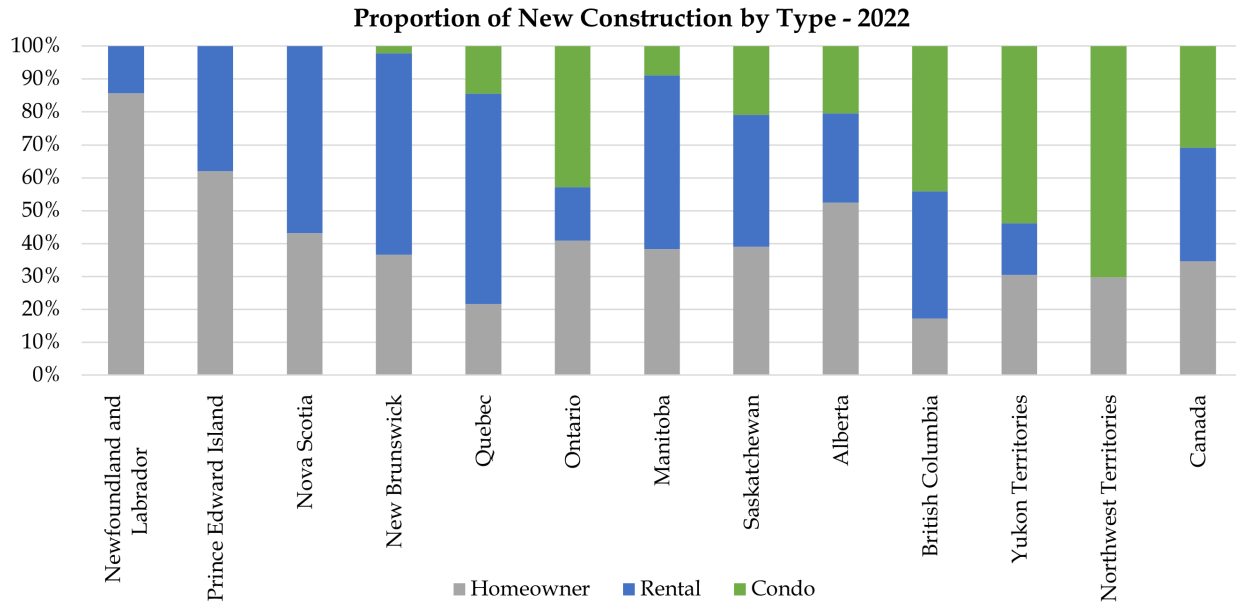
Census-based estimates of total private households (Statistics Canada - 2011, 2016, and 2021 Census)

The following chart outlines, for the period indicated therein, the percentage of household dwelling ownership in Canada, which in the inverse presents the propensity for rental households, where Ontario and Quebec have the lowest household dwelling ownership rates in the country.

Province	Household Ownership 1996	Household Ownership 2006	Household Ownership 2016
Newfoundland and Labrador	77.1%	78.7%	76.7%
Prince Edward Island	72.1%	74.1%	70.3%
Nova Scotia	70.4%	72.0%	68.7%
New Brunswick	73.8%	75.5%	74.4%
<b>Quebec</b>	<b>56.5%</b>	<b>60.1%</b>	<b>61.3%</b>
<b>Ontario</b>	<b>64.3%</b>	<b>71.0%</b>	<b>69.7%</b>
Manitoba	66.4%	68.9%	68.7%
Saskatchewan	68.8%	71.8%	72.0%
Alberta	67.8%	73.1%	72.4%
British Columbia	65.2%	69.7%	68.0%
Total Canada	63.6%	68.4%	67.8%

Ownership rates are computed as owners divided by total of all tenure types (CMHC, adapted from Statistics Canada - 1996/2006/2016)

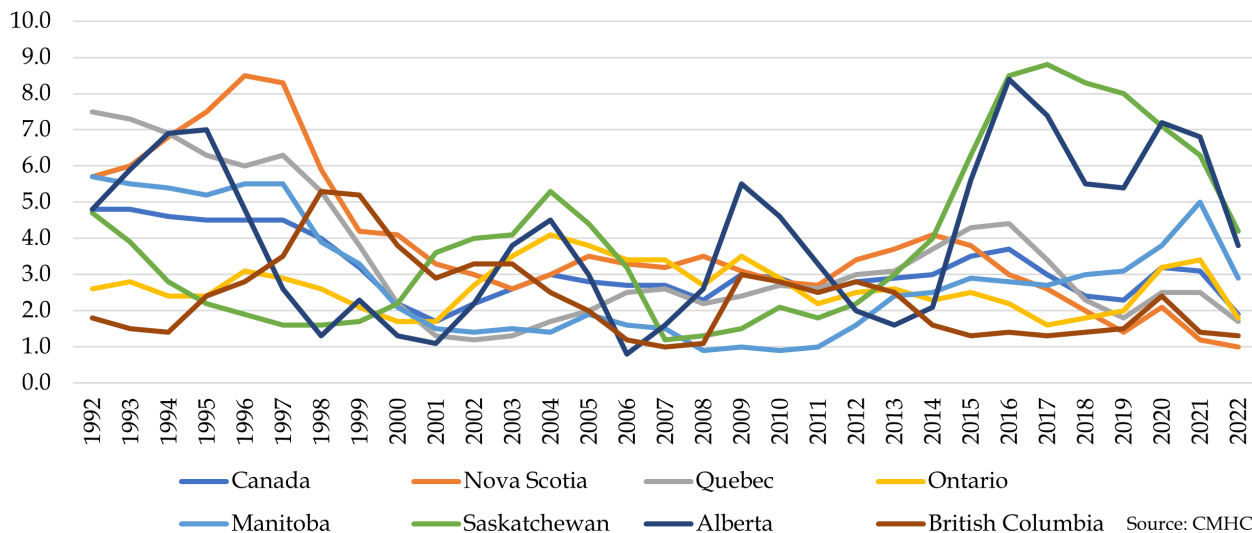
Centurion Apartment REIT generally focuses acquisition efforts in outer lying areas that have a lower cost per unit than in urban areas, where tighter markets present relative pricing barriers. Based on the growing population in the Province of Ontario, and the lack of new construction of multi-unit residential buildings in these secondary and tertiary markets (see below), tenant demand for these properties has increased over the years.



(Source: CMHC)

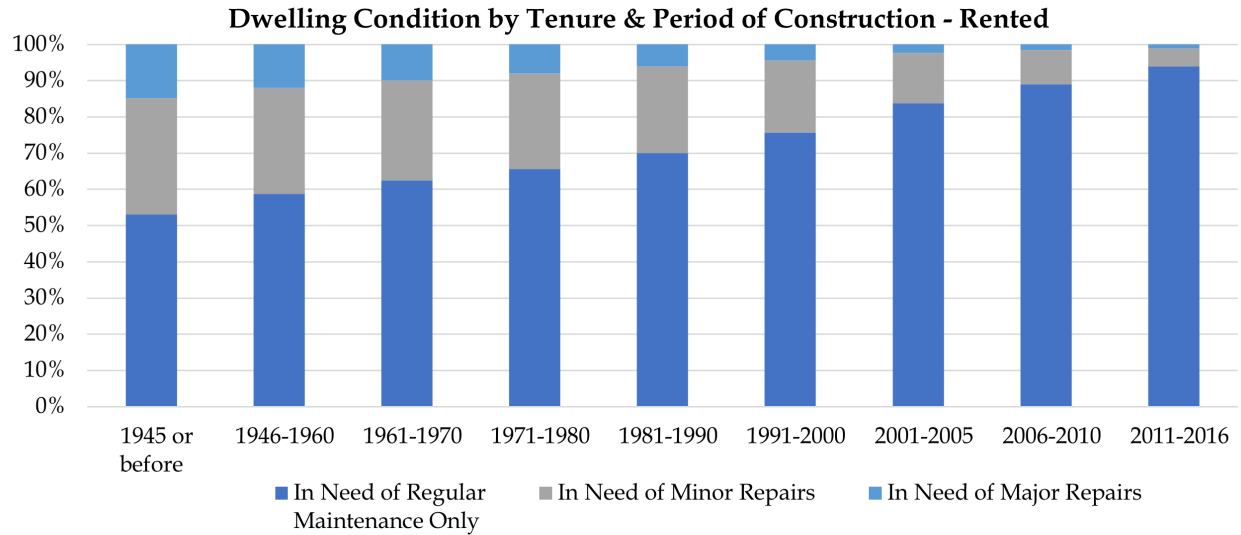
According to Canada Mortgage and Housing Corporation (“CMHC”), the vacancy rates in Canadian apartments were 1.9% in 2022, 3.1% in 2021, 3.2% in 2020, 2.0% in 2019, and 2.4% in 2018. While CMHC does not track and report statistics for all the smaller markets that Centurion Apartment REIT invests in, the Asset Manager does monitor and consider CMHC statistical data and forecasts as a benchmark tool when developing its investment objectives for Centurion Apartment REIT. Assuming the population in Ontario continues to grow and the declining relative costs of renting versus owning increases overall rental demand, the Asset Manager also expects an increase in demand for multi-unit residential rentals to accommodate new immigrants seeking long-term rental households and an aging population that is moving from both rural and over-populated/over-priced urban centers for better value. It is the experience of the Asset Manager that by purchasing or repositioning properties to be the ‘best in class’ in a community that they will attract a higher class of tenant that is respectful and will take pride living in these buildings.

### Rental Vacancy Rates 1992-2022



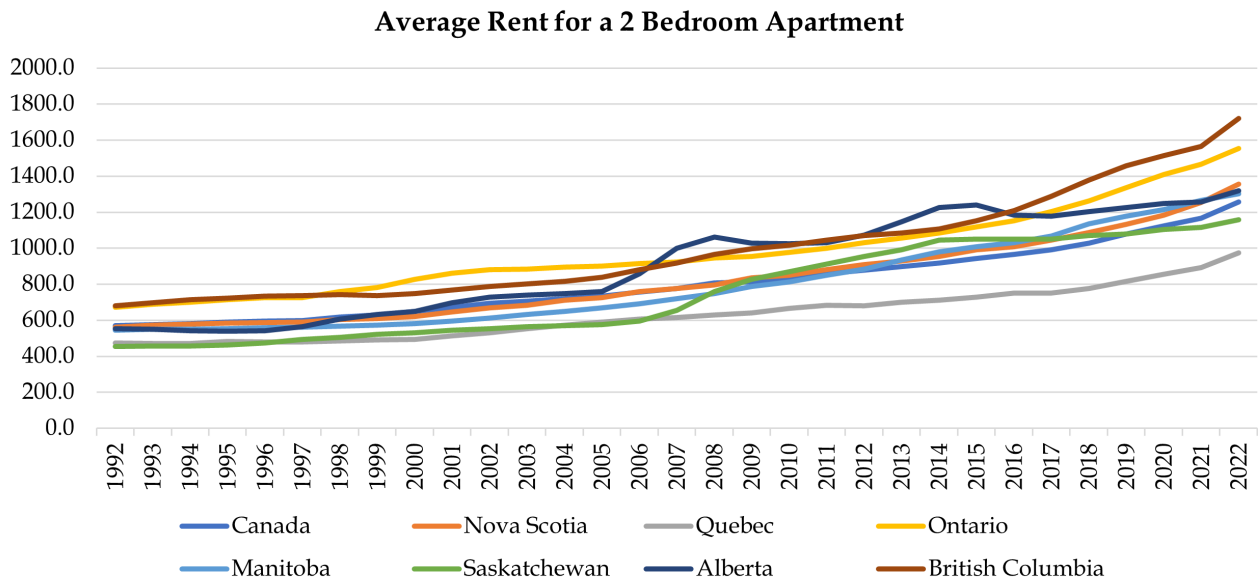
(Source: CMHC)

The Asset Manager believes that its strategies may provide REIT Unitholders with property acquisitions in a value-added approach. The Asset Manager generally focuses on communities that show consistently low vacancy levels and strong population demographics that align with the class of properties acquired by Centurion Apartment REIT. Centurion Apartment REIT targets a vacancy rate range of 3 to 5% for its portfolio. Many properties that the Asset Manager is identifying as potential acquisitions are under-managed in terms of rental revenues, operating expenses, and capital improvements. Many previous or existing private owners, being generally less sophisticated operators, tend not to have taken advantage of scale or other efficiencies in managing the properties. Moreover, many of these private owners rely upon the cash flow of the property's operations to fund necessary capital improvements and expenditures, which increase with the age of the property.

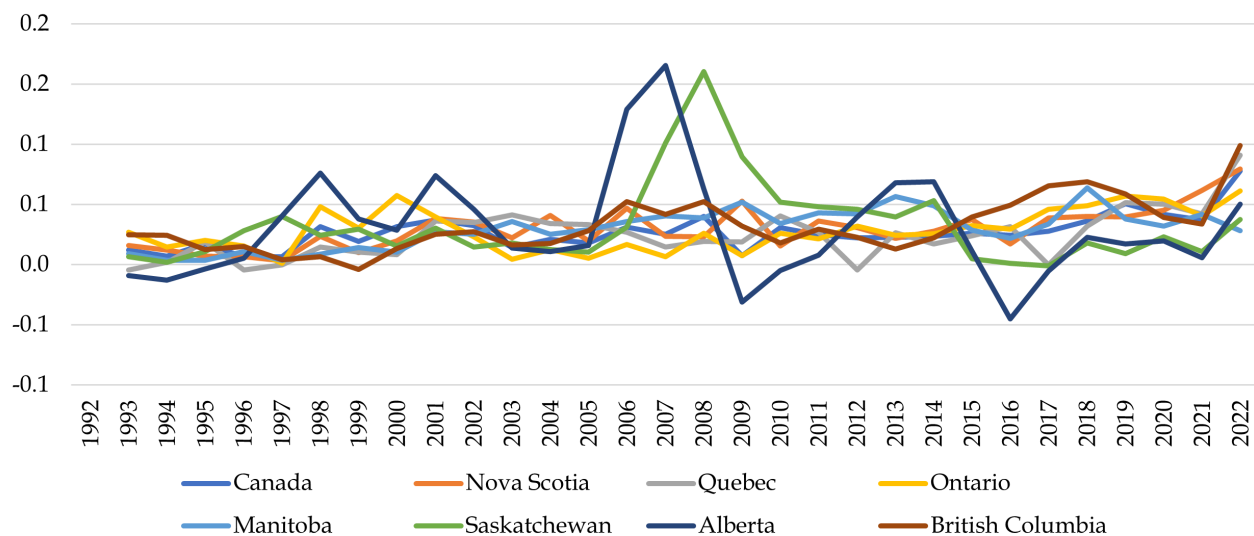


(Source: CMHC)

These capital-intensive improvements and expenditures that many private owners are unwilling or unable to fund often unlock potential incremental income which can be realized from increased rents or reduced operating expense.



**Average Annual Change in Rent for a 2 Bedroom Apartment**



(Source: CMHC)

### THE STUDENT HOUSING MARKET

Purpose-built student housing is a niche and underserved multi-residential market in Canada that the Asset Manager believes may provide potentially attractive opportunities for Centurion Apartment REIT.

In the opinion of the Asset Manager, there are many student housing markets with some or all of the following potentially positive characteristics:

- high occupancy rates due to a shortage of quality, well located properties
- higher rents per square foot, generally translating into higher yields on student properties
- low correlation to the economy; in slow economic periods, students may be more inclined to stay in school, and unemployed persons may return to school, creating further demand
- a highly fragmented industry with few dominant competitors, ripe for consolidation by a well-capitalized and focused acquisition strategy
- good inflation hedge characteristics due to frequency of lease turnover at market rates
- generally strong tenant quality due to multiple lease guarantors
- the specialized management skills in the business act as a barrier to entry
- the higher purchase price (as most are new construction) and equity requirements act as a barrier to entry
- the niche and emerging nature of the business has not yet attracted a large institutional following or participation, further acting to limit potential competition
- student demands are becoming more discerning with a willingness to pay for a premium lifestyle accommodation with security and amenities driving demand for new purpose-built products
- off-campus residents tend to be second through fourth-year students with most first-year students opting to stay on campus and remain in university residence

In the opinion of the Asset Manager, student housing also has some potentially negative characteristics such as:

- students move in and move out at the start and end of the academic year respectively. This means that if a property has some vacancy at the start of the academic year, that there is little potential to fill these units until the next term or academic year meaning that vacancies, if any will be less easy to fill than standard apartments.
- students require a higher level of oversight than standard apartments as it often is their first independent living experience. Properties require this increased oversight to reduce the risk of property damages and noise that may otherwise disturb other residents
- student properties are less well understood by financial institutions. This means fewer of them offer mortgage financing and the terms offered may not be as attractive as for regular apartments
- student apartments with higher bedroom density (e.g. 4 and 5-bedroom units) that are off campus, are generally not eligible for CMHC-insured mortgage financing.

Province	University*	College**	Total
Alberta	158,520	58,581	217,101
British Columbia	176,059	95,934	271,993
Manitoba	45,900	15,198	61,098
New Brunswick	19,670	8,376	28,046
Newfoundland & Labrador	18,910	7,266	26,176
Nova Scotia	49,940	10,095	60,035
<b>Ontario</b>	<b>590,100</b>	<b>332,925</b>	<b>923,025</b>
Prince Edward Island	5,540	3,621	9,161
<b>Québec</b>	<b>311,730</b>	<b>218,691</b>	<b>530,421</b>
Saskatchewan	39,140	13,710	52,850
<b>Total</b>	<b>1,415,509</b>	<b>764,397</b>	<b>2,179,906</b>

\*2022 Enrolment - Full time & part time included

\*<https://www.univcan.ca/universities/facts-and-stats/enrolment-by-university/>

\*\*2020-2021 Enrolment

\*\*Statistics Canada, CANSIM, table 37-10-0018-01 (formerly CANSIM 477-0019)

According to the Association of University and Colleges of Canada, for 2022 there are over 1.4 million students enrolled in 95 universities across Canada; this includes 1,116,620 full-time students. Currently, Centurion Apartment REIT serves markets where approximately 38% of these full-time students attend University across thirteen of these institutions. With increasing enrollment anticipated at most Canadian post-secondary institutions, including colleges, it is the opinion of the Asset Manager that the student housing market in Canada is under-serviced and demand will remain high for quality properties in premium locations that are within walking distance of the schools.

Enrolment by University 2022	Province	Total Full time Students
University of Waterloo*	Ontario	39,500
University of Alberta*	Alberta	40,130
Western University (excludes colleges)*	Ontario	40,600
University of Calgary*	Alberta	34,040
McGill University*	Québec	32,050
Concordia University*	Québec	28,340
Wilfrid Laurier University*	Ontario	17,800
Simon Fraser University*	British Columbia	17,130
King's University College at Western University*	Ontario	4,090
Huron University College*	Ontario	1,590
Brescia University College*	Ontario	1,140
University of Toronto	Ontario	89,400
The University of British Columbia	British Columbia	52,370
York University	Ontario	45,600
University of Ottawa	Ontario	41,400
Université de Montréal	Québec	35,200
McMaster University	Ontario	35,100
Toronto Metropolitan University	Ontario	33,300
Université Laval	Québec	31,350
Queen's University	Ontario	29,200
University of Guelph	Ontario	27,300
University of Manitoba	Manitoba	25,840
Carleton University	Ontario	23,300
Université du Québec à Montréal	Québec	21,110
University of Saskatchewan	Saskatchewan	20,300
Dalhousie University	Nova Scotia	18,960
University of Victoria	British Columbia	17,400
Université de Sherbrooke	Québec	17,060
Brock University	Ontario	17,100
Memorial University of Newfoundland	Newfoundland & Labrador	15,840
University of Windsor	Ontario	16,000
MacEwan University	Alberta	12,740
Kwantlen Polytechnic University	British Columbia	11,320
Mount Royal University	Alberta	10,620
Trent University	Ontario	10,870
University of Regina (excludes colleges)	Saskatchewan	10,220
Ontario Tech University	Ontario	10,050
Other Universities (58 Universities)	Canada	181,260
<b>Total</b>		<b>1,116,620</b>

\*Centurion presence with 16 properties and 4,699 beds

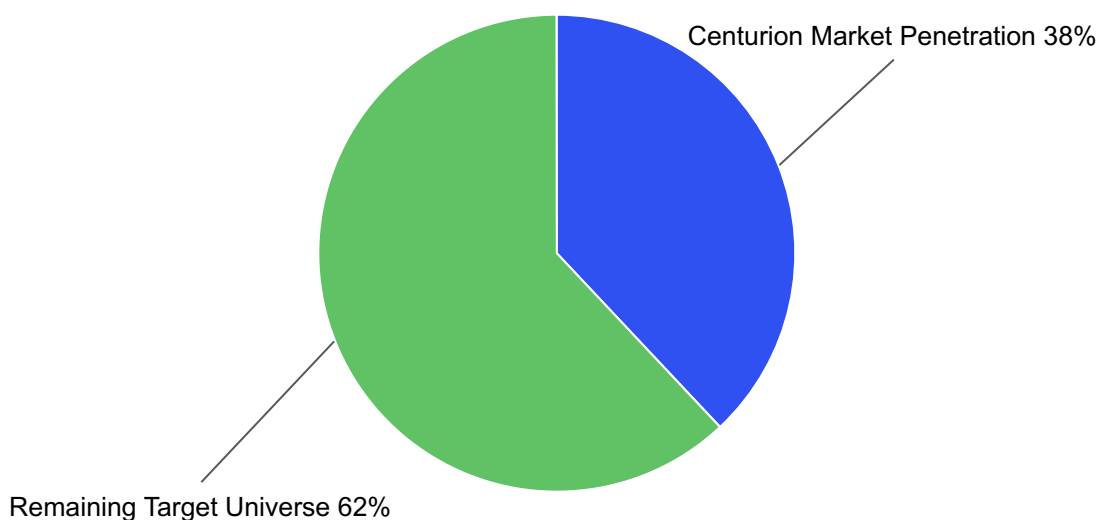
Source: Association of University & Colleges of Canada - 2022

Centurion Apartment REIT made its first purchases of dedicated student residences in December of 2011 and as of March 31, 2024 has interests (wholly owned and joint ventures) in 16 student housing properties totaling 4,698 beds. Please refer to Appendix "E" for more information on these properties. Due to the specialized nature of managing student properties, the Asset Manager is leveraging its extensive property management experience and has developed and implemented a unique student property management platform and brand which is responsible for day-to-day management and oversight.

Province	Full Time Undergraduate	Full Time Graduate	Total
Alberta	93,610	14,660	108,270
British Columbia	106,270	24,570	130,840
Manitoba	34,590	3,550	38,140
New Brunswick	15,750	1,940	17,690
Newfoundland & Labrador	12,550	3,290	15,840
Nova Scotia	36,990	5,770	42,760
<b>Ontario</b>	<b>434,880</b>	<b>75,510</b>	<b>510,390</b>
Prince Edward Island	4,650	550	5,200
<b>Québec</b>	<b>154,720</b>	<b>59,190</b>	<b>213,910</b>
Saskatchewan	29,340	4,240	33,580
<b>Total</b>	<b>923,350</b>	<b>193,270</b>	<b>1,116,620</b>

\*Association of University & Colleges of Canada - 2022

### Centurion Penetration of Target Universe Locations in Markets with Full-time University Students



The chart above illustrates that the REIT has residences serving 38% of the Canadian university full time enrollment that it is currently targeting.

Management remains optimistic about this space however we believe the number of opportunities for growth by development or acquisition may be limited. Student condominiums have become popular with retail investors. As a result, a large number of the potential student sites are being built as for sale to retail investor condominiums. It makes sense for developers to do so as retail investors will pay substantially more than the REIT will for the same property.

## Mortgage Investments

Centurion Apartment REIT, within the parameters set in the Investment Guidelines makes investments in mortgages on an opportunistic basis. The primary focus of the mortgage investment program is to (where possible) create potential future acquisition opportunities for the REIT. As the Asset Manager currently believes that there are opportunities in new construction rental apartments and student properties, the Asset Manager has been sourcing mortgage investment opportunities for the REIT where the REIT may be granted purchase options upon the completion and/or stabilization of the properties. The Asset Manager believes that providing funding to apartment developers and securing related purchase options (where possible) positions Centurion Apartment REIT to earn income during construction and to build a future acquisition pipeline. In addition to apartment and student housing development mortgages, the REIT has also made other mortgage investments consistent with the Investment Guidelines to further diversify the portfolio.

The market conditions for mortgage investments are reasonably favorable. Conventional lenders remain somewhat cautious but active and there are constraints on the availability of development funding for both multi-unit residential and student housing, which are the REIT's key markets. Developers are attracted to the REIT to assist with construction financing particularly outside of the Greater Toronto Area, given the REIT's unique market position in being able to finance the construction, provide rental market experience and being a potential end purchaser of the completed product.

Please refer to Appendix "F" - Summary Information About the Mortgage Investment Portfolio for further information.

The traditional sources of real estate mortgage financing include Schedule I and II Banks, trust companies, insurance companies and pension funds (collectively, "Institutional Lenders"). The larger Institutional Lenders in Canada are generally focused on mortgage loans that comply with the often-restrictive lending criteria established by the Canadian banks. These criteria became much more restrictive after the 2008 credit crisis, resulting in a pullback by traditional lending sources from the mortgage market in general and in particular the commercial mortgage market. Due to the focus of large financial institutions on limited types of mortgage loans and increasingly conservative loan exposure levels, quality lending opportunities exist in some segments of the mortgage market at premium interest rates secured by high quality mortgage loans. Below are the areas of focus for Centurion Apartment REIT in the mortgage market.

### *Construction loans for purpose-built rental apartments and student housing buildings*

Mortgage financing to support the construction of purpose-built rental apartments and student housing buildings is provided on a strictly limited basis by only a few large financial institutions, primarily a few of the Schedule I and Schedule II Banks and some trust companies. Despite vacancy rates upon completion and stabilization for these types of projects remaining extremely low, these lending institutions are very conservative and limited in the amount of financing they will provide. This allows Centurion Apartment REIT to potentially find abundant lending opportunities on high quality projects, typically structured as either first or second mortgages, in particular for those projects which Centurion Apartment REIT may have an interest in acquiring upon completion. The loan exposure levels provided by the Company are typically well within the price point at which Centurion Apartment REIT would be interested in acquiring the completed projects.

### *Multi-Family Residential, Investment Properties and Commercial Mortgages*

Mortgage lending in the income-producing investment property market is dominated by a few large Institutional Lenders. These institutions tend to be more conservative and focus only on the highest quality of income-producing properties owned by large real estate investors. As a result, Centurion Apartment REIT can find attractive lending opportunities providing first and second mortgage financing on other income-producing properties and owners, including attractive lending opportunities on purpose-built multi-family rental and student housing.

### *Developer and Builder Pre-Construction Loans*

Builders and developers require loans to acquire land to build low-rise and high-rise developments. The Institutional Lenders lend on a very limited basis on land, presenting potentially attractive lending opportunities to Centurion Apartment REIT.



### *Mezzanine and Subordinated Debt Financing*

Mezzanine or subordinated debt financing for residential and commercial development projects is highly fragmented. Institutional Lenders typically do not provide this type of specialized financing for developers, and the capital providers are typically small private entities with limited access to capital. Given the lack of participation from the larger financial institutions, there is less competition in this market segment, which provides Centurion Apartment REIT with opportunities to underwrite well-structured, secure mortgage loans with attractive pricing.

### **Warehouse Agreement**

Centurion Apartment REIT has entered into a Warehouse Agreement with Centurion Financial Trust (“CFIT”), pursuant to which Centurion Apartment REIT has agreed to fund (purchase) and warehouse certain mortgage investments originated by (or on behalf of) CFIT (the “Warehoused Mortgages”) and growth-oriented real estate investments, ancillary real estate and other investments (the “Warehoused Other Investments”). The Warehouse Agreement (i) provides CFIT with a non-committed funding facility to fund (A) mortgage investments originated and placed directly or indirectly by the Mortgage Manager on behalf of CFIT and (B) growth-oriented real estate investments (including real estate development), ancillary real estate and other investments identified by the Asset Manager on behalf of CFIT and (ii) grants CFIT an option to repurchase Warehoused Mortgages and Warehoused Other Investments funded (purchased) under the Warehouse Agreement at any time. The Warehouse Agreement also provides Centurion Apartment REIT with an option to sell any Warehoused Mortgages and/or Warehoused Other Investments to CFIT (i) on 180 days’ prior notice for any Warehoused Mortgages and/or Warehoused Other Investments that remain in good standing, or (ii) immediately (within three (3) Business Days) for any Warehoused Mortgages and/or Warehoused Other Investments that have been noted in default or that have otherwise experienced a negative credit or other event, as set out in the Warehouse Agreement.

For such time as Centurion Apartment REIT is the beneficial owner of the Warehoused Mortgages and Warehoused Other Investments it is entitled to all related economic benefits. Until such time as the CFIT has acquired such Warehoused Mortgages and Warehoused Other Investments from the REIT, CFIT has no rights to such Warehoused Mortgages or Warehoused Other Investments, but is fully-exposed to the related downside risks by virtue of Centurion Apartment REIT’s unrestricted option to immediately sell any Warehoused Mortgages and/or Warehoused Other Investments that have been noted in default or that have otherwise experienced a negative credit or other event, as set out in the Warehouse Agreement.

In the event that CFIT purchases a Warehoused Mortgage from Centurion Apartment REIT, the purchase price for such Warehoused Mortgage will be: a) the outstanding principal balance owing to Centurion Apartment REIT in respect of each Warehoused Mortgage plus all interest attributable to such interest accrued and unpaid on such Warehoused Mortgage less (b) CFIT’s pro-rata share of the upfront, ongoing and deferred lender fees payable in respect of such Warehoused Mortgage, if any, to Centurion Apartment REIT as the beneficial owner of the Warehoused Mortgage. Where the purchased Warehoused Mortgage provides for the opportunity to share in the profits of the property underlying the Warehoused Mortgage, all such participating rights and profit sharing shall attribute exclusively to CFIT and shall not be included in the purchase price. In the event that CFIT purchases a Warehoused Other Investment from Centurion Apartment REIT, the purchase price for such Warehoused Other Investment will be determined on the basis, or using the formula, set out in the applicable commitment letter pursuant to which Centurion Apartment REIT agreed to advance funds in respect of such Warehoused Other Investment, or such other price as CFIT and Centurion Apartment REIT may agree.

The Warehouse Agreement requires that, unless otherwise agreed by CFIT and Centurion Apartment REIT, the Warehoused Mortgages and Warehoused Other Investments funded or purchased by Centurion Apartment REIT be purchased by CFIT on a “first in, first out” basis. The “first in, first out” requirement applies collectively to Warehoused Mortgages and Warehoused Other Investments.

It is expected that CFIT will make use of the facility under the Warehouse Agreement to fund mortgage and other investments in order to (i) permit the continuous deployment of capital and (ii) avoid a reduction of returns associated with delays in the deployment of equity capital that needs to be raised to fund mortgage investments. Centurion Apartment REIT is not required to fund (purchase) any mortgage investments pursuant to the Warehouse Agreement and has made no commitments to do so. Any funding decision of Centurion Apartment REIT is made independent of CFIT by the independent trustees of Centurion Apartment REIT, provided that the independent trustees of Centurion Apartment REIT may set parameters pursuant to which such funding decisions are delegated to the Asset Manager (or any successor asset manager of Centurion Apartment REIT).

As consideration for Centurion Apartment REIT providing the warehouse facility and entering into the Warehouse Agreement, during the term of the Warehouse Agreement, CFIT has granted Centurion Apartment REIT the exclusive first right to purchase from CFIT and exercise any Property Purchase Option granted to CFIT in connection with the acquisition of any Mortgage Assets and/or other investments. During the Term, such right shall apply to all Mortgage Assets and/or other investments for which CFIT is the beneficial owner regardless of whether or not such Mortgage Assets and/or other investments are warehoused with Centurion Apartment REIT in accordance with the Warehouse Agreement. The purchase price paid by Centurion Apartment REIT for any Property Purchase Option shall be the fair market value of such Property Purchase Option determined at the time Centurion Apartment REIT exercises its right to purchase the Property Purchase Option, acting reasonably and in good faith. Any disputes with respect to the determination of the fair market value of the Property Purchase Option are to be resolved through negotiation between Centurion Apartment REIT and CFIT, failing which either party may request that an independent firm of licensed real estate appraisers resolve the dispute.

As further consideration for Centurion Apartment REIT providing the warehouse facility and entering into the Warehouse Agreement, during the term thereof, CFIT has agreed to provide Centurion Apartment REIT the exclusive first right to exercise any Property Offer Option granted to CFIT, provided such Property Offer Option is transferable to the Centurion Apartment REIT. During the term, such right shall apply to all Mortgage Assets for which CFIT is the holder regardless of whether such Mortgage Assets are warehoused with Centurion Apartment REIT in accordance with the Warehouse Agreement. Centurion Apartment REIT and CFIT have acknowledged in the Warehouse Agreement that the fair market value of each Property Offer Option is expected to be nominal and that unless Centurion Apartment REIT and CFIT, each acting reasonably and in good faith, determine otherwise, the purchase price for each Property Offer Option shall be \$0.

#### **Other Asset Classes and Markets**

Centurion Apartment REIT may invest in commercial properties where attractive opportunities are presented, provided that after giving effect to such proposed investment, the aggregate value of all investments in multi-unit residential properties remains the primary focus. This offers Centurion Apartment REIT the ability to diversify the income generated by the portfolio, but, in addition, allows Centurion Apartment REIT the opportunity to acquire properties that are neither exclusively residential nor commercial, but may be complimentary to an existing location or the existing portfolio in improving the overall value proposition. Often these properties are overlooked because of their mixed use, but because of that they are often available at attractive prices.

## MANAGEMENT OF CENTURION APARTMENT REIT

### General

The investment policies and operations of Centurion Apartment REIT are subject to the control and direction of the Trustees, a majority of whom have had at least ten (10) years of substantial experience in the real estate industry and a majority of whom are Independent Trustees. The Asset Manager manages the day-to-day operations of Centurion Apartment REIT, and supervises the management of the Properties by property management employees of Centurion Apartment REIT and third-party property managers where it believes it is in its best interest to retain such property managers on certain properties. See "Management of the Properties".

### Trustees

The Declaration of Trust provides that the assets and operations of Centurion Apartment REIT will be subject to the control and authority of a minimum of five (5) and maximum of eleven (11) Trustees. The number of Trustees may only be changed by the Unitholders or, if authorized by the Unitholders, by the Trustees, provided that the Trustees may not, between meetings of the Unitholders, appoint an additional Trustee if, after such appointment, the total number of Trustees would be greater than one and one-third times the number of Trustees in office immediately following the last annual meeting of Unitholders. The Asset Manager is, during the term of the Asset Management Agreement, entitled to appoint two (2) trustees (the "Centurion Appointees") on a board of five (5) or six (6), three (3) trustees on a board of seven (7) or eight (8), four (4) trustees on a board of nine (9) or ten (10) and five (5) trustees on a board of eleven (11), provided that, if there is a change in control of the Asset Manager, the Asset Manager will be limited to two Centurion Appointees in all cases. A vacancy occurring among the Trustees (other than a vacancy resulting from the resignation or removal of the Centurion Appointees) may be filled by resolution of the remaining Trustees as long as they constitute a quorum, or by the Unitholders at a meeting of the Unitholders. A vacancy occurring among the Trustees resulting from the resignation or removal of the Centurion Appointees may be filled by an appointment by the Asset Manager. There are currently seven (7) Trustees, four (4) of whom are Independent Trustees.

The Declaration of Trust provides for the appointment by the Trustees of an audit committee (the Audit Committee). The Declaration of Trust contains additional provisions for the following with respect to Trustees:

- a majority of the Trustees must be Independent Trustees; and
- a Trustee, other than a Centurion Appointee, may be removed at any time with or without cause by a majority of the votes cast at a meeting of Unitholders or by written consent of Unitholders holding not less than a majority of the outstanding Units entitled to vote or with cause by a resolution passed by an affirmative vote of not less than two-thirds of the other Trustees.

Pursuant to the Declaration of Trust, each Trustee is required to exercise the powers and duties of his or her office honestly, in good faith with a view to the best interests of Centurion Apartment REIT and the Unitholders and, in connection therewith, to exercise that degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### Conflict of Interest Restrictions and Provisions

The Declaration of Trust contains "conflict of interest" provisions that serve to protect Unitholders without creating undue limitation on Centurion Apartment REIT. Given that the Trustees and senior officers of Centurion Apartment REIT are engaged in a wide range of real estate and other activities, the Declaration of Trust contains provisions that require if a Trustee or an officer of the Trust is a party to a Material Contract or transaction or proposed material contract or transaction with the Trust or its subsidiaries, or is a director or officer or employee of, or otherwise has a material interest in, any person who is a party to a Material Contract or transaction or proposed material contract or transaction with the Trust or its subsidiaries, such Trustee or officer of the Trust, as the case may be, shall disclose in writing to the Trustees or request to have entered in the minutes of meetings of Trustees or a committee of the Trustees, as the case may be, the nature and extent of such interest. See "Risk Factors - Allocation of Investment Opportunities" and "Potential Conflicts of Interest" for further information on the nature of the potential conflicts of interest between Centurion Apartment REIT and CFIT.

### Independent Trustee Matters

Notwithstanding anything to the contrary, in addition to requiring the approval of a majority of the Trustees, the approval of not less than a majority of the Independent Trustees holding office at such time who have no interest in the matter (given by vote at a meeting of Trustees or by written consent) shall be required with respect to any decision regarding Independent Trustee Matters.

### Trustees, Officers, and Advisors

The name and municipality of residence, office held with Centurion Apartment REIT and principal occupation of each Trustee, senior officer, and advisor of Centurion Apartment REIT are as follows:

List of Trustees, Officers, and Advisors Name and Municipality of Residence	Office	Principal Occupation	
Gregory Gunter Romundt (3)(4)(5)(6)	Grand Cayman, Cayman Islands	President, Trustee	Executive
Robert Kennedy Orr (3)	Toronto	EVP, CFO, Trustee	Executive
Stephen Douglas Stewart(3)	Toronto	EVP, Mortgage Investments and Joint Ventures, Trustee	Executive
Lucian Ionescu	Oakville	COO, Property Operations	Executive
Gordon Ross Amos (1)(2)(4)(5)(7)	Mississauga	Trustee (Chairman)	Director
Andrew Alexander Jones(1)(2)(5)(7)	Toronto	Trustee	Executive
Ansil Kenneth Miller (1)(2)(6)	Oakville	Trustee	Executive
Michael Douglas Lovett (6)	Mississauga	Advisor	Executive
Peter Reginald Smith (1)(4)(5)(6)	Mississauga	Trustee	Executive

- (1) Independent Trustee
- (2) Audit Committee Member
- (3) Centurion Appointee
- (4) Member of the Governance and Compensation Committee
- (5) Member of the Acquisition Committee
- (6) Member of the Credit Committee
- (7) Member of the Special Committee

The nature and extent of real estate experience of the Trustees, advisors, and senior officers of Centurion Apartment REIT and their principal occupations during the last five years are as follows:

### **Gregory Gunter Romundt**

Mr. Gregory G. Romundt is the founder and President of the Asset Manager, the Property Manager, the Mortgage Manager, the Mortgage Servicer, Centurion Apartment REIT and Centurion Financial Trust. He has been engaged in investment in residential real estate since 1997 and investments and financial markets since 1991. He has real estate investment experience in Singapore, Britain, Australia, China, and Canada. From 1991 to 1997, he worked for Citibank in Toronto, New York, and Singapore as a financial derivatives trader in interest rate derivatives, major and emerging currencies, and exotic derivatives. From 1997 to 2001, he worked for AIG International Group in Hong Kong, Britain, and Singapore as head of emerging market derivatives and then as Senior Vice President and Partner (Emerging Markets). He was the group risk manager, overseeing all of the firm's positions in emerging markets. He graduated from the Richard Ivey School of Business at the University of Western Ontario with an HBA in 1991. Mr. Romundt was nominated for and was a finalist in the Ernst & Young 2014 Entrepreneur of the Year award. He was named CEO of the Year in 2015 by Canadian Apartment Magazine. He has previously served on the board of NEMA (National Exempt Market Association) and is a member of PCMA (Private Capital Markets Association).

### **Robert Kennedy Orr**

Mr. Robert Orr has over 25 years of experience within the financial services sector. Mr. Orr has held senior finance positions in a number of companies ranging from a private investment firm, a large multi-national financial institution, and a global accounting firm. Prior to joining Centurion, he was the Chief Financial Officer and Chief Compliance Officer of Sevenoaks Capital Inc., an alternative investment manager, regulated by the Ontario Securities Commission, catering to high-net-worth individuals both in Canada and internationally. Previously, Mr. Orr was the Chief Financial Officer of UBS Bank (Canada), the wealth management division of the Swiss-based bank. Mr. Orr has also held positions at KPMG as a Senior Manager in their Risk and Advisory Practice with a focus on financial services and CIBC World Markets as an Executive Director, Finance. Mr. Orr is a Chartered Accountant registered with the Institute of Chartered Accountants of Ontario and holds a Bachelor of Commerce from the University of British Columbia.

### **Stephen Douglas Stewart**

Mr. Stewart has over 35 years of experience in various roles in the financial services and investment industries. Prior to joining Centurion in 2013, Mr. Stewart spent 5 years as the Chief Financial Officer of ING Bank of Canada (ING Direct), where he oversaw all aspects of finance, accounting and risk management as well as chairing the bank's credit committee, several management committees and serving as a director of two regulated mutual fund subsidiaries. Prior to his appointment as CFO, he served as Chief Lending Officer where he oversaw the company's commercial and retail lending departments and a mortgage book of over \$20 billion. Before joining ING, Mr. Stewart was with Hudson Advisors, a private equity firm specializing in real estate debt investments and structured finance, and previously held a variety of progressive lending roles including real estate and construction financing roles with National Bank and North American Trust. He began his career with Pricewaterhouse Coopers. Mr. Stewart is a Chartered Accountant with a double major in management and economics from the University of Guelph. Mr. Stewart is also a Trustee of Centurion Financial Trust.

### **Lucian Ionescu**

Mr. Ionescu has over 15 years of experience in progressive roles in the Real Estate Management industry. Mr. Ionescu has held various senior management positions in a high profile corporate environment, previously working for TransGlobe Property Management Services, Westwood Management, MetCap Living and Minto Properties. Most recently, Mr. Ionescu was the Regional Manager and Asset Manager of Minto Properties where he oversaw the execution of business development strategies, client relations, marketing and leasing, revenue management and pricing strategy, budgeting/forecasting and capital project management for a multi-family portfolio of 4,000 apartments. Over the years, Lucian has acquired expertise in a variety of sectors, including Furnished Suites, Condominium Rentals, Commercial Real Estate Management and Student Housing. Mr. Ionescu holds a Property Management Certification and a double major in Mathematics and Information Technology from the University of Sibiu, Romania.

### **Gordon Ross Amos, MBA, ICD.D**

Since 2000, Mr. Ross Amos has been President of Everest Canadian Properties Company, a subsidiary of a California based real estate investment bank. He has served as an independent Director/Trustee of two publicly traded companies. In these roles he has chaired audit, compensation, nominating, and governance committees. He has also served as a Director on a number of privately-owned companies. Mr. Amos received an honors degree in Business Administration from the Ivey School of Business at the University of Western Ontario, a Master of Business Administration from York University and is one of the first recipients of the ICD.D designation from the Rotman School of Business and the Institute of Corporate Directors- Corporate Governance College.

### **Andrew Alexander Jones**

Mr. Jones is a founding partner of Portage Capital Corporation, a boutique investment firm focused on investing capital in commercial real estate and mortgages across Canada. Prior to starting Portage, Mr. Jones was a Partner and Senior Managing Director at Timbercreek Asset Management, an asset management firm focused on commercial real estate and related products. At Timbercreek Mr. Jones was a member of both the credit committee and investment committee, and served as Chief Executive Officer and a member of the Board of Directors for Timbercreek Financial (TF:TSX), a publicly traded company with gross assets in excess of \$1.4 billion. Mr. Jones is a graduate of the Vancouver School of Economics at the University of British Columbia. He has been registered as a mortgage broker for over 20 years and has worked in the commercial real estate industry for over 30 years.

### **Ansil Kenneth Miller**

Mr. Miller is the CEO of Raven Consulting. He brings a wealth of experience to the Board of Trustees after spending 33 years in the banking industry. Mr. Miller's experience includes 15 years as the General Manager in the Special Loans division at CIBC where his focus was on difficult to recover loans in excess of \$5M. Assuming the responsibility in 1993, he managed the Real Estate portfolio within the special loans division with financing in the single family, industrial, condos, and commercial markets in Canada, USA and Europe. After leaving CIBC Mr. Miller joined Longroad Asset Management, LLC, a private equity firm in New York City and then First Caribbean Bank. His experiences also include guiding operational and financial restructuring plans, the negotiation of the sale of debt, chairing lender syndicate steering committees and acting as a representative for lending files on numerous credit and steering committees. He has 25 years of experience in financial analysis with 10 years of experience lending to the Ontario Construction industry. Mr. Miller received numerous awards during his tenure at CIBC and was an honoured guest speaker at several insolvency symposiums with his subject focus being on real estate construction, financing analysis and recovery techniques. He received his Bachelor of Arts from York University and received his Fellowship of the Institute of Canadian Bankers from the University of Toronto.

### **Michael Douglas Lovett**

Mr. Lovett has over 35 years of Corporate Real Estate experience in Canada and the United States. He has held executive positions in Business Development, Lending, and Risk Management, holding executive positions with a number of Canadian and international banks and trust companies including CIBC, Citibank, and National Trust. Mr. Lovett was the founder of Montrose Mortgage Corporation (Toronto), a privately owned commercial real estate brokerage firm. He was also the President of Commercial Mortgage Capital Corporation, an Avison Young Corporation. Mr. Lovett was a Managing Director and was one of the co-founders of C.A. Bancorp Realty Finance, a TSX-listed real estate debt mutual fund corporation and was directly involved in raising equity and establishing the company's policies, risk management profile, and credit decisions.

### **Peter Reginald Smith**

Mr. Smith has over 30 years of experience in the housing and real estate industries, and since 1989 he has been President and Co-owner of Andrin Limited a.k.a. Andrin Homes), a large developer / builder of housing in Canada. He has held many respected positions in organizations like the Regional Municipality of Peel (Senior Planner, Director of Housing), Peel Non-Profit Housing Corporation (Commissioner of Housing and General Manager) and Teaching Master and Coordinator of Community Studies at Humber College of Applied Arts and Technology in Toronto. Mr. Smith has served in various capacities on many boards and committees: TARION (Ontario New Home Warranty Corporation), Canadian Housing and Renewal Association, Peel Regional Housing Authority, and the Ontario Home Builders' Association to name just a few. More notably, Mr. Smith was appointed Chairman of the Board of Directors, for the Canada Mortgage and Housing Corporation (CMHC) September 6, 1995 and re-appointed September 6, 2002 until September 6, 2003. As Chairman of the Board of CMHC he led the Corporation's commitment to good Corporate Governance. He has spoken at, and chaired, a number of conferences and events including Canadian Centre for Management Development, the Conference Board of Canada and the

Federal Treasury Board to name a few. Mr. Smith is a member of the Greater Toronto Home Builders' Association (BILD) and the Canadian Home Builders' Association. He has been honoured many times receiving awards and recognition, including the prestigious Order of Canada in November 2000. He earned his Master's Degree in Political Science (Public Policy) from the State University of New York, and an Honours B.A. History and Political Science, Dean's Honour List, McMaster University.

#### **Audit Committee**

The Declaration of Trust requires the creation of an Audit Committee, consisting of at least three (3) Trustees, the majority of who shall be Independent Trustees.

The Audit Committee will assist the Trustees in fulfilling their responsibilities of oversight and supervision of the Trust's accounting and financial reporting practices and procedures, the adequacy of internal accounting controls and procedures, and the quality and integrity of its financial statements. In addition, the Audit Committee will be responsible for directing the auditors' examination of specific areas, for the selection of the Trust's independent auditors and for the approval of all non-audit services for which the auditors may be engaged. All members of the Audit Committee will be financially literate within the meaning of applicable securities laws.

The Audit Committee will be responsible for monitoring compliance with a Code of Conduct and Ethical Behaviour to be adopted by the Trustees and for establishing a procedure for the anonymous and confidential receipt and treatment of concerns or complaints received regarding accounting and related financial reporting matters (a "whistle blowing" procedure).

The Auditors are entitled to receive notice of every meeting of the Audit Committee and, at the expense of the Trust, to attend and be heard thereat and, if so, requested by a member of the Audit Committee, shall attend any meeting of the Audit Committee held during the term of office of the Auditors. Questions arising at any meeting of the Audit Committee shall be decided by a majority of the votes cast. Decisions may be taken by written consent signed by all the Independent Trustees who are members of the Audit Committee. The Auditors or a member of the Audit Committee may call a meeting of the Audit Committee on not less than 48 hours' notice.

#### **Additional Committees**

The Declaration of Trust provides that the Trustees may create such Additional Committees as they, in their discretion, determine to be necessary or desirable for the purposes of properly governing the affairs of the Trust, provided that the Trustees may not delegate to any committee any powers or authority in respect of which a board of directors of a corporation governed by the Canada Business Corporations Act may not so delegate.

#### **Remuneration of Trustees, Advisors, and Officers**

A person who is employed by and receives salary from Centurion Apartment REIT, the Asset Manager or its affiliated companies will not receive any remuneration from Centurion Apartment REIT for serving as a Trustee. The Independent Trustees of the REIT are paid Trustee fees of a minimum of \$70,000 each per annum split equally between a cash component and a deferred unit component.

#### **The Asset Manager**

The Asset Manager is a corporation governed by the laws of the Province of Ontario and is engaged for the purpose of managing the day-to-day operations of Centurion Apartment REIT and its subsidiaries, including sourcing and conducting due diligence on acquisitions and dispositions of investments for the REIT, and providing advice and guidance to the REIT. The Asset Manager is registered as an exempt market dealer, investment fund manager, and a restricted portfolio manager in certain jurisdictions in Canada. Gregory Romundt, the director and senior officer of the Asset Manager, has been involved in a broad range of real estate and/or investment management activities over the past twenty years. The name and municipality of residence, office held with the Asset Manager and principal occupation of the director and senior officer of the Asset Manager is as follows:

#### **Name and Municipality of Residence and Principal Occupation**

Gregory G. Romundt, Grand Cayman, Cayman Islands, President

## Asset Management Agreement

The Asset Manager manages the day-to-day operations of Centurion Apartment REIT and its subsidiaries pursuant to the Asset Management Agreement, which was amended and restated as of September 1, 2023 in connection with the transfer to the Asset Manager of the asset management personnel previously employed by CAMI GP, an entity that was co-owned by Centurion Apartment REIT and CFIT. Following this transfer, Centurion Apartment REIT does not have an internal management team and the Asset Manager is required under the Asset Management Agreement to provide the services of a senior management team to Centurion Apartment REIT.

The initial term under the amended and restated Asset Management Agreement commenced on September 1, 2023 and will expire on September 1, 2028, subject to extension up to December 31, 2029 in certain circumstances. The Asset Management Agreement will automatically renew for further one year terms unless terminated by Centurion Apartment REIT or the Asset Manager in accordance with the terms of the Asset Management Agreement. The Asset Management Agreement may be terminated prior to the end of the term in a number of circumstances, including (i) at any time after the initial term, by the Asset Manager upon 180 days' notice to Centurion Apartment REIT; (ii) at any time, by Centurion Apartment REIT on 180 days' notice to the Asset Manager as a result of a material breach by or event of insolvency with respect to the Asset Manager; (iii) at any time after the initial term, by Centurion Apartment REIT as a result of the poor performance by the Asset Manager, subject to notice and cure periods as well as two-thirds majority votes of both the Independent Trustees and Unitholders (excluding any Units held by the Asset Manager and its affiliates) as set out in the Asset Management Agreement; and (iv) at any time after September 1, 2030, by Centurion Apartment REIT in order to effect a strategic transaction involving Centurion Apartment REIT, which includes a right to acquire the Asset Manager's rights under the Asset Management Agreement in order to internalize management within Centurion Apartment REIT, subject to a two thirds majority vote of the Unitholders (excluding Units held by the Asset Manager and its affiliates) as well as a make-whole payment equal to the sum of the gross management fees and Carry Allocations paid or allocated to the Asset Manager and the Special Limited Partner during the preceding 36 months.

### Asset Manager's Fees and Carry Allocations

In consideration for the services provided by the Asset Manager to Centurion Apartment REIT and pursuant to the Asset Management Agreement, the Asset Manager is entitled to a 1.00% per annum asset management fee (plus HST) on Net Asset Value payable monthly based on the number of Investor Units outstanding at the beginning of the month and before giving effect to any accruals for such asset management fee or the Carry Allocation (as defined below) or any distributions in respect of such month. If and to the extent that the Asset Manager or any person affiliated with the Asset Manager renders services to Centurion Apartment REIT in addition to those specifically required to be rendered under the Asset Management Agreement, such services will be compensated separately as agreed to by the Independent Trustees on the basis of fees which are at least as favorable to Centurion Apartment REIT as those then generally charged for comparable services and activities.

Additionally, pursuant to the CAP I LP Limited Partnership Agreement, the Special Limited Partner, an affiliate of the Asset Manager, has subscribed for a special limited partnership interest that entitles it to receive annual distributions out of the profits of CAP I LP equal to 15% on Total Returns once the hurdle internal rate of return of 7.25% per annum has been achieved on the Investor Units (the "**Carry Allocation**"). The Carry Allocation accrues monthly and is subject to a monthly full recovery look back and a high water mark. Pursuant to the CAP I LP Limited Partnership Agreement, CAP I LP is entitled to redeem the special limited partnership interest for an amount equal to the subscription price paid by the Special Limited Partner on the occurrence of certain triggering events, including a termination of the Asset Management Agreement. If the special limited partnership interest is redeemed due to the termination of the Asset Management Agreement, the Special Limited Partner will continue to be entitled to receive a distribution of its Carry Allocation for the year in which the termination occurs (with the Carry Allocation to be determined as if the relevant year in which the termination occurs ended on the termination date).

Pursuant to the Asset Management Agreement, the Asset Manager assumed responsibility for the personnel costs and related overhead costs incurred from and after September 1, 2023 in respect of the asset management employees transferred to the Asset Manager on September 1, 2023, subject to certain agreed reimbursable expenses, and is not entitled to any acquisition, disposition or development fees. In addition, all of the outstanding Class M REIT Units were redesignated as Class A REIT Units on September 1, 2023 and the Asset Manager irrevocably renounced any further entitlement to the issuance or deemed issuance of, or distributions on, Class M REIT Units, such that the Asset Manager no longer holds a non-diluting interest in Centurion Apartment REIT.



The amendment and restatement of the Asset Management Agreement and the issuance of the special limited partnership interest in CAP I LP in respect of the Carry Allocation was approved by the Independent Trustees and the full Board of Trustees (with Mr. Romundt abstaining due to his interest in the Asset Manager and its affiliates) based on the recommendation of a Special Committee of Independent Trustees consisting of Mr. Ross Amos and Mr. Andrew Jones and the receipt of independent financial and legal advice.

### **Relationship Between Centurion Apartment REIT, the Asset Manager and Affiliates of the Asset Manager**

Centurion Apartment REIT is a connected issuer, and may be considered to be a related issuer, of Centurion Asset Management Inc. (the "Asset Manager"), its asset manager and an exempt market dealer, investment fund manager, and a restricted portfolio manager in certain jurisdictions, in connection with the distribution of the REIT's securities hereunder.

Centurion Apartment REIT is a connected issuer of the Asset Manager due to various factors, including the fact that Mr. Gregory Romundt is the President of both Centurion Apartment REIT and the Asset Manager and Mr. Romundt indirectly owns all of the shares of the Asset Manager and its affiliates, including the Mortgage Manager and the Mortgage Servicer. Centurion Apartment REIT has retained the Asset Manager to provide asset management services to it pursuant to the Asset Management Agreement as described under "Asset Management Agreement" and to pay the manager the fees described herein under "Asset Manager's Fees and Carry Allocation".

Centurion Apartment REIT may be considered to be a related issuer of the Asset Manager by virtue of the Asset Manager's right, during the term of the Asset Management Agreement, to appoint a prescribed number of nominees to the board of trustees of Centurion Apartment REIT as more particularly described under "Trustees". The prescribed number of nominees that the Asset Manager is entitled to appoint varies depending on the size of the board, but the prescribed number exceeds 20% of the number of trustees. See "Trustees".

The decision to offer the Units was made upon the recommendation of the Asset Manager. A portion of the proceeds of the Offering will be used by Centurion Apartment REIT to pay the fees payable to the Asset Manager pursuant to the Asset Management Agreement as described above.

The Mortgage Manager and the Mortgage Servicer are affiliates of the Asset Manager and are not owned by Centurion Apartment REIT. Mr. Romundt is the President of each of these affiliated companies and Mr. Romundt directly owns all the shares of each of these affiliated companies.

### **Property Manager**

Effective January 1, 2015, the property management function was internalized and the Property Management Agreement was terminated. The property management functions are all performed within the REIT structure.

### **Mortgage Manager**

The Mortgage Manager is a Corporation governed by the laws of the Province of Ontario. It is registered as a mortgage broker with the Financial Services Regulatory Authority of Ontario (License #12372). The Mortgage Manager is an affiliate of the Asset Manager. The role of the Mortgage Manager is to conduct on the behalf of the Asset Manager any activities requiring a mortgage brokerage license in regards to the sourcing of mortgages by the Asset Manager. The Mortgage Manager does not charge a fee to Centurion Apartment REIT for any of these activities and is compensated by the Asset Manager. Any borrower paid fees are paid to the REIT. Senior management of the Mortgage Manager includes Gregory Romundt and Stephen Stewart. See "Management of Centurion Apartment REIT".

### **Mortgage Servicer**

The Mortgage Servicer is a Corporation governed by the laws of the Province of Ontario. It is registered as a mortgage administrator with the Financial Services Regulatory Authority of Ontario (License #12390). The Mortgage Servicer is an affiliate of the Asset Manager. The role of the Mortgage Servicer is to, where required, collect mortgage payments and conduct any enforcement activities where a licensed third-party mortgage administrator is not already providing such services. The Mortgage Servicer does not charge a fee to Centurion Apartment REIT for any of these services. Where there are third parties servicing mortgages of Centurion Apartment REIT that charge fees, these fees will be paid by Centurion Apartment REIT and the Mortgage Servicer will not charge any markup on these fees if so incurred. Senior management of the Mortgage Servicer includes Gregory Romundt and Stephen Stewart. See "Management of Centurion Apartment REIT".

## Management and Investment Strategy

The Asset Manager has significant experience in all aspects of the rental housing business (including acquisitions and dispositions, finance and administration, property management, construction and renovation, and marketing and sales) and the mortgage business (including origination, underwriting, administration, collection, syndication and default management). These skills should permit Centurion Apartment REIT to capitalize upon many real estate opportunities which may be unavailable to other real estate investors who lack the requisite diversity of real estate experience. The Asset Manager will enhance the value of Centurion Apartment REIT's properties through a number of distinct and well executed strategies, including:

- **Customer Satisfaction.** The Asset Manager strives to keep all customers satisfied and as long-term tenants by creating an environment that is clean and comfortable. By developing a sense of community within the properties through various programs, it will reduce turnover and vacancy which will create demand for people wanting to live in Centurion Apartment REIT's buildings. Through the reduction in costs associated with turnover and through higher demand allowing increasing rents, net income will grow accordingly.
  - **Maintenance and Repair Programs.** The Asset Manager is fundamentally driven by efficiencies and cost-effective programs that are accretive to Centurion Apartment REIT's short-term and long-term value. Through the portfolio's conversion to a real estate investment trust, the Asset Manager has positioned Centurion Apartment REIT to take full advantage of efficiency programs and capital investments that will attract tenants and enhance the value of the portfolio.
  - **Quality On-Site Building Staff.** The Asset Manager believes that success of a property from both financial and customer satisfaction standpoints starts with the attitudes and work ethic from the on-site building staff. From being the first point of contact, to the ongoing attention to the customer's needs, the building staff represents Centurion Apartment REIT. As well as being attentive and dedicated, the Property Manager will seek on-site staff that is skilled in many areas in order to reduce the requirement for outside trades to be required for ordinary day-to-day repairs and maintenance.
  - **Detailed Financial Reporting.** The Asset Manager utilizes sophisticated financial tools to maximize Centurion Apartment REIT's income and measure the effectiveness of cost control and efficiency programs. The Property Manager and the Asset Manager disclose financial reporting to those involved who have a direct impact on the financial success and control of those particular incomes and expenses.
  - **Strategic Mortgage Liability Management.** The Asset Manager will work diligently to seek out financing opportunities to optimize Centurion Apartment REIT's leveraged returns. The Asset Manager believes that staggered maturities and terms, at leveraged amounts set out by the Declaration of Trust, will ensure Centurion Apartment REIT's exposure to fluctuating interest rates over the short and long-term are both minimized and utilized to benefit Centurion Apartment REIT. The Asset Manager will make use of operating lines for capital expenditures and acquisitions to improve the returns of Centurion Apartment REIT.
  - **Strategic Mortgage Investments.** The Asset Manager will evaluate mortgage investment opportunities which provide the potential for a combination of yield, capital growth, a potential acquisition pipeline or be of strategic value to Centurion Apartment REIT.
  - **Strategic Partnerships, Joint Ventures, Divestitures and Relationships.** The Asset Manager will explore strategic partnerships, joint ventures, divestitures and relationships that meet Centurion Apartment REIT's investment objectives.
  - **Enhancement of Centurion Apartment REIT's Portfolio.** The Asset Manager is always evaluating opportunities to maximize Centurion Apartment REIT's portfolio. The Asset Manager may evaluate/assess whether using its call center, condominium conversion, utility retrofits, sub-metering and strategic upgrades, among other things as part of this strategy. Properties that are "mature" and are no longer adding value to Centurion Apartment REIT may be sold or repositioned if there is a market for an enhanced property. The Asset Manager will continue to diversify the portfolio by purchasing properties in thriving communities that will continue to strengthen and insulate Centurion Apartment REIT from concerns that may arise in any one community.
  - **Communications.** The Asset Manager will deliver concise and current information to existing Unitholders with respect to the activities within Centurion Apartment REIT's portfolio.

The Asset Manager believes that multi-unit residential properties offer an attractive investment opportunity with both stability of yield, inflation protection characteristics and growth potential. Focusing on predominantly one asset class will enable Centurion Apartment REIT to acquire a critical mass of residential units. It will also enable Centurion Apartment REIT to bolster its market presence, thereby enhancing Centurion Apartment REIT's opportunities for future multi-unit residential property acquisitions at attractive prices. Through future acquisitions of properties, in compliance with its investment guidelines, Centurion Apartment REIT intends to geographically diversify its portfolio by purchasing properties in thriving communities that will continue to strengthen and insulate Centurion Apartment REIT from concerns that may arise in any community. As well, as Centurion Apartment REIT grows through the acquisition of new properties and the issuance of additional REIT Units, Centurion Apartment REIT will increase the stability of its income stream and provide Unitholders with increased liquidity.

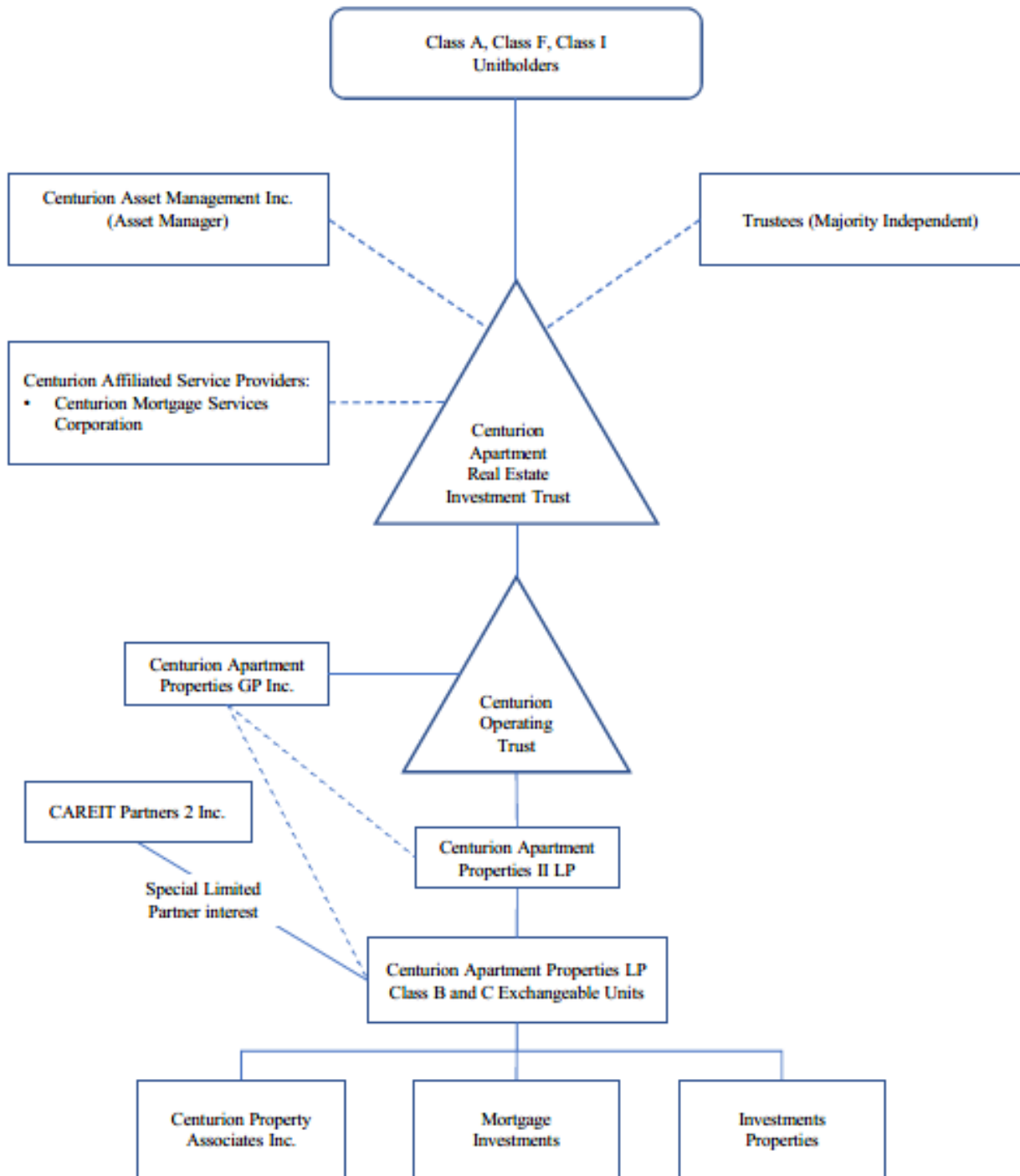
Given current market conditions, The Asset Manager will continue to concentrate on communities that have relatively low vacancy levels and strong population demographics that align with the class of multi-unit residential properties that are acquired by Centurion Apartment REIT (see "Multi-unit Residential Real Estate Market"). The Asset Manager intends to create mass for Centurion Apartment REIT's portfolio through acquisition and consolidation of Canadian markets where the opportunities exist.

### **OBJECTIVES OF CENTURION APARTMENT REIT**

The objectives of Centurion Apartment REIT are: (i) to provide REIT Unitholders with stable and growing cash distributions, payable monthly and, to the extent reasonably possible, tax deferred, from investments in a diversified portfolio of income-producing multi-unit residential properties and mortgage investments, mortgage investments and equity developments, located in Canada and the United States; and (ii) to maximize REIT Unit value through the ongoing management of Centurion Apartment REIT's assets, the future acquisition of additional multi-unit residential properties, and the funding of mortgage investments and equity developments.

## CENTURION APARTMENT REIT OPERATING STRUCTURE

The following sets forth the principal operating structure of Centurion Apartment REIT:



## INVESTMENT GUIDELINES AND OPERATING POLICIES

### Investment Guidelines

The Declaration of Trust provides for certain guidelines on investments which may be made by Centurion Apartment REIT. Notwithstanding anything contained herein to the contrary, the assets of Centurion Apartment REIT may be invested only in accordance with the following investment guidelines:

- (a) Centurion Apartment REIT shall focus its activities primarily on the acquisition, holding, maintaining, improving, leasing or managing of multi-unit residential revenue producing properties and ancillary real estate ventures ("Focus Activities") in Canada and the United States of America;
- (b) notwithstanding anything herein contained to the contrary, no investment shall be made that would result in:
  - i. Units of Centurion Apartment REIT being disqualified for any class of Deferred Income Plan; or
  - ii. Centurion Apartment REIT ceasing to qualify as a "mutual fund trust" for purposes of the Tax Act;
- (c) no single asset (except as provided for in the Declaration of Trust) shall be acquired if the cost of such acquisition (net of the amount of debt secured by such asset) will exceed 15% of Gross Book Value, provided that where such asset is the securities of or an interest in an entity, the foregoing tests shall be applied individually to each asset of such entity;
- (d) investments may be made in a joint venture arrangement only if:
  - i. the arrangement is in connection with a Focus Activity;
  - ii. the arrangement is with others ("joint venturers") either directly or through the ownership of securities of or an interest in an entity ("joint venture entity");
  - iii. the interest in the joint venture entity is an interest of not less than 10% and is not subject to any restriction on transfer other than a right of first refusal or right of first offer, if any, in favour of the joint venturers;
  - iv. Centurion Apartment REIT or an entity controlled by it has a right of first offer or a right of first refusal to buy the interests of the joint venturers in the joint venture entity;
  - v. Centurion Apartment REIT has the ability to provide input in the management decisions of the joint venture entity; and
  - vi. without limitation, any joint venture arrangement with a Related Party for the purposes of the related party provisions of the Trust Indenture have been entered into in accordance with such provisions;
- (e) unless otherwise permitted in this Section and except for temporary investments held in cash, deposits with a Canadian or U.S. chartered bank or trust company registered under the laws of a province of Canada, short-term government debt securities or in money market instruments of, or guaranteed by, a schedule I Canadian chartered bank maturing prior to one year from the date of issue, Centurion Apartment REIT, directly or indirectly, may not hold securities other than (i) currency, commodity or interest rate futures contracts for hedging purposes to the extent that such hedging activity complies with the Canadian Securities Administrator's National Instrument 81-102 or any successor instrument or rule; (ii) securities of a joint venture entity, or any entity formed and operated solely for the purpose of carrying on ancillary activities to any real estate owned, directly or indirectly, by Centurion Apartment REIT, or an entity wholly-owned, directly or indirectly, by Centurion Apartment REIT formed and operated solely for the purpose of holding a particular real property or real properties; and securities of another issuer provided either (A) such securities derive their value, directly or indirectly, principally from real property, or (B) the principal business of the issuer of the securities is the owning or operating directly or indirectly, of real property, and provided in either case the entity whose securities are being acquired are engaged in a Focus Activity;

- (f) no investment will be made, directly or indirectly, in operating businesses unless such investment is incidental to a transaction:
  - i. where revenue will be derived, directly or indirectly, principally from a Focus Activity; or
  - ii. which principally involves the ownership, maintenance, improvement, leasing or management, directly or indirectly, of real property;
- (g) notwithstanding any other provisions of this Section, the securities of a reporting issuer in Canada may be acquired provided that:
  - i. the activities of the issuer are focused on Focus Activities; and
  - ii. in the case of any proposed investment or acquisition which would result in the beneficial ownership of more than 10% of the outstanding equity securities of the securities issuer, the investment or acquisition is of strategic interest to Centurion Apartment REIT as determined by the Trustees in their discretion;
- (h) no investments will be made in rights to or interests in mineral or other natural resources, including oil or gas, except as incidental to an investment in real property;
- (i) investments may be made in a mortgage, mortgage bonds, notes (except as provided for in the Trust Indenture) or debentures ("Debt Instruments") (including participating or convertible) only if:
  - i. the real property which is security thereof is real property;
  - ii. the security therefore includes a mortgage registered on title to the real property which is security thereof;
  - iii. the amount of the investment (not including any mortgage insurance fees incurred in connection therewith) does not exceed 85% of the market value of the real property which is the security thereof; and
- (j) notwithstanding subsection i), Centurion Apartment REIT may also invest in mortgages where:
  - i. the mortgage is a "vendor take-back" mortgage granted to Centurion Apartment REIT in connection with the sale by it of existing real property and as a means of financing the purchaser's acquisition of such property from Centurion Apartment REIT;
  - ii. the mortgage is interest bearing;
  - iii. the mortgage is registered on title to the real property which is security thereof;
  - iv. the mortgage has a maturity not exceeding five years;
  - v. the amount of the mortgage loan is not in excess of 85% of the selling price of the property securing the mortgage; and
  - vi. the aggregate value of these mortgages (including mortgages and mortgage bonds in which Centurion Apartment REIT is permitted to invest by virtue of this Section, after giving effect to the proposed investment, will not exceed 15% of Gross Book Value of Centurion Apartment REIT calculated at the time of such investment;
- (k) notwithstanding subsection i) and j)), Centurion Apartment REIT may invest in mortgages of related entities that do not deal at arm's length to Centurion Apartment REIT provided that:
  - i. the purpose of the mortgage is to finance the redevelopment of a property that when complete, would be within the Investment Restrictions of Centurion Apartment REIT;
  - ii. Centurion Apartment REIT has a right of first refusal to purchase the property at less than or equal to its fair market value as determined by an independent third-party appraiser;
  - iii. the mortgage bears interest at a commercial rate of interest;

- iv. the amount of the mortgage loan is not in excess of 90% of the selling price of the property securing the mortgage;
- v. the mortgage has a maturity not exceeding five years;
- vi. the mortgage is approved by the Trustees; and
- vii. the aggregate value of these mortgages, after giving effect to the proposed investment, will not exceed 15% of Gross Book Value of Centurion Apartment REIT calculated at the time of such investment; and
  - (i) no investment shall be made in raw land (except for the acquisition of properties adjacent to Existing Properties of Centurion Apartment REIT for the purpose of renovation or expansion of existing facilities where the total cost of all such investments does not exceed 5% of Gross Book Value); and notwithstanding any other provisions hereof, investments may be made which do not comply with the provisions of this Section, provided (i) the aggregate cost thereof (which, in the case of an amount invested to acquire real property, is the purchase price less the amount of any indebtedness assumed or incurred in connection with the acquisition and secured by a mortgage on such property) does not exceed 15% of the Adjusted Unitholders' Equity of Centurion Apartment REIT and (ii) the making of such investment would not contravene subsection b).

For the purpose of the foregoing guidelines, the assets, liabilities and transactions of a corporation, trust or other entity wholly or partially owned by Centurion Apartment REIT will be deemed to be those of Centurion Apartment REIT on a proportionate consolidation basis. In addition, any references in the foregoing to investment in real property will be deemed to include an investment in a joint venture arrangement or a limited partnership, the whole subject to Section a) of the Declaration of Trust. Except as specifically set forth in the Declaration of Trust to the contrary, all of the foregoing prohibitions, limitations or requirements for investment shall be determined as at the date of investment by Centurion Apartment REIT, but always subject to Section a).

For greater certainty, Sections (a) through l) are intended to set out generally the parameters under which subsidiaries in which the Trust is permitted to invest will be empowered under their constituting documents to re-invest. References to Centurion Apartment REIT in those paragraphs shall be read as applying to such subsidiary where the actual activity that is the subject of the policy is carried on by such subsidiary. Further, any determinations in respect of the investment restrictions that are determinations reserved to the Trustees, where the actual activity is carried on by a subsidiary, will be made by the trustees or directors of the relevant subsidiary. Nothing in this Section, and paragraphs a) through l) of the Declaration of Trust empowers or entitles Centurion Apartment REIT or the Trustees to carry on business or to otherwise undertake any activity that would violate this Section of the Declaration of Trust.

### **Operating Policies**

The operations and affairs of Centurion Apartment REIT shall be conducted in accordance with the following operating policies:

- (a) Centurion Apartment REIT may engage in construction or development of real property in order to maintain its real properties in good repair or to enhance the income-producing potential of properties that are capital property of Centurion Apartment REIT;
- (b) title to each real property shall be held by and registered in the name of the Trustees or, to the extent permitted by applicable law, in the name of Centurion Apartment REIT or in the name of a corporation or other entity owned, directly or indirectly, by Centurion Apartment REIT or jointly-owned, directly or indirectly, by Centurion Apartment REIT, with joint venturers or a corporation which is a nominee of Centurion Apartment REIT which holds as its only property registered title to such real property pursuant to a nominee agreement with Centurion Apartment REIT;
- (c) no indebtedness shall be incurred or assumed if, after giving effect to the incurring or assumption thereof of the indebtedness, the total indebtedness as a percentage of Gross Book Value would be more than 75% for indebtedness, including amounts drawn under an acquisition facility;
- (d) except for any indebtedness existing at Closing, no new indebtedness (otherwise than by the assumption of existing indebtedness) will be incurred or renewed or refinanced or secured by a mortgage on any of the real property of the Trust unless, at the date of the proposed incurring of the indebtedness, the aggregate of: (i) the amount of all indebtedness secured by such real property, and (ii) the amount of additional indebtedness proposed to be incurred, does not exceed 75% of the market value of such real property, on or after that date which is 12 months from the acquisition date thereof, in either case not including mortgage insurance fees incurred in

connection with the incurrence or assumption of such indebtedness, which amount shall be added to the amount of the permitted indebtedness;

- (e) except for guarantees existing on the date of this "Trust Indenture", the Trust shall not, directly or indirectly, guarantee any indebtedness or liabilities of any kind of a third party, except indebtedness, liabilities or other obligations of: (i) any subsidiary of the Trust or other entity wholly-owned by the Trust, or (ii) any other entity jointly owned by the Trust with joint venturers and operated solely for the purpose of holding a particular property or properties where such indebtedness, liabilities or other obligation, if granted, incurred or assumed by the Trust directly, would not cause the Trust to otherwise contravene the restrictions set out in Section 4.1 of the Declaration of Trust and, where such indebtedness, liabilities or other obligation is granted, incurred or assumed by a joint venture entity, subject to a joint venturer being required to give up its interest in a property owned by the joint venture entity as a result of another joint venturer's failure to honour its proportionate share of the obligations relating to such property, and, except with the prior approval of the Trustees and subject always to (b) under Section 4.1, the liability of the Trust is limited strictly to the proportion of the indebtedness, liabilities or other obligation equal to the Trust's proportionate ownership interest in the joint venture entity, or (iii) with the prior approval of the Trustees and subject always to (b) under Section 4.1, the indebtedness, liabilities or other obligations of joint venturers in circumstances where any such guarantee may also be given in respect of the associated joint venture entity. In addition, the Trust will not directly or indirectly guarantee any indebtedness, liabilities or other obligations of any Person if doing so would contravene (b) under Section 4.1;
- (f) except for the "**Contributed Assets**" acquired pursuant to the Rollover Agreement, an engineering survey or physical review by an experienced third-party consultant will be obtained for each real property intended to be acquired with respect to the physical condition thereof;
- (g) at all times insurance coverage will be obtained and maintained in respect of potential liabilities of the Trust and the accidental loss of value of the assets of the Trust from risks, in amounts and with such insurers, in each case as the Trustees consider appropriate, taking into account all relevant factors including the practices of owners of comparable properties;
- (h) except for the Contributed Assets acquired pursuant to the Rollover Agreement, a Phase I environmental audit shall be conducted for each real property to be acquired and, if the Phase I environmental audit report recommends that further environmental audits be conducted, such further environmental audits shall be conducted, in each case by an independent and experienced environmental consultant;
- (i) at least 8.5% of gross consolidated annual rental revenues generated from properties where the associated mortgage financing is insured by the Canadian Mortgage and Housing Corporation ("**insured properties**") as determined pursuant to GAAP shall be expended annually on sustaining capital expenditures, repairs and maintenance, all determined on a portfolio basis for all insured properties. For this purpose, capital expenditures and repairs and maintenance include all onsite labour costs and other expenses and items associated with such capital expenditures, repairs and maintenance; and
- (j) the Trust may engage asset managers under terms and conditions acceptable to the Trustees. As at the date hereof, the Trust has engaged the Asset Manager by the terms of the Asset Management Agreement, which agreement shall remain in full force and effect until terminated by the Trustees or the Asset Manager in accordance with its terms.

For the purposes of the foregoing investment guidelines and operating policies, the assets, indebtedness, liabilities and transactions of a corporation, partnership or other entity wholly or partially owned by the Trust will be deemed to be those of the Trust on a proportionate, consolidated basis. In addition, any references in the foregoing investment guidelines and operating policies to investment in real property will be deemed to include an investment in a joint venture arrangement. In addition, the term "**indebtedness**" means (without duplication):

- i. any obligation of the Trust for borrowed money;
- ii. any obligation of the Trust incurred in connection with the acquisition of property, assets or business other than the amount of future income tax liability arising out of indirect acquisitions;
- iii. any obligation of the Trust issued or assumed as the deferred purchase price of property;
- iv. any capital lease obligation of the Trust; and



- v. any obligation of the type referred to in clauses i. through iv. of another person, the payment of which the Trust has guaranteed or for which the Trust is responsible for or liable;

provided that (A) for the purposes of i through iv, an obligation will constitute indebtedness only to the extent that it would appear as a liability on the consolidated balance sheet of the Trust in accordance with generally accepted accounting principles; (B) obligations referred to in clauses i through iii exclude trade accounts payable, distributions payable to Unitholders and accrued liabilities arising in the ordinary course of business.

### **Amendments to Investment Guidelines and Operating Policies**

Subject to the Declaration of Trust, any of the investment guidelines or operating policies set forth in this section may be amended only by the vote of a two-thirds majority of the votes cast at a meeting of the Unitholders called for the purpose of amending the investment guidelines or operating policies.

## **DECLARATION OF TRUST AND DESCRIPTION OF UNITS**

### **General**

Centurion Apartment REIT is a limited purpose unincorporated open-ended investment trust governed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

### **Units**

The beneficial interests in Centurion Apartment REIT are divided into four classes described as “**Class A REIT Units**”, “**Class F REIT Units**”, “**Class I REIT Units**”, and “**Class M REIT Units**”. The number of Class A Units, Class F Units, and Class I Units that Centurion Apartment REIT may issue is unlimited. The number of Class M Units that Centurion Apartment REIT may issue is unlimited but is set as the ratio of the number of Investor REIT Units (Class A, Class F, Class I REIT Units), such that the amount of Class M REIT Units will equal the number of Investor REIT Units divided by 0.95 less the number of Investor REIT Units as in the formula below:

$$B = (A / 0.95) - A$$

where:

B = number of Class M REIT Units

A = the highest total number of Investor REIT Units outstanding at any time on a look back basis

In connection with the amendment and restatement of the Asset Management Agreement on September 1, 2023, all of the outstanding Class M REIT Units were redesignated as Class A REIT Units in accordance with the terms of the Declaration of Trust and the Asset Manager irrevocably renounced its entitlements to receive issuances or deemed issuances of, or distributions on, Class M REIT Units. Accordingly, as of the date hereof, the Asset Manager and its affiliates do not own or have any entitlements in respect of Class M REIT Units. Pursuant to the Declaration of Trust, the Trustees are not entitled to accept a subscription for Class M REIT Units from any investor other than the Asset Manager. Given there are no Class M REIT Units outstanding and that the Asset Manager has irrevocably renounced its entitlements in respect of Class M REIT Units, the Trustees of Centurion Apartment REIT may seek Unitholder approval at a future meeting of the Unitholders in order to amend the Declaration of Trust to remove the Class M REIT Units as an authorized class of units of Centurion Apartment REIT. The Asset Manager has agreed to vote, or cause its affiliates to vote, all Units in Centurion Apartment REIT it holds in order to approve any amendments required to the Declaration of Trust to give effect to the foregoing.

Class A, Class F, and Class I Units shall be issued only as fully paid and non-assessable. Each Unit when issued shall vest indefeasibly in the holder thereof. The issued and outstanding Units may be subdivided or consolidated from time to time by the Trustees with the approval of the majority of the REIT Unitholders, or as otherwise provided in the Declaration of Trust.

**"Special Voting Units"** shall be issued only in connection with the Rollover Agreement and carry with them the right to receive notice of, to attend and to vote at all Unitholder meetings. As interests in the Rollover Agreement are surrendered for REIT Units, the corresponding Special Voting Units shall automatically be cancelled for no consideration and shall no longer be outstanding.

Each REIT Unit shall represent an undivided beneficial interest in Centurion Apartment REIT and distributions by Centurion Apartment REIT, whether of net income, net realized capital gains or other amounts, and, in the event of a liquidation, dissolution, winding-up or other termination of Centurion Apartment REIT, in the net assets of Centurion Apartment REIT remaining after satisfaction of all liabilities provided that the Trustees may, in their discretion, allocate the distributions among the classes of Investor Units to adjust for the commissions, trailers and other costs attributable to the sales channels relating to each class of Investor REIT Unit. See "DISTRIBUTION POLICY". No REIT Unit shall have preference or priority over any other. The distribution entitlement of each REIT Unit is intended to and will be derived from the same sources.

The Special Voting Units shall have no rights or entitlements in respect of distributions, whether of Distributable Income, or on a liquidation, dissolution or winding-up of Centurion Apartment REIT or otherwise.

### **Purchase of Units**

Centurion Apartment REIT shall be entitled to purchase for cancellation at any time the whole or from time to time any part of the outstanding REIT Units, at a price per REIT Unit and on a basis determined by the Trustees in compliance with all applicable securities laws.

### **Redemption of REIT Units**

Pursuant to the Declaration of Trust, each REIT Unitholder shall be entitled to require Centurion Apartment REIT to redeem at any time all or any part of the REIT Units registered in the name of the REIT Unitholder. The monthly redemption date ("**Redemption Date**") will be the 15th day of each and every month. If the 15th day of the month is not a Business Day, the Redemption Date for that month will be the next succeeding Business Day. A minimum redemption amount of \$1,000.00 as required unless an account is being closed.

To exercise a REIT Unitholder's right to require redemption, a duly completed and properly executed notice requiring Centurion Apartment REIT to redeem REIT Units, in a form approved by the Trustees, specifying the number of REIT Units to be so redeemed, shall be sent to Centurion Apartment REIT at its head office along with the "**Unit Certificate**"(s) representing the Unit(s) to be redeemed. The Notice must be received 30 days before the Redemption Date to be considered for that particular Redemption Date. If 30 days' notice is not given, the Trustees will not be required to consider redeeming the Unit(s) until the next subsequent Redemption Date. No form or manner of completion or execution is sufficient unless the same is in all respects satisfactory to the Trustees and is accompanied by any evidence that the Trustees may reasonably require with respect to the identity, capacity or authority of the person giving such Notice. The Trustees shall be entitled in their sole discretion to accelerate the Redemption Date specified by the Unitholder in the Notice.

As of the Redemption Date, the Unitholder will not cease to have any rights with respect to the Units tendered for redemption until the Unit Redemption Price therefore (as defined below), plus the pro rata share of any unpaid distributions declared thereon and paid prior to the Redemption Date has been paid in full. Units will be considered to be tendered for redemption on the Redemption Date, provided that the Trustees have, to their satisfaction, received the Notice, together with the Unit Certificate(s) representing the Units to be redeemed and other required documents or evidence as aforesaid; and subject to the following paragraph below, the holder of a Unit properly tendered for redemption will be entitled to receive a price per Unit equal to the Fair Market Value of the Unit to be redeemed calculated at the "**Valuation Date**" immediately preceding the Redemption Date, plus the pro rata share of any unpaid distributions thereon which have been declared payable to Unitholders but remain unpaid as at the Redemption Date to the extent same are not otherwise included in the Fair Market Value of the Unit(s) to be redeemed (the "**Unit Redemption Price**").

The Unit Redemption Price for Units tendered for redemption will be reduced by any applicable "**Deferred Sales Charge**" or "**Short Term Trading Fee**" depending upon the "**Purchase Option**" that the Subscriber purchased Units under. For Unitholders that subscribed prior to the introduction of these Purchase Options, these Subscribers will have the choice of either paying the Deferred Sales Charge that would have applied to their Units had the plan been in place when they subscribed or to give an order for the Asset Manager to match them against an incoming subscription for zero fee. All direct Subscribers will be conclusively deemed to have subscribed under the DSC Purchase Option.

Subject to the provisions set out in the following paragraph, the Unit Redemption Price payable in respect of Unit(s) tendered for redemption will be paid in cash by direct deposit or cheque, drawn on a Canadian chartered bank or trust company in lawful money of Canada, payable at par to, or deposited to the account of the registered Unitholder of the Unit tendered for redemption, or payable or deposited as

otherwise instructed in writing by such registered Unitholder. Cash payments of the Unit Redemption Price made by Centurion Apartment REIT are conclusively deemed to have been made when deposited by direct deposit or upon the mailing of a cheque in a postage pre-paid envelope addressed to the payee unless such cheque is dishonoured upon presentment. Upon such payment as set out herein or otherwise in accordance with the Declaration of Trust, the Trustees and Centurion Apartment REIT will be discharged from all liability to the former registered Unitholder in respect of the Units so redeemed.

All Notices shall be time and date stamped on receipt by Centurion Apartment REIT. **Centurion Apartment REIT will not pay the Unit Redemption Price in cash as set out above on a particular Redemption Date if the total cash payable on that Redemption Date by the Fund, and its affiliates and Subsidiaries, to Unitholders who have previously tendered their Units for redemption, and which Unit Redemption Prices remain unpaid on said Redemption Date, exceeds \$50,000 (the "Monthly Limit"), without approval by the Trustees.** Cash payments being paid pursuant to Notices shall be paid in order of receipt of such Notices with the intent that Redemption Prices shall be paid out in order of receipt of Notices. Payments shall be made to a maximum of \$50,000 of the aggregate Fair Market Value of Units outstanding on the Valuation Date immediately preceding any Redemption Date. Those Units for which Notices have been received but not paid out on any given Redemption Date shall maintain their order of priority until the Unit Redemption Price for such Unit(s) has been paid in full. Additionally, the Trustees shall be entitled in their sole discretion to extend the time for payment of any Unit Redemption Prices, if in the reasonable opinion of the Trustees such payment would be materially prejudicial to the interests of the remaining Unitholders in the Fund. The Trustees in their sole discretion may waive the Monthly Limit for any given Redemption Date.

Since inception of the REIT, all redemptions have been honored and fully paid to unitholders that have requested and submitted a redemption of their units. The following chart details redemptions since inception:

Redemption Date	Opening Balance (\$)	Redemptions Requested (Units)	Redemptions Requested (\$)	Redemptions Paid (\$)	Closing Balance (\$)
<b>2009</b>					
No Redemptions in 2009					
2010					
January	\$ —	—	\$ —	\$ —	—
February	—	—	—	—	—
March	—	—	—	—	—
April	—	—	—	—	—
May	—	20	200	200	—
June	—	—	—	—	—
July	—	150	1,455	1,455	—
August	—	358	3,473	3,473	—
September	—	5,142	50,027	50,027	—
October	—	4,003	38,859	38,859	—
November	—	4,696	46,960	46,960	—
December	—	37,735	372,105	372,105	—
<b>Total</b>	<b>\$ —</b>	<b>52,104</b>	<b>\$ 513,079</b>	<b>\$ 513,079</b>	<b>\$ —</b>
<b>2011</b>					
January	\$ —	500	\$ 4,720	\$ 4,720	—
February	—	3,466	33,592	33,592	—
March	—	67,773	681,630	681,630	—
April	—	66,324	668,678	668,678	—
May	—	79,338	800,914	800,914	—
June	—	101,538	1,023,662	1,023,662	—
July	—	75,007	758,842	758,842	—
August	—	76,225	771,808	771,808	—
September	—	86,636	878,919	878,919	—
October	—	121,565	1,233,580	1,233,580	—
November	—	117,751	1,195,764	1,195,764	—
December	—	145,310	1,475,945	1,475,945	—
<b>Total</b>	<b>\$ —</b>	<b>941,432</b>	<b>\$ 9,528,054</b>	<b>\$ 9,528,054</b>	<b>\$ —</b>
<b>2012</b>					
January	\$ —	5,389	\$ 54,563	\$ 54,563	—
February	—	31,781	321,583	321,583	—
March	—	17,929	179,860	179,860	—
April	—	35,231	356,437	356,437	—
May	—	49,338	549,474	549,474	—
June	—	38,511	428,507	428,507	—
July	—	13,681	148,431	148,431	—
August	—	25,072	277,019	277,019	—
September	—	17,420	186,629	186,629	—
October	—	24,377	264,405	264,405	—
November	—	5,091	57,500	57,500	—
December	—	49,691	549,355	549,355	—
<b>Total</b>	<b>\$ —</b>	<b>313,513</b>	<b>\$ 3,373,764</b>	<b>\$ 3,373,764</b>	<b>\$ —</b>

Redemption Date	Opening Balance (\$)	Redemptions Requested (Units)	Redemptions Requested (\$)	Redemptions Paid (\$)	Closing Balance (\$)
<b>2013</b>					
January	\$ —	30,334	\$ 335,110	\$ 335,110	\$ —
February	—	50,349	554,784	554,784	—
March	—	9,585	105,467	105,467	—
April	—	7,358	84,975	84,975	—
May	—	78,084	888,106	888,106	—
June	—	101,489	1,178,676	1,178,676	—
July	—	157,515	1,774,543	1,774,543	—
August	—	95,303	1,087,345	1,087,345	—
September	—	18,249	207,480	207,480	—
October	—	55,293	624,817	624,817	—
November	—	29,075	327,322	327,322	—
December	—	43,805	494,267	494,267	—
<b>Total</b>	<b>\$ —</b>	<b>676,438</b>	<b>\$ 7,662,892</b>	<b>\$ 7,662,892</b>	<b>\$ —</b>
<b>2014</b>					
January	\$ —	37,491	\$ 421,449	\$ 421,449	\$ —
February	—	48,804	562,983	562,983	—
March	—	48,647	553,781	553,781	—
April	—	98,502	1,143,204	1,143,204	—
May	—	89,113	1,010,996	1,010,996	—
June	—	89,874	1,025,824	1,025,824	—
July	—	86,788	1,011,621	1,011,621	—
August	—	58,318	676,504	676,504	—
September	—	44,758	520,581	520,581	—
October	—	50,819	589,308	589,308	—
November	—	80,939	944,113	944,113	—
December	—	59,033	691,850	691,850	—
<b>Total</b>	<b>\$ —</b>	<b>793,084</b>	<b>\$ 9,152,213</b>	<b>\$ 9,152,213</b>	<b>\$ —</b>
<b>2015</b>					
January	\$ —	54,145	\$ 635,981	\$ 635,981	\$ —
February	—	44,099	511,047	511,047	—
March	—	77,447	903,751	903,751	—
April	—	74,441	881,333	881,333	—
May	—	50,038	594,162	594,162	—
June	—	42,701	500,337	500,337	—
July	—	75,912	895,379	895,379	—
August	—	31,338	371,317	371,317	—
September	—	—	—	—	—
October	—	39,485	468,917	468,917	—
November	—	103,996	1,250,064	1,250,064	—
December	—	73,642	898,711	898,711	—
<b>Total</b>	<b>\$ —</b>	<b>667,244</b>	<b>\$ 7,910,998</b>	<b>\$ 7,910,998</b>	<b>\$ —</b>

Redemption Date	Opening Balance (\$)	Redemptions Requested (Units)	Redemptions Requested (\$)	Redemptions Paid (\$)	Closing Balance (\$)
<b>2016</b>					
January	\$ —	72,440	\$ 879,929	\$ 879,929	\$ —
February	—	76,335	925,440	925,440	—
March	—	39,507	475,281	475,281	—
April	—	55,205	676,921	676,921	—
May	—	135,312	1,685,177	1,685,177	—
June	—	95,127	1,184,711	1,184,711	—
July	—	131,305	1,635,273	1,635,273	—
August	—	77,270	962,322	962,322	—
September	—	69,205	861,875	861,875	—
October	—	277,804	3,459,769	3,459,769	—
November	—	474,441	5,908,692	5,908,692	—
December	—	112,537	1,416,731	1,416,731	—
<b>Total</b>	<b>\$ —</b>	<b>1,616,489</b>	<b>\$ 20,072,121</b>	<b>\$ 20,072,121</b>	<b>\$ —</b>
<b>2017</b>					
January	\$ —	134,106	\$ 1,688,265	\$ 1,688,265	\$ —
February	—	72,510	912,829	912,829	—
March	—	111,344	1,401,711	1,401,711	—
April	—	107,924	1,358,652	1,358,652	—
May	—	117,114	1,486,180	1,486,180	—
June	—	258,392	3,278,991	3,278,991	—
July	—	131,305	1,220,425	1,220,425	—
August	—	138,412	1,852,644	1,852,644	—
September	—	230,644	3,087,175	3,087,175	—
October	—	335,822	4,494,976	4,494,976	—
November	—	227,519	2,923,391	2,923,391	—
December	—	213,606	2,958,225	2,958,225	—
<b>Total</b>	<b>\$ —</b>	<b>2,078,698</b>	<b>\$ 26,663,464</b>	<b>\$ 26,663,464</b>	<b>\$ —</b>
<b>2018</b>					
January	\$ —	103,006	\$ 1,426,526	\$ 1,426,526	\$ —
February	—	140,351	1,970,532	1,970,532	—
March	—	103,100	1,447,520	1,447,520	—
April	—	160,730	2,256,642	2,256,642	—
May	—	139,166	1,973,427	1,973,427	—
June	—	239,746	3,399,688	3,399,688	—
July	—	149,658	2,122,213	2,122,213	—
August	—	162,101	2,402,330	2,402,330	—
September	—	175,457	2,600,273	2,600,273	—
October	—	118,873	1,761,703	1,761,703	—
November	—	202,364	3,110,537	3,110,537	—
December	—	223,197	3,533,651	3,533,651	—
<b>Total</b>	<b>\$ —</b>	<b>1,917,748</b>	<b>\$ 28,005,044</b>	<b>\$ 28,005,044</b>	<b>\$ —</b>

Redemption Date	Opening Balance (\$)	Redemptions Requested (Units)	Redemptions Requested (\$)	Redemptions Paid (\$)	Closing Balance (\$)
<b>2019</b>					
January	\$ —	133,115	\$ 2,149,675	\$ 2,149,675	\$ —
February	—	80,972	1,307,622	1,307,622	—
March	—	153,142	2,473,092	2,473,092	—
April	—	106,182	1,714,730	1,714,730	—
May	—	359,276	5,971,893	5,971,893	—
June	—	267,819	4,451,695	4,451,695	—
July	—	119,428	1,985,135	1,985,135	—
August	—	93,283	1,573,864	1,573,864	—
September	—	297,118	5,012,968	5,012,968	—
October	—	703,583	11,870,859	11,870,859	—
November	—	145,745	2,607,383	2,607,383	—
December	—	234,416	4,193,699	4,193,699	—
<b>Total</b>	<b>\$ —</b>	<b>2,694,080</b>	<b>\$ 45,312,614</b>	<b>\$ 45,312,614</b>	<b>\$ —</b>
<b>2020</b>					
January	\$ —	232,532	\$ 4,353,003	\$ 4,353,003	\$ —
February	—	240,011	4,535,249	4,535,249	—
March	—	187,039	3,534,288	3,534,288	—
April	—	481,966	9,107,235	9,107,235	—
May	—	2,404,370	45,432,972	45,432,972	—
June	—	768,578	14,523,054	14,523,054	—
July	—	561,062	10,601,823	10,601,823	—
August	—	460,765	8,866,509	8,866,509	—
September	—	422,234	8,125,043	8,125,043	—
October	—	226,670	4,361,803	4,361,803	—
November	—	291,230	5,632,380	5,632,380	—
December	—	351,638	6,800,685	6,800,685	—
<b>Total</b>	<b>\$ —</b>	<b>6,628,095</b>	<b>\$ 125,874,043</b>	<b>\$ 125,874,043</b>	<b>\$ —</b>
<b>2021</b>					
January	\$ —	156,022	\$ 3,017,461	\$ 3,017,461	\$ —
February	—	268,932	5,201,138	5,201,138	—
March	—	669,575	12,949,590	12,949,590	—
April	—	767,106	14,835,837	14,835,837	—
May	—	709,883	13,739,790	13,739,790	—
June	—	767,002	14,845,328	14,845,328	—
July	—	1,369,126	26,499,428	26,499,428	—
August	—	900,529	17,780,940	17,780,940	—
September	—	1,164,542	22,993,878	22,993,878	—
October	—	428,740	8,465,475	8,465,475	—
November	—	543,338	11,207,968	11,207,968	—
December	—	635,482	13,108,732	13,108,732	—
<b>Total</b>	<b>\$ —</b>	<b>8,380,277</b>	<b>\$ 164,645,564</b>	<b>\$ 164,645,564</b>	<b>\$ —</b>

Redemption Date	Opening Balance (\$)	Redemptions Requested (Units)	Redemptions Requested (\$)	Redemptions Paid (\$)	Closing Balance (\$)
<b>2022</b>					
January	\$ —	475,537	\$ 9,809,385	\$ 9,809,385	\$ —
February	—	292,749	6,078,637	6,078,637	—
March	—	504,989	10,485,589	10,485,589	—
April	—	1,246,731	25,887,124	25,887,124	—
May	—	704,678	15,457,103	15,457,103	—
June	—	848,403	18,609,722	18,609,722	—
July	—	556,858	12,214,686	12,214,686	—
August	—	864,085	19,201,701	19,201,701	—
September	—	1,591,670	35,370,084	35,370,084	—
October	—	393,845	8,752,021	8,752,021	—
November	—	878,623	19,849,846	19,849,846	—
December	—	587,799	13,279,549	13,279,549	—
<b>Total</b>	<b>\$ —</b>	<b>8,945,966</b>	<b>\$ 194,995,445</b>	<b>\$ 194,995,445</b>	<b>\$ —</b>
<b>2023</b>					
January	\$ —	1,719,093	\$ 38,837,758	\$ 38,837,758	\$ —
February	—	626,436	14,202,811	14,202,811	—
March	—	854,710	19,378,334	19,378,334	—
April	—	716,378	16,242,012	16,242,012	—
May	—	762,250	17,726,891	17,726,891	—
June	—	768,785	17,878,861	17,878,861	—
July	—	1,292,921	30,068,170	30,068,170	—
August	—	841,798	19,342,824	19,342,824	—
September	—	538,519	12,374,092	12,374,092	—
October	—	2,026,083	46,555,325	46,555,325	—
November	—	1,785,439	41,348,625	41,348,625	—
December	—	1,659,996	38,443,518	38,443,518	—
<b>Total</b>	<b>\$ —</b>	<b>13,592,408</b>	<b>\$ 312,399,220</b>	<b>\$ 312,399,220</b>	<b>\$ —</b>
<b>2024</b>					
January	—	1,332,269	30,877,079	30,877,079	—
February	—	1,045,188	24,318,067	24,318,067	—
March	—	1,729,738	40,454,930	40,454,930	—
<b>Total</b>	<b>\$ —</b>	<b>4,107,195</b>	<b>\$ 95,650,076</b>	<b>\$ 95,650,076</b>	<b>\$ —</b>

### Take-Over Bids

If there is a take-over bid for all of the outstanding REIT Units and, within the time limit in a take-over bid for its acceptance, or 120 days after the date of such take-over bid, whichever period is the shorter, the take-over bid is accepted by the holders of not less than 90% of the REIT Units (including REIT Units issuable upon the surrender or exchange of any securities for REIT Units but not including any such securities held at the date of the take-over bid by or on behalf of the offeror or affiliates or associates of the offeror), other than REIT Units held at the date of the take-over bid by or on behalf of the offeror or an affiliate or associate of the offeror, the offeror is entitled, on complying with the Declaration of Trust, to acquire the REIT Units held by the dissenting offerees.

### Meetings of Unitholders

There shall be an annual meeting of the Unitholders, at such time and place in Canada as the Trustees shall prescribe, for the purpose of electing Trustees (except for the Centurion Appointees), appointing or changing the accountants of Centurion Apartment REIT, the Operating Trust and CAP II LP and transacting such other business as the Trustees may determine or as may properly be brought before the meeting. The annual meeting of the Unitholders shall be held after delivery to the Unitholders of the information referred to in the Declaration of Trust and, in any event, prior to September 30th of each fiscal year of Centurion Apartment REIT.

The Trustees shall have power at any time to call special meetings of the Unitholders at such time and place in Canada as the Trustees may determine. The Unitholders holding in the aggregate not less than



5% of the votes attaching to all outstanding Units (on a fully-diluted basis) may requisition the Trustees in writing to call a special meeting of the Unitholders for the purposes stated in the requisition. A requisition must state in reasonable detail the business proposed to be transacted at the meeting. Unitholders have the right to obtain a list of Unitholders to the same extent and upon the same conditions as those which apply to shareholders of a corporation governed by the *Business Corporations Act* (Ontario). Unitholders may attend and vote at all meetings of Unitholders either in person or by proxy and a proxy need not be a Unitholder.

### **Issuance of Units**

The Trustees may allot and issue REIT Units at such time or times and in such manner (including pursuant to any plan from time to time in effect relating to reinvestment by the Unitholders of distributions of Centurion Apartment REIT in REIT Units) and to such "**Person, Persons or class of Persons**" as the Trustees in their sole discretion shall determine. The price or the value of the consideration for which REIT Units may be issued and the terms and conditions of issuance of the REIT Units shall be determined by the Trustees in their sole discretion, generally (but not necessarily) in consultation with investment dealers or brokers who may act as underwriters in connection with offerings of REIT Units. In the event that REIT Units are issued in whole or in part for a consideration other than money, the resolution of the Trustees allotting and issuing such REIT Units shall express the fair equivalent in money of the other consideration received.

### **Limitation on Non-Resident Ownership**

Notwithstanding any provision of this Offering Memorandum or the Declaration of Trust to the contrary, at no time may more than 49% of the REIT Units or the Special Voting Units then outstanding be held by or for the benefit of Persons who are not resident in Canada for the purposes of the Tax Act ("**Non-Resident Beneficiaries**"). The Trustees may require declarations as to the jurisdictions in which beneficial owners of REIT Units or Special Voting Units, as the case may be, are resident or declarations from holders of REIT Units or Special Voting Units, as the case may be, as to whether such REIT Units or Special Voting Units, as the case may be, are held for the benefit of Non-Resident Beneficiaries. If the Trustees become aware that more than 49% of the REIT Units or the Special Voting Units then outstanding are, or may be, held by or for the benefit of Non-Resident Beneficiaries or that such a situation is imminent, the Trustees may make a public announcement thereof and shall not accept a subscription for such REIT Units or Special Voting Units, as the case may be, from or issue or register a transfer of such REIT Units or Special Voting Units, as the case may be, to a Person unless the Person provides a declaration that the Person is not a non-resident for the purposes of the Tax Act and does not hold his REIT Units or Special Voting Units, as the case may be, for a Non-Resident Beneficiary. If, notwithstanding the foregoing, the Trustees determine that more than 49% of the REIT Units or the Special Voting Units then outstanding are held by or for the benefit of Non-Resident Beneficiaries, the Trustees may send a notice to non-resident holders of REIT Units or Special Voting Units, as the case may be, and holders of REIT Units or Special Voting Units, as the case may be, for Non-Resident Beneficiaries chosen in inverse order to the order of acquisition or registration or in such other manner as the Trustees may consider equitable and practicable, requiring them to sell or redeem their REIT Units or Special Voting Units, as the case may be, or a portion thereof within a specified period of not more than 60 days.

### **Information and Reports**

Prior to each annual and special meeting of the Unitholders, the Trustees shall provide the Unitholders (along with notice of such meeting) unaudited financial statements for Centurion Apartment REIT, including the properties governed by the Rollover Agreement.

### **Amendments to Declaration of Trust**

The Declaration of Trust may only be amended by a vote of a majority of the votes cast at a meeting of Unitholders duly called for that purpose, provided that the provisions of the Declaration of Trust may be amended by the Trustees without the consent, approval or ratification of the Unitholders or any other person for the following purposes:

- to ensure continuing compliance with applicable laws (including the Tax Act and maintaining the Trust's status as a mutual fund trust under the Tax Act), regulations, requirements or policies of any governmental or other authority, having jurisdiction over the Trustees, the Trust or over the distribution of Trust Units;
- to provide additional protection, in the opinion of the Trustees, for the Unitholders;

- to remove any conflicts or inconsistencies in the Trust Indenture or making minor corrections including the rectification of any ambiguities, defective provisions, errors, mistakes or omissions which are, in the opinion of the Trustees, necessary or desirable and not prejudicial to the Unitholders;
- to make amendments which, in the opinion of the Trustees, are necessary or desirable to remove conflicts or inconsistencies between the disclosure in the Circular and the Trust Indenture;
- to make amendments which, in the opinion of the Trustees, are necessary or desirable as a result of changes in generally accepted accounting principles (including accounting guidelines) or taxation or other laws or the administration or enforcement thereof;
- to enable the Trust to issue Units for which the purchase price is payable in installments;
- to create one or more additional classes of units solely to provide voting rights to holders of shares, units or other securities that are exchangeable for Units entitling the holder thereof to a number of votes not exceeding the number of Units into which the exchangeable shares, units or other securities are exchangeable or convertible but that do not otherwise entitle the holder thereof to any rights with respect to the Trust's property or income other than a return of capital; or
- for any purpose (except one in respect of which a Unitholder vote is specifically otherwise required) if the Trustees are of the opinion that the amendment is not prejudicial to Trust Unitholders and is necessary or desirable;

but notwithstanding the foregoing, no such amendment shall modify the right to vote attached to any Unit or the entitlement to distributions from the Trust provided hereunder represented by any Unit without the consent of the Unitholders, and no such amendment shall reduce the percentage of votes required to be cast at a meeting of the Unitholders without the consent of the holders of all of the Units then outstanding or cause the Trust to fail or cease to qualify as a "mutual fund trust" under the Tax Act.

Notwithstanding the above, no action or authorization and no amendment may be made to the Declaration of Trust by the Trustees without a "**Special Resolution Vote**" with respect to:

- the termination of the Trust;
- any combination, merger, amalgamation or arrangement of the Trust, "COT", CAP I LP or CAP II LP, as the case may be, or any sale of all or substantially all of the assets of the Trust, COT, CAP I LP or CAP II LP, as the case may be, or the liquidation or dissolution of the Trust, COT, CAP I LP, CAP II LP, as the case may be, (other than as part of an internal reorganization of the assets of the Trust, COT, CAP I LP or CAP II LP, as the case may be, as approved by the Trustees);
- these provisions of Declaration of Trust
- the provisions of the COT Indenture concerning the computation of net income;
- an exchange, reclassification or cancellation of all or part of the Trust Units or Special Voting Units other than as specifically provided for in the Declaration of Trust with respect to Special Voting Units;
- the addition, change or removal of the rights, privileges, restrictions or conditions attached to the Trust Units or Special Voting Units and, including, without limiting the generality of the foregoing:
- the removal or change of rights to distributions;
- the addition or removal of or change to conversion privileges, options, voting, transfer or pre-emptive rights; or
- the reduction or removal of a distribution preference or liquidation preference;
- the creation of new rights or privileges attaching to certain of the Trust Units or Special Voting Units; or
- the constraint on the issue, transfer or ownership of Trust Units or Special Voting Units or the change or removal of such constraint, except as otherwise provided herein;

except in each case with the approval of Unitholders given by the affirmative vote of at least two-thirds of the votes cast at a meeting of Unitholders duly called for that purpose.

### **Term of Centurion Apartment REIT**

Unless Centurion Apartment REIT is sooner terminated as otherwise provided by the Declaration of Trust, Centurion Apartment REIT shall continue in full force and effect so long as any property of Centurion Apartment REIT is held by the Trustees, and the Trustees shall have all the powers and discretions expressed and implied, conferred upon them by law or by the Declaration of Trust. Notwithstanding the foregoing, Centurion Apartment REIT will terminate on the date which is 21 years after the date of the death of the last survivor of the issue alive at the date of the Declaration of Trust. The Centurion Apartment REIT may be terminated by the vote of at least two-thirds of the votes cast at a meeting of the Unitholders called for that purpose.

Upon the termination of Centurion Apartment REIT, the liabilities of Centurion Apartment REIT shall be discharged with due speed, the net assets of Centurion Apartment REIT shall be liquidated, and the proceeds distributed to the REIT Unitholders in accordance with their entitlements as provided in the Declaration of Trust.

## VALUATION POLICY

As set forth in the definitions of “Net Asset Value”, the value of the REIT Units is determined by the Trustees, in their sole discretion, using reasonable methods of determining fair market value. Fair Market Value may or may not be equal to the net asset value of the Units. The description of the methodology of investment property valuations and the calculation of Fair Market Value and Net Asset Value Post Prices of REIT Units reflects the methodology used by the Trustees as at the date hereof in calculating Fair Market Value. The Trustees may, in their discretion, adopt alternative methodologies to calculate investment property values and Fair Market Value from time to time, without notice to, or approval by, REIT Unitholders.

### Investment Property Valuation

Centurion Apartment REIT accounts for its investment properties using the fair value model in accordance with IAS 40 – Investment Properties. Investment property is defined as property held to earn rentals or for capital appreciation or both. Investment properties are initially recorded at cost, including related transaction costs. Subsequent to initial recognition, investment properties are measured at fair value, which reflects market conditions at the reporting date.

Centurion Apartment REIT applies judgment in determining if the acquisition of an individual property qualifies as a business combination in accordance with IFRS 3 or as an asset acquisition. Transaction costs (including commissions, land transfer tax, appraisals, legal fees and third-party inspection reports associated with a purchase) related to property acquisitions not considered business combinations are capitalized in accordance with IAS 40. Transaction costs are expensed in accordance with IFRS 3 where such acquisitions are considered business combinations.

The fair value of investment properties is determined using a detailed valuation framework developed by Centurion Apartment REIT’s internal and external valuation teams. Each of these teams includes experts in the industry. The valuation teams considered the following approaches in determining the fair value:

1. Consideration of recent prices of similar properties within similar market areas;
2. 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 Normalized Net Operating Income (“NNOI”) for the year is divided by an overall capitalization rate (inverse of an earnings multiplier) to arrive at the estimate of fair value.

The External Team, comprised of the auditors and valuers, are responsible

for: Quarterly by the valuers:

- Determining the capitalization rates that would be used in valuing the properties
- Providing charts of comparable sales and supporting relevant market information

Annually by the valuers:

- Determining the capitalization rates that would be used in valuing the properties
- Providing charts of comparable sales and supporting relevant market information
- Determining the appropriate industry standard “set off” and normalization assumptions used in the calculation of NNOI.
- Reviewing the valuation framework to determine whether any changes or updates are required
- Reviewing, for the audited year-end financial statements, the resultant values for reasonableness, compliance with the valuation framework and compliance with IAS 40
- Supplying a “Fair Value” Report for financial statement purposes

Annually by the auditors:

- Reviewing the valuation framework to determine whether any changes or updates are required
- Evaluating the work of the valuator including assumptions and comparisons to market
- Reviewing of the controls over the underlying data provided to the valuator from the REIT's accounting system
- Reviewing the "Fair Value" Report prepared by the valutors
- Reviewing, for the audited year-end financial statements, the resultant values for reasonableness, compliance with the valuation framework and compliance with IAS 40

The Internal Team, comprised of the Asset Manager, is responsible quarterly and annually for:

- Assembling the property specific data used in the valuation model based on the process set forth in the valuation framework
- Reviewing the valuation framework to determine whether any changes or updates are required
- Inputting the capitalization rates, "set offs" and normalization assumptions provided by the valutors
- Delivering the completed valuation framework to the external team for review at year-end for the audited financial statements

Investment properties are derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of investment property are recognized in the income statement in the year of retirement or disposal.

### **Mortgage Investment (Mortgage Assets) Valuation**

The Trust's mortgage investments consist of non-participating mortgage assets ("mortgage investments") and debt investments with a profit participation feature ("participating loan interests").

Mortgage investments are classified and measured at amortized cost using the effective interest method, less any impairment losses. Mortgage investments are assessed at each reporting date to determine whether there is objective evidence of significant changes in credit risk since origination. A mortgage investment's credit risk increases when objective evidence indicates that factors have occurred after the initial recognition of an investment and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably. The Trust's internal credit risk rating process involves judgment and combines multiple factors to arrive at a specific score to assess each mortgage investment's probability of default. These factors include the loan to value ratio, borrower's net worth and ability to service debt, project location, experience with the borrower and credit score. The Trust maintains an allowance in order to cover impairment in the existing portfolio for loans that have not yet been individually identified as impaired.

An impairment loss is calculated as the difference between the carrying amount of these mortgage investments and the present value of the estimated future cash flows discounted at the original effective interest rate. Losses are charged to the consolidated statement of net income and comprehensive income and are reflected in the provision for mortgage losses. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the consolidated statement of net income and comprehensive income.

Participating loan interests are measured at fair value through profit and loss ("FVTPL") due to the characteristics of the instrument not being solely for the payment of principal and interest. The Trust recognizes interest income on participating loan interests based on the contractual terms of the agreement and is included as part of interest income on the consolidated statement of net income and comprehensive income. At the end of each reporting period, the Trust determines the fair value of the entire instrument with the corresponding gain or loss recorded as fair value gain or loss directly in the consolidated statement of net income and comprehensive income. Any interest income arising from the contractual portion of the mortgage investment and/or the participating loan interest are recorded as interest income and any remaining non-contractual gains or losses are recognized through FVTPL.

The fair value of the underlying real estate assets related to participating loan interests was determined using a detailed valuation framework, and the techniques considered in this framework are as follows:

1. Consideration of recent prices of similar properties within similar market areas; and
2. The direct capitalized method, which is based on the conversion of future normalized earnings directly into an expression of market value.

### **Development Equity Investments Valuation**

Investment properties held within equity accounted investments are measured at fair value as at the consolidated statement of financial position dates. Any changes in the fair value are included in the consolidated statement of net income and comprehensive income. Fair value is supported by independent external valuations or detailed internal valuations using market-based assumptions, each in accordance with recognized valuation techniques. The techniques used comprise the capitalized net operating income method and include estimating, among other things, future normalized net operating income, capitalization rates, discount rates and other future cash flows applicable to investment properties.

### **Other Investment Valuation**

Other Investments will be carried at fair value.

### **Calculation of REIT Unit Net Asset Value and Posted Prices**

The Net Asset Value (“NAV”) of the REIT Unit is currently calculated monthly based on the IFRS balance sheet carrying values plus certain adjustments (“Adjustment Factors”).

The REIT currently conducts monthly closings for new subscriptions and redemptions of REIT Units at the posted NAV. The Investment Property Portfolio is valued on a quarterly basis. The NAV may change in between quarters, at quarter ends or not at all unless there are material changes or considerations that would impact the posted REIT Unit NAV including but not limited to changes in capitalization rates or acquisitions and dispositions of Investment Properties.

The REIT Unit NAV is calculated by adding IFRS Balance Sheet Assets, subtracting IFRS Balance Sheet Liabilities, adding appropriate non-IFRS Adjustment Factors and dividing by the total number of outstanding Investor Units. Thus, NAV can be summarized as:

$$\text{NAV} = \frac{(\text{IFRS Balance Sheet Assets} - \text{IFRS Balance Sheet Liabilities}_1 + \text{Adjustment Factors})}{\text{Total Number of Outstanding Investor Units}}$$

The Adjustment Factors include, but are not limited to:

- (a) portfolio premiums<sub>1</sub>, if any; plus
- (b) capitalization of certain capital expenses, whose benefits accrue over a long period of time and should be allocated between exiting, remaining and incoming Unitholders but may be written off or effectively written off under IFRS, or where the value of such expense isn't as yet reflected, in whole or in part in the Investment Portfolio valuation due to timing lags, if any; plus
- (c) portfolio inter-quarter timing adjustments, if any; less
- (d) discretionary adjustments, if any.

*<sup>1</sup> Portfolio premium means an adjustment to IFRS valuations to account for the difference that buyers may pay for a portfolio of properties over individual component properties considered on their own. The IFRS valuation approach evaluates each property on a standalone basis, without considering the value of economies of scale, clustering advantages, the time, expense and difficulty of assembling a portfolio and the attractiveness of a portfolio to potential buyers.*

The calculation of the REIT Unit NAV involves critical estimates, assumptions, and judgements as part of the process.

The REIT Unit NAV is currently determined as per the above methodology and approved on a monthly basis by the Trustees for posting to the website of the REIT and for use in, but not limited to processing redemptions, new subscriptions, financial statements of the REIT and account statements for Unitholders.

## DISTRIBUTION POLICY

The Declaration of Trust provides that Centurion Apartment REIT may distribute to REIT Unitholders such percentage of the Distributable Income for the calendar month then ended as the Trustees determine in their discretion for the period.

In addition, the Trustees may declare to be payable and make distributions, from time to time, out of income of the Trust, net realized capital gains of Centurion Apartment REIT, the net recapture income of Centurion Apartment REIT, the capital of Centurion Apartment REIT or otherwise, in any year, in such amount or amounts, and on such dates on or before December 31 of that year as the Trustees may determine, to the extent such income, capital gains and capital has not already been paid, allocated or distributed to the REIT Unitholders.

Distributions may be adjusted for amounts paid in prior periods if the actual Distributable Income for the prior periods is greater than or less than the Trustees' estimates for the prior periods. Distributions shall be made in cash and may be invested in similar REIT Units pursuant to any distribution reinvestment plan (DRIP) or unit purchase plan adopted by the Trustees.

Each year Centurion Apartment REIT shall deduct in computing its income for purposes of the Tax Act such portion of the amounts paid or payable to the REIT Unitholders for the year as is necessary to ensure that Centurion Apartment REIT is not liable for income tax under Part I of the Tax Act for that taxation year. The Trustees shall deduct or withhold from distributions payable to any REIT Unitholder amounts required by law to be deducted or withheld from such REIT Unitholder's distributions.

Where the Trustees determine that Centurion Apartment REIT does not have available cash in an amount sufficient to make payment of the full amount of any distribution which has been declared to be payable on the due date for such payment, the payment may, at the option of the Trustees, include the issuance of additional REIT Units or fractions of such REIT Units, as the case may be, if necessary, having a fair market value as determined by the Trustees equal to the difference between the amount of such distribution and the amount of cash which has been determined by the Trustees to be available for the payment of such distribution in the case of REIT Units.

Notwithstanding anything to the contrary, for greater certainty, no amounts will be distributed to holders of Special Voting Units.

Distributions are paid out on the 15th of each month, except when the 15th falls on a weekend or legal holiday, in which case distributions are paid out on the first business day following the 15th of the month. Unitholders are entitled to a distribution in a given month if they are unitholders on the last business day of that month.

### Distribution Rates per REIT Unit

The Trustees may, in their discretion, allocate distributions among the classes of REIT Units to adjust for the commissions, trailers and other costs attributable to the sales channels relating to each class of REIT Unit. It is Centurion Apartment REIT's current intention to distribute \$0.8400 per Class "A" REIT Unit per annum, and \$1.0400 per Class "F" and Class "I" REIT Units per annum, payable on a monthly basis.

### Distribution Reinvestment Plan (DRIP)

Centurion Apartment REIT permits Unitholders to receive distributions in the form of REIT Units or cash. Unitholders enrolled in the DRIP program currently receive a 2.0% discount on REIT Units purchased through the DRIP.

## PURCHASE OPTIONS

Centurion Apartment REIT has created five different purchase options for Subscribers to purchase REIT Units. Subscribers can purchase through a registered dealer. Senior executives of Centurion, trustees of Centurion and "permitted clients" (as defined by securities regulations) may purchase directly with Centurion.

### Class "A" Units

- 1) **Deferred Sales Charge ("DSC") Option** – Seller receives an upfront commission of 5.0% and an ongoing trailer of 0.50% per annum starting in year one for as long as the Subscriber remains invested. If the Subscriber redeems their REIT Units prior to the fifth anniversary of their purchase, the following Deferred Sales Charges will apply to the redemption by the Subscriber of their REIT Units:

If redeemed in 1<sup>st</sup> Year – 6.0%  
If redeemed in 2<sup>nd</sup> Year – 5.5%  
If redeemed in 3<sup>rd</sup> Year – 5.0%  
If redeemed in 4<sup>th</sup> Year – 4.0%  
If redeemed in 5<sup>th</sup> Year – 3.0%  
Afterwards 0.0%

- 2) **Low Load Option** – Seller receives an upfront commission of 3.0% and an ongoing trailer of 0.75% per annum starting in year one for as long as the Subscriber remains invested. There is a short-term trading fee if the Subscriber redeems their REIT Units early.

If redeemed in 1<sup>st</sup> 18 months – 3.5%  
If redeemed in 2<sup>nd</sup> 18 Months – 3.0%

- 3) **Front Load Option** – Seller negotiates a commission (if any) which the Subscriber pays directly, and Seller receives a trailer of 1.0% per annum starting in year one. There is a short-term trading fee of 3.0% if redeemed in the first 6 months.

#### Class “F” Units

- 4) **Fee Based Accounts Option** – No commission and no trailers are paid. Only Fee Based Accounts may qualify for this purchase option.

#### Class “I” Units

- 5) **Institutional Account Option** – Subscribers may elect to purchase Units either direct from Centurion Asset Management Inc. (in the Provinces of Ontario, British Columbia, Quebec and Alberta) or through another registered dealer. There is a short-term trading fee of 3.0% if redeemed in the first 6 months.

### CLOSING OF OFFERING

Closings of sales of REIT Units will occur at the discretion of the Asset Manager as REIT Units are subscribed for until at which time no other REIT Units will be offered pursuant to this Offering.

It is estimated that the first closing (the “**First Closing**”) will occur on or before June 1, 2024. Subsequent Closings will occur as additional REIT Units are subscribed for.

### CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The following summary fairly presents the principal Canadian federal income tax considerations generally applicable to prospective subscribers of REIT Units pursuant to this Offering Memorandum who, for the purposes of the Tax Act, are or are deemed to be resident in Canada, deal at arm's length with and are not affiliated with Centurion Apartment REIT and will hold their REIT Units as capital property. Generally, the REIT Units will be considered to be capital property to a REIT Unitholder provided that the REIT Unitholder does not hold the REIT Units in the course of carrying on a business of trading or dealing in securities and has not acquired them in a transaction considered to be an adventure in the nature of trade. Certain REIT Unitholders who might not otherwise be considered to hold their REIT Units as capital property may, in certain circumstances, be entitled to have them and all other “Canadian securities” (as defined in the Tax Act) owned or subsequently owned by them treated as capital property by making the irrevocable election under subsection 39(4) of the Tax Act.

The summary is of a general nature only and is based upon the facts set out in this Offering Memorandum, the current provisions of the Tax Act, the regulations thereunder (the “**Regulations**”), counsel's understanding of the published administrative practices of the Canada Revenue Agency and the specific proposals to amend the Tax Act and Regulations (“**Tax Proposals**”) announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof and representations as to factual matters made in a certificate signed by the Asset Manager of Centurion Apartment REIT. This summary is not exhaustive of all possible

Modification or amendment of the Tax Act and the Regulations or the Tax Proposals could significantly alter the tax status of Centurion Apartment REIT or the tax consequences of investing in Units. This summary does not describe income tax considerations relating to the deductibility of interest on money borrowed to acquire REIT Units.



THIS SUMMARY IS NOT EXHAUSTIVE OF ALL POSSIBLE CANADIAN FEDERAL TAX CONSIDERATIONS APPLICABLE TO AN INVESTMENT IN REIT UNITS. MOREOVER, THE INCOME AND OTHER TAX CONSEQUENCES OF ACQUIRING, HOLDING OR DISPOSING OF REIT UNITS WILL VARY DEPENDING ON THE REIT UNITHOLDER'S PARTICULAR CIRCUMSTANCES. THIS SUMMARY IS NOT INTENDED TO BE, NOR SHOULD IT BE CONSTRUED TO BE, LEGAL OR TAX ADVICE TO ANY PROSPECTIVE REIT UNITHOLDER. ACCORDINGLY, PROSPECTIVE REIT UNITHOLDERS SHOULD CONSULT WITH THEIR TAX ADVISORS FOR ADVICE WITH RESPECT TO THE TAX CONSEQUENCES TO THEM HAVING REGARD TO THEIR OWN PARTICULAR CIRCUMSTANCES. IN ADDITION, THIS SUMMARY IS NOT APPLICABLE TO (I) A REIT UNITHOLDER THAT IS A "FINANCIAL INSTITUTION", AS DEFINED IN THE TAX ACT FOR THE PURPOSES OF THE MARK-TO-MARKET RULES, AND (II) A REIT UNITHOLDER WHERE AN INTEREST IN SUCH UNITHOLDER WOULD BE A "TAX SHELTER INVESTMENT" FOR THE PURPOSES OF THE TAX ACT (III) A REIT UNITHOLDER THAT HAS ELECTED TO DETERMINE ITS "CANADIAN TAX RESULTS" IN A FOREIGN CURRENCY PURSUANT TO THE "FUNCTIONAL CURRENCY" REPORTING RULES IN THE TAX ACT, AND (IV) A REIT UNITHOLDER THAT HAS ENTERED OR WILL ENTER INTO A "DERIVATIVE FORWARD AGREEMENT", AS DEFINED IN THE TAX ACT, WITH RESPECT TO THE REIT UNITHOLDER'S REIT UNITS. SUCH HOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS TO DETERMINE THE TAX CONSEQUENCES TO THEM OF THE ACQUISITION, HOLDING AND DISPOSITION OF REIT UNITS.

### Qualification as a Mutual Fund Trust

This summary assumes that Centurion Apartment REIT will continue to qualify as a "mutual fund trust" under the provisions of the Tax Act at all relevant times. To qualify as a mutual fund trust, Centurion Apartment REIT must be a "unit trust" as defined by the Tax Act and must restrict its undertaking to: (i) the investing of its funds in property (other than real property or an interest in real property) and (ii) the acquiring, holding, maintaining, improving, leasing, financing, development, or managing of any real property (or interest in real property) that is capital property of Centurion Apartment REIT or (iii) any combination of the activities described in (i) and (ii), and must have 150 REIT Unitholders holding not less than 100 REIT Units which are qualified for distribution to the public and which have an aggregate fair market value of not less than \$500. **In the event that Centurion Apartment REIT was not to qualify as a mutual fund trust, the Canadian federal income tax consequences described below would, in some aspects, be materially and adversely different. In particular, if Centurion Apartment REIT ceases to qualify as a mutual fund trust, Centurion Apartment REIT or Centurion Operating Trust may be required to pay a tax under Division E.1 (Minimum Tax) of Part I of the Tax Act, and Centurion Apartment REIT may be required to pay a tax under Part XII.2 of the Tax Act. The payment of minimum tax under Division E.1 of Part I of the Tax Act by either Centurion Apartment REIT or Centurion Operating Trust, and/or the payment of Part XII.2 tax by Centurion Apartment REIT, may have adverse income tax consequences for some or all of the REIT unitholders.**

### SIFT Rules

On June 22, 2007, legislation was enacted (the "SIFT Rules") relating to the federal income taxation of publicly-listed or traded trusts (such as income trusts and real estate investment trusts) and partnerships. The SIFT Rules apply to a publicly-listed or traded trust that is a specified investment flow-through (a "SIFT trust"), and its investors. Certain distributions attributable to a SIFT trust's "non-portfolio earnings" are not deductible in computing the SIFT trust's income and the SIFT is subject to tax on such distributions at a rate that is substantially equivalent to the general tax rate applicable to Canadian corporations. Provided "investments" (as defined in section 122.1 of the Tax Act) in Centurion Apartment REIT are not listed or traded on a stock exchange or other "public market" (as defined by the Tax Act), Centurion Apartment REIT will not be subject to the SIFT Rules. If investments in Centurion Apartment REIT become publicly listed or traded, there can be no assurances that the Centurion Apartment REIT will not be subject to the SIFT Rules at that time.

### Taxation of Centurion Apartment REIT

Centurion Apartment REIT will generally be subject to tax under the Tax Act in respect of its taxable income and net realized capital gains in each taxation year, less the portion thereof that is deducted in respect of an amount paid or payable in such year to REIT Unitholders. Centurion Apartment REIT intends to deduct, in computing its income in each taxation year, the full amount available for deduction in each taxation year and therefore, Centurion Apartment REIT does not generally expect to be liable in such taxation year for income tax under Part I of the Tax Act.

Subject to the Tax Proposals contained in the 2024 federal budget regarding the taxation of capital gains (the "2024 Proposed Amendments"), one-half of the amount of any capital gain (a "taxable capital gain") realized by Centurion Apartment REIT in a taxation year must be included in computing Centurion Apartment REIT's income for the year, and one-half of the amount of any capital loss (an "allowable capital loss") realized by Centurion Apartment REIT in a taxation year is required to be deducted against any taxable capital gains realized by Centurion Apartment REIT in the year. Any excess of allowable capital losses over taxable capital gains for a taxation year may be deducted against taxable capital gains realized by Centurion Apartment REIT in any of the three preceding taxation years or in any subsequent taxation year to the extent and under the circumstances described in the Tax Act and subject to the 2024 Proposed Amendments.

The 2024 Proposed Amendments, if enacted, could increase the capital gains inclusion rate, for capital gains realized on or after June 25, 2024, from one-half to two-thirds for capital gains realized by Centurion Apartment REIT. The 2024 Proposed Amendments also provides for corresponding adjustments to the inclusion rate of capital losses and carried forward capital losses, as well as for transitional rules, including rules for tax years that begin before and end on or after June 25, 2024, and other consequential amendments. Legislation to implement the 2024 Proposed Amendments has not been released yet. REIT Unitholders should consult their own tax advisors having regard to their own circumstances.

Centurion Apartment REIT be entitled for each taxation year throughout which it is a mutual fund trust to reduce (or receive a refund in respect of) its liability, if any, for tax on its net realized capital gains by an amount determined under the Tax Act based on the redemptions of Units during the taxation year (a "capital gains refund"). In certain circumstances, the capital gains refund in a particular taxation year may not completely offset the tax liability of Centurion Apartment REIT for such taxation year.

## **Taxation of REIT Unitholders**

### *Distributions*

A REIT Unitholder is required to include in computing income for tax purposes in each year the portion of the amount of net income and net taxable capital gains of Centurion Apartment REIT, determined for the purposes of the Tax Act, paid or payable to such REIT Unitholder in the year and that Centurion Apartment REIT deducts in computing its income for tax purposes. Centurion Apartment REIT will designate to the extent permitted by the Tax Act the portion of the taxable income distributed to REIT Unitholders as may reasonably be considered to consist of net taxable capital gains of Centurion Apartment REIT. Any such designated amount will be deemed for tax purposes to be received by REIT Unitholders in the year as a taxable capital gain. Any losses of Centurion Apartment REIT for purposes of the Tax Act cannot be allocated to, and cannot be treated as a loss of, a REIT Unitholder.

The Declaration of Trust provides that income and net taxable capital gains for purposes of the Tax Act will be allocated to REIT Unitholders in the same proportion as distributions received by REIT Unitholders, subject to the discretion of the Trustees to adopt an allocation method which the Trustees consider to be more reasonable in the circumstances.

The Declaration of Trust generally requires Centurion Apartment REIT to claim the maximum amount of capital cost allowance available to it in computing its income for tax purposes. Based on the distribution policy, the amount distributed to REIT Unitholders in a year may exceed the income of Centurion Apartment REIT for tax purposes for that year. Distributions in excess of Centurion Apartment REIT's taxable income in a year will not be included in computing the income of the REIT Unitholders from Centurion Apartment REIT for tax purposes. However, a REIT Unitholder is required to reduce the adjusted cost base to him of his REIT Units by the portion of any amount paid or payable to him by Centurion Apartment REIT (other than the non-taxable portion of certain capital gains) that was not included in computing his income. To the extent that the adjusted cost base of a REIT Unit would otherwise be less than zero, the negative amount will be deemed to be a capital gain realized by the REIT Unitholder from the disposition of the REIT Unit and his adjusted cost base will be increased by the amount of such deemed gain.

The Tax Act provides for a special tax, under Part XII.2 which applies to the designated income (including income from Canadian real or immovable property) of certain trusts which have designated beneficiaries (including non-resident persons and certain tax-exempt persons). This special tax does not apply to a trust for a taxation year if the trust is a mutual fund trust throughout such year. Accordingly, provided the Centurion Apartment REIT qualifies as a mutual trust fund throughout a taxation year, it will not be subject to the Part XII.2 tax for such taxation year.

## *Disposition of Units*

Upon the disposition or deemed disposition of a REIT Unit, the REIT Unitholder will realize a capital gain (or a capital loss) to the extent that the REIT Unitholder's proceeds of disposition of the REIT Unit exceed (or are less than) the aggregate of the adjusted cost base to the REIT Unitholder of the REIT Unit immediately before the disposition and any reasonable costs of disposition.

In general terms, the adjusted cost base to a REIT Unitholder of a REIT Unit will be determined by averaging the cost base of all REIT Units owned by a REIT Unitholder as capital property at a particular time. Generally, a "taxable capital gain" realized by a REIT Unitholder will be included in the REIT Unitholder's income for the year of disposition. An "allowable capital loss" may generally be deducted against taxable capital gains of the REIT Unitholder for the year of disposition. Any excess of allowable capital losses over taxable capital gains of the REIT Unitholder for the year of disposition may be carried back up to three taxation years or forward indefinitely and deducted against net taxable capital gains in those other years to the extent and in the circumstances prescribed in the Tax Act.

Subject to the 2024 Proposed Amendments, one half of the amount of any capital gain realized by a REIT Unitholder in a taxation year must be included in computing the REIT Unitholder's income for the year. The 2024 Proposed Amendments, if enacted, could increase the capital gains inclusion rate, for capital gains realized on or after June 25, 2024, from one-half to two-thirds for corporation and trusts, and from one-half to two-thirds on the portion of capital gains realized in the year that exceed \$250,000 for individuals. The \$250,000 annual threshold would effectively apply to capital gains realized by an individual, either directly or indirectly via a partnership or trust, net of any (i) current-year capital losses; (ii) capital losses of other years applied to reduce current-year capital gains; and (iii) capital gains for which an exemption is claimed. While not entirely clear, it is expected that any net capital gains of Centurion Apartment REIT that are included in the REIT Unitholder's income for the year (and for which appropriate designations are made) should benefit from the lower 50% capital gains inclusion rate to the REIT Unitholder up to the \$250,000 annual threshold. Legislation to implement the 2024 Proposed Amendments has not been released yet. REIT Unitholders should consult their own tax advisors having regard to their own circumstances.

Based on counsel's understanding of the current published administrative policies and assessing practices of the CRA, a conversion of Class F Units or Class I Units into Class A Units will not constitute a disposition of such Class F Units or Class I Units for the purposes of the Tax Act.

Capital gains realized by an individual or trust, other than certain trusts, may give rise to alternative minimum tax under the Tax Act. The Tax Proposal released on August 4, 2023 proposed significant changes to the alternative minimum tax. If enacted, the proposed changes will come into force for taxation years beginning after 2023. The Tax Act requires that individuals (including certain trusts) compute a minimum tax determined by reference to the amount by which the taxpayer's "adjusted taxable income" for the year exceeds his or her basic exemption which, in the case of an individual is \$40,000 (or, for taxation years commencing after 2023 in the event the Tax Proposals in respect of minimum tax are enacted, the start of the fourth federal tax bracket, estimated by the federal government to be approximately \$173,000 in respect of 2024). In computing his or her adjusted taxable income, a taxpayer must include, among other things, all taxable dividends (without application of the gross-up), and 80% (100% for taxation years commencing after 2023 in the event the Tax Proposals in respect of minimum tax are enacted) of net capital gains. In addition, for taxation years commencing after 2023 in the event the Tax Proposals in respect of minimum tax are enacted, 50% of various deductions will not be deductible in calculating a taxpayer's "adjusted taxable income". These deductions include interest and carrying charges incurred to earn property income, limited partnership losses of other taxation years, and non-capital losses of other taxation years. Federal budget 2024 proposes that the tax treatment of charitable donations be revised to allow individuals to claim 80% (instead of the previously proposed 50%) of the charitable donation tax credit when calculating alternative minimum tax. A federal tax rate is applied at a rate of 15% (20.5% for taxation years commencing after 2023 in the event the Tax Proposals in respect of minimum tax are enacted) to the amount subject to the minimum tax, from which the individual's "basic minimum tax credit for the year" is deducted. Generally, if the minimum tax so calculated exceeds the tax otherwise payable under the Tax Act, the minimum tax will be payable.

Whether and to what extent the tax liability of a REIT Unitholder will be increased as a result of the application of the minimum tax rules will depend on the amount of his or her income, the sources from which it is derived, and the nature and amounts of any deductions he or she claims.

Any additional tax payable by an individual for the year resulting from the application of the minimum tax will be deductible in any of the seven immediately following taxation years in computing the amount that would, but for the minimum tax, be his or her tax otherwise payable for any such year. REIT Unitholders should obtain independent advice from a tax advisor on the proposed changes to the federal alternative minimum tax and the consequences to the provincial minimum tax counterparts.

A holder that is a “Canadian-controlled private corporation” or a “substantive CCPC” (as defined or proposed to be defined in the Tax Act) (a “CCPC”) may be liable to pay an additional refundable tax on its “aggregate investment income” (as defined in the Tax Act) for the year, which will include taxable capital gains. A holder that is a “Canadian-controlled private corporations” or a “substantive CCPC” should consult its own tax advisors regarding its particular circumstances.

#### *Taxation of Registered Plans*

Amounts of income and capital gains included in a Registered Plan’s income are generally not taxable under Part I of the Tax Act, provided that the REIT Units are qualified investments for the Registered Plan. See “Item 8: “Income Tax Consequences and RRSP Eligibility- Eligibility for Investment”. REIT Unitholders should consult their own advisors regarding the tax implications of establishing, amending, terminating or withdrawing amounts from a Registered Plan.

### **RISK FACTORS**

There are certain risk factors inherent in an investment in the REIT Units and in the activities of Centurion Apartment REIT, including the following, which Subscribers should carefully consider before subscribing for the REIT Units.

#### **SPECULATIVE INVESTMENT**

**AN INVESTMENT IN THE TRUST MAY BE DEEMED SPECULATIVE AND IS NOT INTENDED AS A COMPLETE INVESTMENT PROGRAM. THERE IS NO ASSURANCE THAT DISTRIBUTIONS WILL BE PAID. A SUBSCRIPTION FOR UNITS SHOULD BE CONSIDERED ONLY BY PERSONS FINANCIALLY ABLE TO MAINTAIN THEIR INVESTMENT AND WHO CAN BEAR THE RISK OF LOSS ASSOCIATED WITH AN INVESTMENT IN THE TRUST. INVESTORS SHOULD REVIEW CLOSELY THE INVESTMENT OBJECTIVE, STRATEGIES AND RESTRICTIONS TO BE UTILIZED BY THE TRUST AS OUTLINED HEREIN TO FAMILIARIZE THEMSELVES WITH THE RISKS ASSOCIATED WITH AN INVESTMENT IN THE TRUST, INCLUDING THOSE SPECIFIED IN THIS ITEM 10: RISK FACTORS.**

#### **Risks Related to COVID-19 and Other Public Health Crises**

Public health crises, including the ongoing health crisis related to the novel coronavirus disease (“COVID-19”) pandemic, or relating to any other virus, flu, epidemic, pandemic or any other similar disease or illness (each a “Health Crisis”) could adversely impact the Trust.

There has been and continues to be a global pandemic Health Crisis related to an outbreak of the novel coronavirus disease (COVID-19). This Health Crisis, and any future Health Crisis, has led, and could in the future lead, to disruptions in global economic activity, resulting in, among other things, a general decline in equity prices and lower interest rates. These circumstances could have an adverse effect on levels of employment, which may adversely impact the ability of tenants, borrowers and other counterparties to make timely payments on their rent, credit facilities, mortgages and other loans. An increase in delinquent payments by tenants, borrowers and other counterparties may negatively affect the Trust’s financial position. While governments are closely monitoring the rapidly evolving situation and have implemented policies in an attempt to address COVID-19, and may in the future implement policies to address other Health Crises, no assurance can be made regarding the effectiveness of policies that may be adopted by the Bank of Canada, the Canadian federal, provincial or municipal governments, their agencies, the United States government or any other foreign or subnational government to address the effects of COVID-19, any future Health Crisis or any resulting market volatility.

The current Health Crisis relating to COVID-19 has also resulted in general economic slowdown, supply chain disruptions and increased volatility in financial markets. This may create difficulty in the Trust raising capital, which could in turn adversely impact the Trust's strategy. While various governments and central banks have announced or implemented a range of measures targeted to alleviate these impacts and encourage economic growth, the impact of these measures remains uncertain, particularly in the short term. In the medium to long term, government debt accumulated as a result of relief measures may lead to tax increases for consumers and businesses and create transitory or sustained inflationary pressure. The duration and impact of the current COVID-19 pandemic on the Trust remains unknown at this time. As such, it is not possible to reliably estimate the length and severity of COVID-19-related impacts on the financial results and operations of the Trust.

The Trust has a Health Crisis response plan and business continuity policies in place and is developing additional strategies to address potential disruptions in its operations. However, no assurance can be made that such strategies will successfully mitigate the adverse impacts related to the COVID-19 outbreak or another Health Crisis. A prolonged outbreak of COVID-19 or other Health Crises could adversely impact the health of the Trust's employees, borrowers, counterparties and other stakeholders.

The full extent of the duration and impact that COVID-19, including any regulatory responses to the outbreak, will have on the Canadian, United States and global economies and the Trust's business is highly uncertain and difficult to predict.

### **Real Property Ownership**

All real property investments are subject to elements of risk. Such investments are affected by general economic conditions, local real estate markets, demand for multi-unit residential premises, competition from other available residential premises and various other factors.

Certain significant expenditures, including property taxes, capital repair and replacement costs, maintenance costs, mortgage payments, insurance costs and related charges must be made throughout the period of ownership of real property regardless of whether the property is producing any income. If Centurion Apartment REIT is unable to meet mortgage payments on any property, losses could be sustained as a result of the mortgagee's exercise of its rights of foreclosure or sale.

Real property investments tend to be relatively illiquid, with the degree of liquidity generally fluctuating in relation to demand for and the perceived desirability of such investments. Such illiquidity may tend to limit Centurion Apartment REIT's ability to vary its portfolio promptly in response to changing economic or investment conditions. If Centurion Apartment REIT was required to liquidate its real property investments, the proceeds to Centurion Apartment REIT might be significantly less than the aggregate value of its properties on a going-concern basis.

Centurion Apartment REIT will be subject to the risks associated with debt financing, including the risk that existing mortgage indebtedness secured by the Properties will not be able to be refinanced or that the terms of such refinancing will not be as favourable as the terms of existing indebtedness.

### **Development Risks**

Centurion Apartment REIT may, directly or indirectly, invest in real estate development projects. Any existing or future development investments of the REIT will entail certain risks, including the expenditure of funds on and devotion of management's time to evaluating projects that may not come to fruition; the risk that development costs of a project may exceed original estimates, possibly making the project uneconomical; the risk of construction overrun or other unforeseeable delays, during which the interest rate and leasing risk may fluctuate; the risk that occupancy rates and rents at a completed project will be less than anticipated or that there will be vacant space at the project; the risk that expenses at a completed development will be higher than anticipated; and the risk that permits and other governmental approvals will not be obtained. In addition, the REIT's future real estate development investments may require a significant investment of capital. The REIT may be required to obtain funds for its capital expenditures and operating activities, if any, through cash flow from operations, property sales or financings. If the REIT is unable to obtain such funds, it may have to defer or otherwise limit certain development activities.

### **Future Property Acquisitions**

While Centurion Apartment REIT may enter into non-binding letters of intent with respect to properties under review, there can be no assurance that such properties will be acquired. Accordingly, there can be no assurance that Centurion Apartment REIT will be able to acquire Properties at the rates of return that the Asset Manager is targeting. No forecast has been made for the acquisition of properties under review.

## **Revenue Producing Properties**

The Properties generate income through rental payments made by the tenants thereof. Upon the expiry of any lease, there can be no assurance that such lease will be renewed or the tenant replaced. The terms of any subsequent lease may be less favorable to Centurion Apartment REIT than the existing lease. Unlike commercial leases which generally are “net” leases and allow a landlord to recover expenditures, residential leases are generally “gross” leases, and the landlord is not able to pass on costs to its tenants.

## **No Guarantees or Insurance on Mortgage Investments**

A Mortgage borrower’s obligations to the Centurion Apartment REIT or any other person are not guaranteed by the Government of Canada, the government of any province or any agency thereof nor are they insured under the National Housing Act (Canada). In the event that additional security is given by the borrower or a third party or that a private guarantor guarantees the Mortgage borrower’s obligations, there is no assurance that such additional security or guarantee will be available or sufficient to make Centurion Apartment REIT whole if and when resort is to be had thereto.

## **Risks Related to Mortgage Extensions and Mortgage Defaults**

The Asset Manager may from time to time deem it appropriate to extend or renew the term of a Mortgage past its maturity, or to accrue the interest on a Mortgage, in order to provide the borrower with increased repayment flexibility. The Asset Manager generally will do so if it believes that there is a very low risk to Centurion Apartment REIT of not being repaid the full principal and interest owing on the Mortgage. In these circumstances, however, Centurion Apartment REIT is subject to the risk that the principal and/or accrued interest of such Mortgage may not be repaid in a timely manner or at all, which could impact the cash flows of Centurion Apartment REIT during and after the period in which it is granting this accommodation. Further, in the event that the valuation of the asset has fluctuated substantially due to market conditions, there is a risk that Centurion Apartment REIT may not recover all or substantially all of the principal and interest owed to it in respect of such Mortgage.

When a Mortgage is extended past its maturity, the loan can either be held over on a month-to-month basis or renewed for an additional term at the time of its maturity. Notwithstanding any such extension or renewal, if the borrower subsequently defaults under any terms of the loan, the Mortgage Servicer has the ability to exercise its Mortgage enforcement remedies in respect of the extended or renewed Mortgage. Exercising Mortgage enforcement remedies is a process that requires a significant amount of time to complete, which could adversely impact the cash flows of Centurion Apartment REIT during the period of enforcement. In addition, as a result of potential declines in Real Property values, the priority ranking of the Mortgage and other factors, there is no assurance that Centurion Apartment REIT will be able to recover all or substantially all of the outstanding principal and interest owed to it in respect of such Mortgages by the Mortgage Service Provider’s exercise of Mortgage enforcement remedies for the benefit of Centurion Apartment REIT. Should Centurion Apartment REIT be unable to recover all or substantially all of the principal and interest owed to it in respect of such Mortgage loans, the assets of Centurion Apartment REIT would be reduced, and the returns, financial condition and results of operations of Centurion Apartment REIT could be adversely impacted.

## **Foreclosure or Power of Sale and Related Costs on Mortgage Investments**

One or more borrowers could fail to make payments according to the terms of their loan, and Centurion Apartment REIT could therefore be forced to exercise its rights as mortgagee. The recovery of a portion of Centurion Apartment REITs assets may not be possible for an extended period of time during this process and there are circumstances where there may be complications in the enforcement of Centurion Apartments REIT’s rights as mortgagee. Legal fees and expenses and other costs incurred by Centurion Apartment REIT in enforcing its rights as mortgagee against a defaulting borrower are usually recoverable from the borrower directly or through the sale of the mortgaged property by power of sale or otherwise, although there is no assurance that they will actually be recovered. In the event that these expenses are not recoverable they will be borne by Centurion Apartment REIT.

Furthermore, certain significant expenditures, including property taxes, capital repair and replacement costs, maintenance costs, Mortgage payments to prior charge holders, insurance costs and related charges must be made through the period of ownership of real property regardless of whether Mortgage payments are being made. Centurion Apartment REIT may therefore be required to incur such expenditures to protect its investment, even if the borrower is not honouring its contractual obligations.

## **Litigation Risks**

Centurion Apartment REIT may, from time to time, become involved in legal proceedings in the course of its business. The costs of litigation and settlement can be substantial and there is no assurance that such costs will be recovered in whole or at all. During litigation involving a borrower in respect of a Mortgage, Centurion Apartment REIT may not be receiving payments of interest on a Mortgage that is the subject of litigation, thereby impacting cash flows. The unfavorable resolution of any legal proceedings could have an adverse effect on the Centurion Apartment REIT and its financial position and results of operations that could be material.

## **Competition for Real Property Investments**

Centurion Apartment REIT competes for suitable real property investments with individuals, corporations and institutions (both Canadian and foreign) and other real estate investment trusts which are presently seeking, or which may seek in the future, real property investments similar to those desired by Centurion Apartment REIT. A number of these investors may have greater financial resources than those of Centurion Apartment REIT or operate without the investment or operating guidelines of Centurion Apartment REIT or according to more flexible conditions. An increase in the availability of investment funds, and an increase in interest in real property investments, may tend to increase competition for real property investments, thereby increasing purchase prices and/or reducing the yield on them.

## **Competition for Tenants**

The real estate business is competitive. Numerous other developers, managers and owners of properties compete with Centurion Apartment REIT in seeking tenants. The existence of competing developers, managers and owners for Centurion Apartment REIT's tenants could have an adverse effect on Centurion Apartment REIT's ability to lease suites in its properties and on the rents charged.

## **Interest Rates**

It is anticipated that the market price for the REIT Units at any given time may be affected by the level of interest rates prevailing at that time. A rise in interest rates may have a negative effect on the market price of the REIT Units. A decrease in interest rates may encourage tenants to purchase condominiums or other types of housing, which could result in a reduction in demand for rental properties. Changes in interest rates may also have effects on vacancy rates, rent levels, refurbishing costs and other factors affecting Centurion Apartment REIT's business and profitability.

## **Debt Financing**

Centurion Apartment REIT is subject to the risks associated with debt financing, including the risk that Centurion Apartment REIT may be unable to make interest or principal payments or meet loan covenants, the risk that defaults under a loan could result in cross defaults or other lender rights or remedies under other loans, and the risk that existing indebtedness may not be able to be refinanced or that the terms of such refinancing may not be as favourable as the terms of existing indebtedness. A portion of Centurion's Acquisition and Operating Facilities are at floating interest rates, and accordingly, changes in short-term borrowing will affect Centurion Apartment REIT's costs of borrowing.

## **General Economic and Political Conditions**

Centurion Apartment REIT is affected by general economic conditions, local real estate markets, competition from other available rental premises, including new developments, and various other factors. The competition for tenants also comes from opportunities for individual home ownership, including condominiums, which can be particularly attractive when home mortgage loans are available at relatively low interest rates. The existence of competing developers, managers and owners for Centurion Apartment REIT's tenants could have an adverse effect on Centurion Apartment REIT's ability to lease suites in its properties and on the rents charged, increased leasing and marketing costs and increased refurbishing costs necessary to lease and re-lease suites, all of which could adversely affect Centurion Apartment REIT's revenues and, consequently, its ability to meet its obligations. In addition, any increase in the supply of available space in the markets in which Centurion Apartment REIT operates or may operate could have an adverse effect on Centurion Apartment REIT.

The success of the Trust's activities may also be affected by other general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, and national and international political circumstances including wars, public health crises, such as epidemics and pandemics, natural disasters, terrorist acts or security operations. The macroeconomic

environment is complex stemming from the evolving COVID-19 pandemic, characterized with high headline inflation, supply chain pressures, social unrest, and uncertainty over the pace and timing of future central bank rate hikes.

### **General Uninsured Losses**

Centurion Apartment REIT carries comprehensive general liability, fire, flood, extended coverage, rental loss and pollution insurance with policy specifications, limits and deductibles customarily carried for similar properties. There are, however, certain types of risks (generally of a catastrophic nature such as from wars) which are either uninsurable or not insurable on an economically viable basis. Centurion Apartment REIT has insurance for earthquake risks, subject to certain policy limits, deductibles, and self-insurance arrangements, and will continue to carry such insurance if economical to do so. Should an uninsured or underinsured loss occur, Centurion Apartment REIT could lose its investment in, and anticipated profits and cash flows from, one or more of its Properties, but Centurion Apartment REIT would continue to be obligated to repay any recourse mortgage indebtedness on such Properties.

### **Availability of Cash for Distributions**

Distributable income is calculated before deducting items such as principal repayments and capital expenditures and, accordingly, may exceed actual cash available to Centurion Apartment REIT from time to time. Centurion Apartment REIT may be required to use part of its debt capacity or raise additional equity in order to accommodate such items, and there can be no assurance that funds from such sources will be available on favourable terms or at all. In such circumstances, distributions may be reduced or suspended, which may therefore also have an adverse impact on the market price of the REIT Units. Accordingly, cash distributions are not guaranteed and cannot be assured. Further, Distributable Income can exceed net income and have the result of an erosion of Adjusted Unitholder's Equity. See "Distribution Policy".

Distributable Income is calculated in accordance with Centurion Apartment REIT's Declaration of Trust. Distributable Income is not a measure recognized under Canadian generally accepted accounting principles and does not have a standardized meaning prescribed by IFRS. Distributable income is presented herein because management of Centurion Apartment REIT believes this non-IFRS measure is a relevant measure of the ability of Centurion Apartment REIT to earn and distribute cash returns to REIT Unitholders. Distributable Income as computed by Centurion Apartment REIT may differ from similar computations as reported by other similar organizations and, accordingly, may not be comparable to distributable income as reported by such organizations. Distributable income is calculated by reference to the net income of Centurion Apartment REIT on a consolidated basis, as determined in accordance with IFRS, subject to certain adjustments as set out in the constating documents of Centurion Apartment REIT.

### **Government Regulation**

Centurion Apartment REIT currently has interests in properties located in the provinces of Ontario and Quebec. The nature of apartment construction and operation is such that refurbishment and structural repairs are required periodically, in addition to regular ongoing maintenance. In addition, legislation relating to, among other things, environmental and fire safety standards is continually evolving, and changes thereto may give rise to ongoing financial and other obligations of Centurion Apartment REIT, the costs of which may not be fully recoverable from tenants.

Multi-unit residential rental properties are subject to rent control legislation in most provinces in Canada. Each province in which the Trust operates maintains distinct regulations with respect to tenants' and landlords' rights and obligations. The legislation in various degrees provides restrictions on the ability of a landlord to increase rents above an annually prescribed guideline or require the landlord to give tenants sufficient notice prior to an increase in rent or restricts the frequency of rent increases permitted during the year. The annual rent increase guidelines as per applicable legislation attempts to link the annual rent increases to some measure of changes in the cost-of-living index over the previous year. The legislation also, in most cases, provides for a mechanism to ensure rents can be increased above the guideline increases for extraordinary costs. As a result of rent controls, the Trust may incur property capital investments in the future that will not be fully recoverable from rents charged to the tenants. Applicable legislation may be further amended in a manner that may adversely affect the ability of the Trust to maintain the historical level of cash flow from its properties. In addition, applicable legislation provides for compliance with several regulatory matters involving tenant evictions, work orders, health and safety issues, fire and maintenance standards, etc.



## **Environmental Matters**

Environmental and ecological legislation and policies have become increasingly important, and generally restrictive. Under various laws, Centurion Apartment REIT could become liable for the costs of removal or remediation of certain hazardous or toxic substances released on or in its properties or disposed of at other locations. The failure to remove or remediate such substances, if any, may adversely affect an owner's ability to sell such real estate or to borrow using such real estate as collateral, and could potentially also result in claims against the owner by private plaintiffs. Where a property is purchased and new financing is obtained, Phase I Environmental Assessments are performed by an independent and experienced environmental consultant. In the case of mortgage assumption, the vendor will be asked to provide a satisfactory Phase I and/or Phase II Environmental Assessment that the Asset Manager will rely upon and/or determine whether an update is necessary.

## **Unitholder Liability**

The Declaration of Trust provides that no Unitholder will be subject to any liability whatsoever to any person in connection with the holding of a Unit. In addition, legislation has been enacted in the Province of Ontario and certain other provinces and territories that is intended to provide Unitholders in those provinces and territories with limited liability. However because of uncertainties in the law relating to investment trusts, there is a risk, which is considered by counsel to be remote in the circumstance, that a REIT Unitholder could be held personally liable for obligations of Centurion Apartment REIT (to the extent that claims are not satisfied by Centurion Apartment REIT) in respect of contracts which Centurion Apartment REIT enters into and for certain liabilities arising other than out of contracts including claims in tort, claims for taxes and possibly certain other statutory liabilities. The Trustees intend to cause Centurion Apartment REIT's operations to be conducted in such a way as to minimize any such risk including by obtaining appropriate insurance and, where feasible, attempting to have every material written contract or commitment of Centurion Apartment REIT contain an express disavowal of liability against Unitholders.

## **Dependence on Key Personnel**

In assessing the risk of an investment in the Units offered hereby, potential investors should be aware that they will be relying on the good faith, experience and judgment of the directors and officers of the Asset Manager to manage the business and affairs of the Trust. The management of the Trust depends on the services of certain key personnel. The termination of employment by the Asset Manager or the Property Manager of any of these key personnel could have a materially adverse effect on the Trust.

There is no guarantee that the directors and officers of the Asset Manager or the Board of Trustees will remain unchanged. It is contemplated that the directors, officers and employees of the Asset Manager will devote to the Trust's affairs only such time as may be reasonably necessary to conduct its business.

## **Cyber-Security**

The Trust maintains confidential information regarding its tenants, borrowers, business plans, strategy and potential origination opportunities in its computer systems. The Trust also maintains an Internet website. Despite the implementation of network security measures, this infrastructure may be subject to physical break-ins, computer viruses, malware, programming errors, cyber-attacks by third parties (such as ransomware) and other similar disruptions. A security breach of computer systems could disrupt operations, damage reputation, result in legal or regulatory liability, and/or have a material adverse effect on the Trust. If the Trust's network security is penetrated or its sensitive data is misappropriated, the Trust could be subject to liability or its business could be interrupted, and any of these developments could have a material adverse effect on the Trust's business, results of operations and financial condition. Since the start of the COVID-19 pandemic, the Trust's operations have been largely conducted remotely, which may impact the physical security of the Trust's devices, and create an increased risk of unauthorized access to, or disclosure of, confidential and personal information. Cyber-security risk has increased since the onset of the COVID-19 pandemic through various forms of attacks, such as phishing emails. The Trust expects to continue with a hybrid work environment following the pandemic.

## **Failure or Unavailability of Computer and Data Processing Systems and Software**

The REIT is dependent upon the successful and uninterrupted functioning of its computer and data processing systems and software. The failure or unavailability of these systems could interrupt operations or materially impact the REIT's ability to collect revenues and make payments. If sustained or repeated, a system failure or loss of data could negatively and materially adversely affect the ability of the REIT to discharge its duties and the impact on Centurion Apartment REIT may be material.

## Potential Conflicts of Interest

Centurion Apartment REIT may be subject to various conflicts of interest because of the fact that the Trustees and senior officers of Centurion Apartment REIT, the Asset Manager, the Mortgage Manager and the Mortgage Servicer are engaged in a wide range of real estate and other business activities. Centurion Apartment REIT may become involved in transactions which conflict with the interests of the foregoing. The Trustees may from time-to-time deal with persons, firms, institutions, or corporations with which Centurion Apartment REIT may be dealing, or which may be seeking investments similar to those desired by Centurion Apartment REIT. The interests of these persons could conflict with those of Centurion Apartment REIT. In addition, from time to time, these persons may be competing with Centurion Apartment REIT for available investment opportunities.

The Asset Manager, the Mortgage Manager, and the Mortgage Servicer (collectively, the “**Service Providers**”) are not owned by Centurion Apartment REIT. Employees of the Asset Manager serve as senior management of Centurion Apartment REIT pursuant to the Asset Management Agreement. This could create conflicts of interest between the Asset Manager, the Mortgage Manager and the Mortgage Servicer and Centurion Apartment REIT.

Additionally, the Warehouse Agreement between the Trust, and Centurion Financial Trust and the arrangements thereunder may give rise to certain conflicts of interest, including with respect to (i) any Property Purchase Options or Property Offer Options (and the valuation and transfer thereof), (ii) the valuation and transfer of Warehoused Mortgages and/or Warehoused Other Investments between the Trust and Centurion Apartment REIT and (iii) the allocation of risk as between the Trust and Centurion Apartment REIT. The Asset Manager will follow procedures established by the Board of Trustees that are designed to ensure an appropriate allocation of risk under the Warehouse Agreement and related arrangements.

*Centurion Apartment REIT is a connected issuer, and may be considered to be a related issuer, of Centurion Asset Management Inc. (the “Asset Manager”), its asset manager and an exempt market dealer, investment fund manager, and restricted portfolio manager in certain jurisdictions, in connection with the distribution of the REIT’s securities hereunder, which may result in potential conflicts of interest. Centurion Apartment REIT is a connected issuer of the Asset Manager due to the factors described in this Offering Memorandum under “Relationship between Centurion Apartment REIT, The Asset Manager and Affiliates of The Asset Manager” as a result of the fact that the President of Centurion Apartment REIT and the Asset Manager are the same and Mr. Gregory Romundt indirectly owns all of the shares of the Asset Manager, the Mortgage Manager and the Mortgage Servicer. Centurion Apartment REIT may be considered to be a related issuer of the Asset Manager by virtue of the Asset Manager’s right to appoint a prescribed number of nominees to the board of trustees of Centurion Apartment REIT.*

The Centurion Apartment REIT Declaration of Trust contains “conflict of interest” provisions requiring Trustees to disclose material interests in Material Contracts and transactions and to refrain from voting thereon.

## Allocation of Investment Opportunities

There may be instances in which Centurion Apartment REIT and CFIT have an interest in the same investment opportunity. For example, Centurion Apartment REIT may invest in long term real-estate properties and CFIT may from time to time invest in Mortgage Assets. In the event that Centurion Apartment REIT and CFIT are interested in pursuing the same investment opportunity, the Asset Manager will seek to allocate investment opportunities on a basis which it determines to be fair and reasonable. However, there is no requirement that the Asset Manager allocate investment opportunities on a pro-rata basis among Centurion Apartment REIT and CFIT. Additionally, there may be situations where an investment opportunity is allocated to CFIT despite Centurion Apartment REIT having an interest in such an investment opportunity.

## Tax-Related Risks

There can be no assurance that income tax laws and the treatment of mutual fund trusts will not be changed in a manner which adversely affects Centurion Apartment REIT or the Unitholders.

If Centurion Apartment REIT fails or ceases to qualify as a mutual fund trust for the purposes of the Tax Act, the tax consequences described under “Canadian Federal Income Tax Considerations” and “Eligibility for Investment” would in some respects be materially and adversely different. In addition, REIT Unitholders may become subject to provincial taxes, such as Ontario Land Transfer Tax, in respect of their REIT Units.

If investments in Centurion Apartment REIT become publicly listed or traded, there can be no assurances that Centurion Apartment REIT will not be subject to the SIFT Rules, as described under “Canadian Federal Income Tax Considerations – SIFT Rules”, at that time. Centurion Apartment REIT or its subsidiaries may be reassessed for taxes from time to time. Such reassessments together with associated interest and penalties could adversely affect Centurion Apartment REIT.

The Tax Act contains loss restriction rules that could result in unintended tax consequences for unitholders, including an unscheduled allocation of income or capital gains that must be included in a unitholder’s income for Canadian income tax purposes. If Centurion Apartment REIT experiences a “loss restriction event”, it will: (i) be deemed to have a year-end for Canadian tax purposes whether or not Centurion Apartment REIT has losses (which would trigger an allocation of Centurion Apartment REIT’s net income and net realized capital gains to unitholders to ensure that Centurion Apartment REIT itself is not subject to tax on such amounts); and (ii) Centurion Apartment REIT will become subject to the Canadian loss restriction rules that generally apply to corporations, including a deemed realization of any unrealized capital losses and disallowance of its ability to carry forward capital losses. Generally, Centurion Apartment REIT will be subject to a loss restriction event if a person becomes a “majority-interest beneficiary”, or a group of persons becomes a “majority-interest group of beneficiaries”, of Centurion Apartment REIT, as those terms are defined in the affiliated persons rules contained in the Tax Act, with certain modifications. Generally, a majority-interest beneficiary of Centurion Apartment REIT is a beneficiary in the income or capital, as the case may be, of Centurion Apartment REIT who, together with the beneficial interests of persons and partnerships with whom the beneficiary is affiliated, has a fair market value that is greater than 50% of the fair market value of all the interests in the income or capital, as the case may be, of Centurion Apartment REIT. A loss restriction event could occur because a particular unitholder or an affiliate acquires REIT Units of Centurion Apartment REIT or because another person redeems REIT Units of Centurion Apartment REIT. Pursuant to paragraph 251.2(3)(f) of the Tax Act, Centurion Apartment REIT will not be subject to the loss restriction event rules where a person becomes a “majority-interest beneficiary” or group of persons becomes a “majority-interest group of beneficiaries” from the acquisition or disposition of units of Centurion Apartment REIT at any time if (i) Centurion Apartment REIT is an “investment fund” immediately before that time, and (ii) the acquisition or disposition, as the case may be, is not part of a series of transactions or events that includes Centurion Apartment REIT ceasing to be an “investment fund”. An “investment fund” generally includes a trust that is (i) a “mutual fund trust” throughout the period that begins the later of March 21, 2013 and the end of the calendar in which the trust is created, and (ii) at all times throughout the period that begins at the later of March 21, 2013 and the time of its creation, the trust (A) is resident in Canada, (B), all the beneficiaries under the trust hold fixed interests described by reference to units of the trust, (C) follows a reasonable policy of investment diversification, (D) limits its undertaking to the investing of its funds in property, (E) does not alone, or as a member of a group of persons, control a corporation, and (F) does not hold certain property (as detailed in the Tax Act).

Under U.S. withholding tax and reporting requirements, commonly referred to as the Foreign Account Tax Compliance Act (“FATCA”), Centurion Apartment REIT is required to collect information from all of its Unitholders and directly or indirectly provide that information to the U.S. Internal Revenue Service (the “IRS”) in order to avoid a 30% U.S. withholding tax on the receipt of certain payments of: (1) U.S. source income (such as interest, dividends and other passive income) and (2) gross proceeds from the sale or disposition of property that can produce U.S. source interest or dividends made to Centurion Apartment REIT. To achieve the U.S. objectives of FATCA in a manner that is consistent with Canada’s privacy and other laws, Canada enacted Part XVIII (“Part XVIII”) of the Tax Act and signed an Intergovernmental Agreement with the U.S. for the Enhanced Exchange of Tax Information under the Canada-U.S. Tax Convention (the “Canada-U.S. IGA”) and accordingly, Centurion Apartment REIT is generally required to conduct due diligence regarding its Unitholders and (where applicable) their beneficial owners, and to annually report to the CRA certain information regarding their U.S. Unitholders, including information regarding their name, address, and Taxpayer Identification Number. The CRA has agreed to provide this information to the IRS. In addition, Canada has signed the Organisation for Economic Co-operation and Development (“OECD”) Multilateral Competent Authority Agreement and Common Reporting Standard (“CRS”). The CRS is a global model for the automatic exchange of information on certain financial accounts that is similar in many ways to FATCA. More than 95 countries, including Canada, have agreed to implement the CRS (referred to as “CRS participating countries”). Canada has enacted legislation under Part XIX (“Part XIX”) of the Tax Act, which requires the annual reporting of information to the CRA since May 2018. In addition, the CRA will then proceed to exchange information with those CRS participating countries with which Canada has a tax exchange agreement. Generally, the CRS will require Centurion Apartment REIT to identify the tax residency status of, and other information relating to, their REIT Unitholders who are resident for tax purposes in any country other than Canada or the U.S.

If a REIT Unitholder does not provide the information required to comply with these obligations under Part XVIII and/or Part XIX, as the case may be, the REIT Unitholder's Units may be redeemed at the sole discretion of Centurion Apartment REIT without prior notice to such REIT Unitholder. Notwithstanding the foregoing, Centurion Apartment REIT's due diligence and reporting obligations under FATCA and CRS will not apply with respect to the following type of accounts, namely: registered retirement savings plans, registered retirement income funds, pooled registered pension plans, registered pension plans, tax-free savings accounts, and deferred profit-sharing plans. If Centurion Apartment REIT fails to meet its obligations under Part XVIII and/or Part XIX, as the case may be, it may be subject to the offences and punishment of the Tax Act. The administrative costs arising from compliance with FATCA and CRS may cause an increase in the operating expenses of Centurion Apartment REIT or other underlying fund(s) in which Centurion Apartment REIT has invested, directly or indirectly, thereby reducing returns to REIT Unitholders. Investors should consult their own tax advisors regarding the possible implications of FATCA, Part XVIII, the Canada-U.S. IGA and CRS and Part XIX on their investment and the entities through which they hold their investment.

### **Critical Estimates, Assumptions and Judgements**

The preparation of financial statements as per IFRS requires management to make judgments, assumptions and estimates that affect the reported amounts in the consolidated financial statements. Actual results could differ from these estimates. Financial statement carrying values, in addition to other factors (See "VALUATION POLICY"), serve as the basis for the calculation of the Fair Market Value of REIT Units. If such carrying values should prove to be incorrect, the Fair Market Value of the REIT Units could be different. To the extent that the carrying values or critical estimates, assumptions and judgements are inaccurate, and given that property portfolio values, which comprise the vast majority of the REITs assets, are calculated quarterly on a lagging basis, the Posted Price per REIT Unit in any given month may be understated or overstated as the case may be. In light of the foregoing, there is a risk that a Unitholder who redeems all or part of its Units will be paid an amount less than it would otherwise be paid if the critical estimates, assumptions and judgements were different and that the calculation of property values wasn't calculated on a quarterly basis and thus potentially lagging the market. Similarly, there is a risk that such Unitholder might, in effect, be overpaid if the actual Fair Market Value is lower than the calculated Fair Market Value. In addition, there is a risk than an investment in the REIT by a new Unitholder (or an additional investment by an existing Unitholder) could dilute the value of such investments for the other Unitholders if the Posted Price of the REIT Units is higher than the actual Fair Market Value of the REIT Units. Further, there is a risk that a new Unitholder (or an existing Unitholder than makes an additional investment) could pay more than it might otherwise if the actual Fair Market Value of the REIT Units is lower than the Posted Price. Centurion Apartment REIT does not intend to adjust the Fair Market Value of the REIT retroactively.

As set forth in the definitions of "Fair Market Value", the value of the REIT Units is determined by the Trustees, in their sole discretion, using reasonable methods of determining fair market value. Fair Market Value may or may not be equal to the net asset value of the Units. The description of the methodology of investment property valuations and the calculation of Fair Market Value and Post Prices of REIT Units reflects the methodology used by the Trustees as at the date hereof in calculating Fair Market Value. The Trustees may, in their discretion, adopt alternative methodologies to calculate investment property values and Fair Market Value from time to time, without notice to, or approval by, REIT Unitholders.

### **Lack of Independent Experts Representing Unitholders**

Each of Centurion Apartment REIT and the Asset Manager has consulted with legal counsel regarding the formation and terms of the REIT and the offering of Units. Unitholders have not, however, been independently represented. Therefore, to the extent that the REIT, Unitholders, or this offering could benefit by further independent review, such benefit will not be available. Each prospective investor should consult his or her own legal, tax and financial advisors regarding the desirability of purchasing Units and the suitability of investing in the REIT.

### **Joint Arrangements**

Centurion Apartment REIT may invest in, or be a participant in, joint arrangements and partnerships with third parties in respect of the mortgage investments and/or other real estate investments. A joint arrangement or partnership involves certain additional risks which could result in additional financial demands, increased liability and a reduction in the Asset Manager's control over the mortgage investments and/or the other real estate investments and its ability to sell the REIT's interests in a mortgage investment and/or other real estate investments within a reasonable time frame.

## **Dilution**

The number of REIT Units Centurion Apartment REIT is authorized to issue is unlimited. The Centurion Apartment REIT Trustees have the discretion to issue additional REIT Units in other circumstances, pursuant to Centurion Apartment REIT's various incentive plans. Any issuance of additional REIT Units may have a dilutive effect on the holders of REIT Units.

## **Restrictions on Potential Growth and Reliance on Credit Facilities**

The payout by Centurion Apartment REIT of a substantial part of its operating cash flow could adversely affect Centurion Apartment REIT's ability to grow unless it can obtain additional financing. Such financing may not be available, or renewable, on attractive terms or at all. In addition, if current credit facilities were to be cancelled or could not be renewed at maturity on similar terms, Centurion Apartment REIT could be materially and adversely affected.

## **Potential Inability to Fund Investments**

Centurion Apartment REIT may commit to making future investments in anticipation of repayment of principal outstanding and/or the payment of interest under existing Mortgage investments and/or in reliance on its credit facilities. In the event that such repayments of principal or payments of interest are not made, or where credit facilities aren't available, Centurion Apartment REIT may be unable to advance some or all of the funds required to be advanced pursuant to the terms of its commitments and may be required to obtain interim financing and to fund such commitments or face liability in connection with its failure to make such advances.

## **Liquidity of REIT Units and Redemption Risk**

The REIT Units are not listed on an exchange. There is currently no secondary market through which the REIT Units may be sold, there can be no assurance that any such market will develop, and the REIT has no current plans to develop such a market. Accordingly, the sole method of liquidation of an investment in REIT Units is by way of a redemption of the REIT Units. Aggregate redemptions are limited to \$50,000 per month unless approved by the Board of Trustees. Accordingly, in the event that the REIT experiences a large number of redemptions, the REIT may not be able to satisfy all of the redemption requests. Depending upon the Purchase Option selected and the amount of time the REIT Units have been held, there may be a Deferred Sales Charge or Short-Term Trading Fee associated with an early redemption (see "Redemption of REIT Units").

## **Nature of REIT Units**

The REIT Units are not the same as shares of a corporation. As a result, the Unitholders will not have the statutory rights and remedies normally associated with share ownership, such as the right to bring "oppression" or "derivative" actions.

## **CERTAIN SECURITIES LAWS MATTERS**

### **Representations of Subscribers**

Each Subscriber of Units will be deemed to have represented to Centurion Apartment REIT, the underwriters and any dealer who sells the Units to such Subscriber that:

- (a) the offer and sale of REIT Units was made exclusively through the final version of the Offering Memorandum and was not made through an advertisement of the REIT Units in any printed media of general and regular paid circulation, radio, television or telecommunications, including electronic display, or any other form of advertising in Canada;
- (b) it has reviewed and acknowledges the terms referred to above under the section entitled "Resale Restrictions";
- (c) where required by law, it is purchasing as principal, or is deemed to be purchasing as principal in accordance with applicable Canadian securities laws in which it is resident, for its own account and not as agent for the benefit of another person;
- (d) it is an accredited or eligible investor as defined in NI 45-106 if resident in a province in Canada; and

- (e) it is not a person created or used solely to purchase or hold the REIT Units as an accredited investor as described in paragraph (m) of the definition of accredited investor in section 1.1 of NI 45-106.
- (f) In addition, each resident of Ontario who purchases the REIT Units will be deemed to have represented to Centurion Apartment REIT, the underwriters and each dealer from whom a purchase confirmation is received, that such Subscriber:
  - (i) has been notified by Centurion Apartment REIT:
  - (ii) that Centurion Apartment REIT may be required to provide certain personal information ("personal information") pertaining to the Subscriber as required to be disclosed in Schedule I of Form 45-106F1 under NI 45-106 (including its name, address, telephone number and the number and value of any REIT Units purchased), which Form 45-106F1 may be required to be filed by the Company under NI 45-106;
  - (iii) that such personal information may be delivered to the Ontario Securities Commission (the "OSC") in accordance with NI 45-106;
  - (iv) that such personal information is collected indirectly by the OSC under the authority granted to it under the securities legislation of Ontario;
  - (v) that such personal information is collected for the purposes of the administration and enforcement of the securities legislation of Ontario; and
  - (vi) that the public official in Ontario who can answer questions about the OSC's indirect collection of such personal information is the Administrative Assistant to the Director of Corporate Finance at the OSC, Suite 1903, Box 55, 20 Queen Street West, Toronto, Ontario M5H 3S8, Telephone: (416) 593-8086; and
  - (vii) has authorized the indirect collection of the personal information by the OSC.

Furthermore, the Subscriber acknowledges that its name, address, telephone number and other specified information, including the number of REIT Units it has purchased and the aggregate purchase price paid by the Subscriber, may be disclosed to other Canadian securities regulatory authorities and may become available to the public in accordance with the requirements of applicable Canadian laws. By purchasing REIT Units, the Subscriber consents to the disclosure of such information.

### **Resale Restrictions**

The distribution of the REIT Units in Ontario is being made on a private placement basis only and is exempt from the requirement that Centurion Apartment REIT prepare and file a prospectus with the relevant Canadian securities regulatory authorities. Accordingly, any resale of the REIT Units must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with prospectus and dealer registration requirements or exemptions from the prospectus and dealer registration requirements and having been approved by the Trustees. Subscribers of REIT Units are advised to seek legal advice prior to any resale of the REIT Units.

The REIT Units are not listed on an exchange. There is currently no secondary market through which the REIT Units may be sold, there can be no assurance that any such market will develop, and the REIT has no current plans to develop such a market. Accordingly, the sole method of liquidation of an investment in REIT Units is by way of a redemption of the REIT Units. Aggregate redemptions are limited to \$50,000 per month unless approved by the Board of Trustees. Accordingly, in the event that the REIT experiences a large number of redemptions, the REIT may not be able to satisfy all of the redemption requests. Depending upon the Purchase Option selected and the amount of time the REIT Units have been held, there may be a Deferred Sales Charge or Short-Term Trading Fee associated with an early redemption (see "Redemption of REIT Units").

### **Purchasers' Rights of Action**

**If you purchase these securities you will have certain rights, some of which are described below. For information about your rights you should consult a lawyer.**

The following is a summary of the statutory or contractual rights of action for damages or rescission which may be available to a purchaser of Units. Applicable securities laws in certain jurisdictions provide purchasers, or require purchasers be provided, with remedies for rescission or damages, or both, if this Offering Memorandum or any amendment to it or any information or documents incorporated or deemed to be incorporated herein by reference contains a misrepresentation. However, these remedies must be exercised within the time limits prescribed. Purchasers should refer to the applicable legislative

provisions for the complete text of these rights and/or consult with a legal advisor. See ITEM 13: Purchaser's Rights.

Any Offering Memorandum marketing materials related to the Offering and which are delivered or made reasonably available to a purchaser before the closing of that purchaser's subscription for Units are deemed to be incorporated by reference in this Offering Memorandum.

Any Offering Memorandum marketing materials related to the Offering and which are delivered or made reasonably available to a purchaser before the closing of that purchaser's subscription for Units are deemed to be incorporated by reference in this Offering Memorandum.

### **TWO-DAY CANCELLATION RIGHT**

If you are purchasing Units pursuant to the offering memorandum exemption contained in Section 2.9 of National Instrument 45-106 *Prospectus Exemptions*, you can cancel your agreement to purchase the Units offered pursuant to this Offering Memorandum. To do so, you must send a notice to the Asset Manager by midnight on the 2nd business day after you sign the subscription agreement to buy the Units.

### **Language of Documents**

Upon receipt of this document, each investor hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of securities described herein (including for greater certainty any purchase confirmation or notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

## ANCILLARY MATTERS

### Material Contracts

The following is a list of all material documents related to Centurion Apartment REIT:

- The Declaration of Trust of Centurion Apartment REIT;
- The Centurion Operating Trust Indenture;
- The Centurion Operating Trust Note Indenture;
- The Asset Management Agreement;
- The Exchange Agreement;
- The Rollover Agreement;
- The CAP I LP and CAP II LP Limited Partnership Agreements;
- The Investment Warehouse Agreement; and
- The Asset Transfer Agreement.

The Material Contracts are available for review by potential investors at the offices of the REIT and some are also online at [www.centurion.ca](http://www.centurion.ca)

### Auditor, Transfer Agent and Registrar

KPMG LLP is the auditor of Centurion Apartment REIT. The Investment Administration Solution Inc. is both the Transfer Agent and Registrar for the REIT.



**APPENDIX “A” - EXISTING PROPERTIES (AS AT MARCH 31, 2024)**

**EXISTING PROPERTIES DESCRIPTION**

Property	City	Province	Year Acquired	Notes
362 Shanty Bay Rd	Barrie	Ontario	2003	R
60 Prince Edward St	Brighton	Ontario	2004	R
21/31 Jean Ave	Kitchener	Ontario	2005	R
122 Elizabeth St	Brighton	Ontario	2006	R
277 Anderson Ave	Oshawa	Ontario	2006	R
36 & 70 Orchard View	Oshawa	Ontario	2007	R
255 Dunlop St West	Barrie	Ontario	2007	R
356 & 360 Hoffman	Kitchener	Ontario	2007	R
15, 19, 25 Hugo Cres	Kitchener	Ontario	2007	R
167 Morgan Ave	Kitchener	Ontario	2007	R
196 Churchill Rd S	Acton	Ontario	2007	R
707 & 711 Dundas St W	Whitby	Ontario	2007	R
165 Old Muskoka Rd	Gravenhurst	Ontario	2007	R
2 & 4 Yonge St	Huntsville	Ontario	2007	R
262-320 Kingswood Dr	Kitchener	Ontario	2013	R
286 Kingswood Dr	Kitchener	Ontario	2018	A
1,2,3,5, and 7 Biggin Court	Toronto	Ontario	2011	A
505-521 St. Catherine Street West & 1430 City Councillors Street	Montreal	Quebec	2011	A
6 Grand Stand Place	Toronto	Ontario	2011	A
75 Ann Street	London	Ontario	2012	A, J
1 Beaufort Street	London	Ontario	2012	A, J
83,87,89,91,93,95,97,99 St. George Street & 149,151,163,165 Ann Street	London	Ontario	2012	A
1631 Victoria Park Avenue	Toronto	Ontario	2012	A
4 & 8 Rannock St, and 880 Pharmacy Ave.	Toronto	Ontario	2012	A
173 King Street North	Waterloo	Ontario	2012	A
133-143 Woodside Avenue	Cambridge	Ontario	2012	A
25 & 45 Brierdale Road	Cambridge	Ontario	2012	A
219 St. Andrews Street	Cambridge	Ontario	2012	A
252 & 256 St. Andrews Street	Cambridge	Ontario	2012	A
26 Thorncliffe Park Drive	Toronto	Ontario	2012	A
27 Thorncliffe Park Drive	Toronto	Ontario	2012	A
50 Thorncliffe Park Drive	Toronto	Ontario	2012	A
1594 Victoria Park Avenue	Toronto	Ontario	2012	A
5 Dufresne Court	Toronto	Ontario	2013	A
1175 Dundas Street West	Mississauga	Ontario	2013	A
275 North Service Road	Mississauga	Ontario	2013	A
167 King Street North	Waterloo	Ontario	2013	A

**APPENDIX “A” - EXISTING PROPERTIES (AS AT MARCH 31, 2024)**

Property	City	Province	Year Acquired	Notes
345 King Street North	Waterloo	Ontario	2013	A
4 Antrim Crescent	Toronto	Ontario	2014	A
168 King St North	Waterloo	Ontario	2014	A
58 Holtwood Court	Dartmouth	Nova Scotia	2014	A
3707-3711 Whitelaw Lane NW	Edmonton	Alberta	2015	A
205 Oxford St	London	Ontario	2015	A
11 Wendy Court	Cambridge	Ontario	2016	A
285 North Service Road	Mississauga	Ontario	2016	A
1731-1735-1739 Victoria Park Avenue	Toronto	Ontario	2016	A
5 Schroder Cres	Guelph	Ontario	2016	A
1 Columbia St W	Waterloo	Ontario	2016	A
5501, 5549, 5601, 5649 Prefontaine Ave	Regina	Saskatchewan	2017	A, J
5960 Little Pine Loop (Sky Pointe)	Regina	Saskatchewan	2018	A
1291 North McEachern Drive (Madison Manor)	Regina	Saskatchewan	2018	A
1251, 1261, 1271, 1281 North McEachern Drive (Madison Ridge)	Regina	Saskatchewan	2018	A
31200 FM 2920 Road	Waller (USA)	USA Texas	2018	A, J
772 Hockley Avenue	Langford	British Columbia	2019	A
777 Hockley Avenue	Langford	British Columbia	2019	A
778 Hockley Avenue	Langford	British Columbia	2019	A
784 Hockley Avenue	Langford	British Columbia	2019	A
790 Hockley Avenue	Langford	British Columbia	2019	A
1488 Cook Street	Victoria	British Columbia	2019	A, J
701-721 Sterling Lyon Parkway	Winnipeg	Manitoba	2019	A, J
9930 Bellamy Hill Road NW	Edmonton	Alberta	2019	A
345, 355, 365 & 375 Bridge Lake Drive	Winnipeg	Manitoba	2019	A, J
433 Boleskine Road	Victoria	British Columbia	2019	A
2770 Claude Road	Langford	British Columbia	2019	A
13555 96th Avenue	Surrey	British Columbia	2019	A
344, 350, 360, 366 & 370 Bridge Lake Drive	Winnipeg	Manitoba	2019	A, J
765 Hockley Avenue	Langford	British Columbia	2019	A
10803 Jasper Avenue NW	Edmonton	Alberta	2019	A
10130 117 Street NW	Edmonton	Alberta	2020	A
8610 & 8620 Jasper Avenue	Edmonton	Alberta	2020	A
10903 103 Avenue NW	Edmonton	Alberta	2020	A
10904 102 Avenue NW	Edmonton	Alberta	2020	A
5000 Green Jewel Blvd (Apex)	Regina	Saskatchewan	2020	A, J
2416 16 Avenue NW	Calgary	Alberta	2020	A, J
2849 Bryn Maur Road	Langford	British Columbia	2020	A
333-337 Drysdale Boulevard	Kelowna	British Columbia	2020	A
10054 79 Ave NW	Edmonton	Alberta	2020	A

**APPENDIX “A” - EXISTING PROPERTIES (AS AT MARCH 31, 2024)**

Property	City	Province	Year Acquired	Notes
2800 West Baker Road	Baytown (USA)	USA Texas	2020	A, J
2551 Chemin des Quatre-Bourgeois, 931 and 941 Samuel-King Street	Quebec City	Quebec	2020	A
1437-1441 René-Lévesque Boulevard West	Montreal	Quebec	2020	A
18 James Street North	Waterloo	Ontario	2020	A
5885 Cavendish Boulevard	Montreal	Quebec	2021	A
1060 Goldstream Avenue	Langford	British Columbia	2021	A
1140 Mary Street North	Oshawa	Ontario	2021	A
333 Simcoe Street North	Oshawa	Ontario	2021	A
550 Lang's Road	Ottawa	Ontario	2021	A
3280 Cavendish Boulevard	Montreal	Quebec	2021	A
2854 Peatt Road	Langford	British Columbia	2021	A
821 Hockley Avenue	Langford	British Columbia	2021	A
918 McPherson Square NE	Calgary	Alberta	2021	A
5249 Dundas Street West	Toronto	Ontario	2021	A, J
8888 University Drive	Burnaby	British Columbia	2021	A
230 Good Street	Winnipeg	Manitoba	2021	A
5207 4 Ave SW	Edmonton	Alberta	2022	A, J
105, 115, 125 and 145 Sage Creek Boulevard & 40, 50, 70 Des Hivernants Boulevard North	Winnipeg	Manitoba	2021	A, J
21 Columbia St W	Waterloo	Ontario	2021	A
12685 110 Ave and 11018 126A Street	Surrey	British Columbia	2022	A
11088 126A Street and 12667 110th Avenue	Surrey	British Columbia	2022	A
133 Erskine Avenue	Toronto	Ontario	2021	A, J
520-524 Ellesmere Road	Toronto	Ontario	2019	A, J
1 & 5 Quarry Ridge Road & 15 Gallie Court	Barrie	Ontario	2020	A, J
95 South 10th Street	Minneapolis (USA)	USA Minnesota	2019	A, J
1989 Main Street	Kansas City (USA)	USA Missouri	2020	A, J
4974 de la Savane Place	Montreal	Quebec	2022	A
21 Simon-Lussier	Blainville	Quebec	2022	A
290 Place Claude-Dagenais & 305 Boulevard du Curé-Labelle	Sainte-Thérèse	Quebec	2022	A
281 Place Claude-Dagenais	Sainte-Thérèse	Quebec	2022	A
291 Place Claude-Dagenais	Sainte-Thérèse	Quebec	2022	A
1250 Boulevard Lucille-Teasdale	Terrebonne	Quebec	2022	A
1280 Boulevard Lucille-Teasdale	Terrebonne	Quebec	2022	A
1270 Boulevard Lucille-Teasdale	Terrebonne	Quebec	2022	A
173 Boulevard Armand-Frappier	Sainte-Julie	Quebec	2022	A
2500 Rue Maurice-Savoie	Longueuil	Quebec	2022	A
2570 Rue Maurice-Savoie	Longueuil	Quebec	2022	A
235 Rue Cuvillier Ouest	Longueuil	Quebec	2022	A
245 Rue Cuvillier Ouest	Longueuil	Quebec	2022	A
4175 Rue Legault	Longueuil	Quebec	2022	A

**APPENDIX “A” - EXISTING PROPERTIES (AS AT MARCH 31, 2024)**

Property	City	Province	Year Acquired	Notes
4155 Rue Legault	Longueuil	Quebec	2022	A
6000 Rue de La Tourbière	Longueuil	Quebec	2022	A
60 Rue Cartier	Saint-Lambert	Quebec	2022	A
7215-7235 Rue de Lunan	Brossard	Quebec	2022	A
7165-7195 Rue de Lunan	Brossard	Quebec	2022	A
9145 Rue Lennon	Brossard	Quebec	2022	A
9155 Rue Lennon	Brossard	Quebec	2022	A
9165 Rue Lennon	Brossard	Quebec	2022	A
170 Rue de l'Harmonie	Delson	Quebec	2022	A
160 Rue de l'Harmonie & 45 Boulevard Georges-Gagné Sud	Delson	Quebec	2022	A
165 Rue de l'Harmonie	Delson	Quebec	2022	A
11 Rue de Ronsard	Saint-Constant	Quebec	2022	A
21 Rue de Ronsard	Saint-Constant	Quebec	2022	A
430 Boulevard Saint-Francis	Châteauguay	Quebec	2022	A
390 Boulevard Saint-Francis	Châteauguay	Quebec	2022	A
400 Boulevard Saint-Francis	Châteauguay	Quebec	2022	A
400, 410, 420, 430, 440, 450, 460 & 500 Rue de l'Atmosphère	Gatineau	Quebec	2022	A
2400 Sainte-Foy Road	Quebec City	Quebec	2022	A
686-690 Notre-Dame Street West	Montreal	Quebec	2022	A
127 & 145 Presland Road and 1425 Vanier Parkway	Ottawa	Ontario	2022	A
220 & 230 Aurora Cres	Kelowna	British Columbia	2022	A
8333 Weston Road	Vaughan	Ontario	2022	A,J
99 Kakulu Road	Ottawa	Ontario	2022	A,J
595 Montreal Road	Ottawa	Ontario	2022	A,J
1 Centrepointe Drive	Ottawa	Ontario	2022	A,J
770 Broadview Avenue	Ottawa	Ontario	2022	A,J
342 Erie Street	Stratford	Ontario	2022	A,J
770 6 Street SW	Medicine Hat	Alberta	2022	A,J
16028 & 16114 100A Avenue NW	Edmonton	Alberta	2022	A,J
150, 160, 170, 176, 180, 186, 190, 196 and 200 Appleford Gate	Winnipeg	Manitoba	2022	A,J
288 Church Street	Toronto	Ontario	2023	A
350-380 Boul de L'Amerique-Francaise	Gatineau	Quebec	2023	A
40 & 60 Rue Marguerite-Maille	Gatineau	Quebec	2023	A
615 Boul. Du Plateau	Gatineau	Quebec	2023	A
1355 Le Corbusier Boulevard	Laval	Quebec	2023	A
301 Place Claude-Dagenais	Sainte-Thérèse	Quebec	2023	A
1450 Cara Glen Court	Kelowna	British Columbia	2023	A
1440 Cara Glen Court	Kelowna	British Columbia	2023	A
1820 26 Avenue SW	Calgary	Alberta	2023	A
3971-3991 Spring Street	Regina	Saskatchewan	2023	A,J
47 Holtwood Court	Dartmouth	Nova Scotia	2024	A

**APPENDIX “A” - EXISTING PROPERTIES (AS AT MARCH 31, 2024)**

Notes:

Year Acquired means the year that the property was acquired by or rolled over into the REIT as part of the Rollover Agreement. R - Rolled Properties that are part of the Rollover Agreement of August 31, 2009

J - Joint Venture Properties where Centurion Apartment REIT participates in ownership with other partners. See Appendix “B”

A - Acquisitions that occurred after August 31, 2009 that were not part of the Rollover Agreement

**EXISTING PROPERTIES DETAIL**

As at March 31, 2024

Property Address	Type of Building	Ownership (%)	Bachelor	One Bedroom	Two Bedroom	Three Bedroom	Four Bedroom	Five Bedroom	Total Suite Count (Undiluted)	Total Suite Count (Diluted)	Total Rental Units/ Beds (Undiluted)	Total Rental Units/ Beds (Diluted)
262-320 Kingswood Dr	Apartment	100%		92	268				360	360	360	360
286 Kingswood Dr	Apartment	100%		30	50				80	80	80	80
15, 19, 25 Hugo Cres	Apartment	100%		7	46				53	53	53	53
196 Churchill Rd S	Apartment	100%	3	12	18				33	33	33	33
21/31 Jean Ave	Apartment	100%		20	12				32	32	32	32
1631 Victoria Park Avenue	Apartment	100%	4	19	12				35	35	35	35
4 & 8 Rannock St, and 880 Pharmacy Ave.	Apartment	100%		34	51				85	85	85	85
60 Prince Edward St	Apartment	100%		3	27				30	30	30	30
707 & 711 Dundas St W	Apartment	100%			24	12			36	36	36	36
165 Old Muskoka Rd	Apartment	100%	1	4	33	1			39	39	39	39
2 & 4 Yonge St	Apartment	100%		6	13	6			25	25	25	25
167 Morgan Ave	Apartment	100%	2	10	20	15			47	47	47	47
362 Shanty Bay Rd	Apartment	100%		4	11				15	15	15	15
275 North Service Road	Apartment	100%		36	40	7			83	83	83	83
356 & 360 Hoffman	Apartment	100%		36	60				96	96	96	96
173 King Street North	Student Housing	100%		1	1		54		56	56	219	219
133-143 Woodside Avenue	Apartment	100%		125	206	2			333	333	333	333
83,87,89,91,93,95,97,99 St. George Street & 149,151,163,165 Ann Street	Student Housing	100%					24		24	24	96	96
25 & 45 Brierdale Road	Apartment	100%		14	76				90	90	90	90
1,2,3,5, and 7 Biggin Court	Apartment	100%	11	179	108	10			308	308	308	308

**APPENDIX "A" - EXISTING PROPERTIES (AS AT MARCH 31, 2024)**

505-521 St. Catherine Street West & 1430 City Councillors Street	Student Housing	100%				10	40	50	100	100	440	440
6 Grand Stand Place	Apartment	100%		21	33	6			60	60	60	60
219 St. Andrews Street	Apartment	100%	2	14	12				28	28	28	28
252 & 256 St. Andrews Street	Apartment	1		3	129				132	132	132	132
1175 Dundas Street West	Apartment	100%	1	53	50				104	104	104	104
277 Anderson Ave	Apartment	100%			47				47	47	47	47
122 Elizabeth St	Apartment	100%	1		26	2			29	29	29	29
36 & 70 Orchard View	Apartment	100%		6	18				24	24	24	24
255 Dunlop St West	Apartment	100%			2	26			28	28	28	28
26 Thorncliffe Park Drive	Apartment	100%		35	25	2			62	62	62	62
27 Thorncliffe Park Drive	Apartment	100%	2	45	39				86	86	86	86
50 Thorncliffe Park Drive	Apartment	100%	1	10	34	12			57	57	57	57
1594 Victoria Park Avenue	Apartment	100%	1	13	14				28	28	28	28
5 Dufresne Court	Apartment	100%		108	82	28			218	218	218	218
1 Beaufort Street	Student Housing	75%						27	27	20	135	101
75 Ann Street	Student Housing	75%			2	45	90		137	103	499	374
167 King Street North	Student Housing	100%						41	41	41	205	205
345 King Street North	Student Housing	100%				28	28	38	94	94	386	386
4 Antrim Crescent	Apartment	100%		44	26				70	70	70	70
168 King St North	Student Housing	100%		1				35	36	36	176	176
58 Holtwood Court	Apartment	100%		9	99	6			114	114	114	114
3707-3711 Whitelaw Lane NW	Apartment	100%		3	123				126	126	126	126
205 Oxford St	Student Housing	100%		54	87				141	141	228	228
11 Wendy Court	Apartment	100%		5	91				96	96	96	96
285 North Service Road	Apartment	100%		35	47				82	82	82	82
1731-1735-1739 Victoria Park Avenue	Apartment	100%	15	78	36				129	129	129	129
5 Schroder Cres	Apartment	100%		7	50	9			66	66	66	66
1 Columbia St W	Student Housing	100%						74	74	74	370	370
5501, 5549, 5601, 5649 Prefontaine Ave	Apartment	0.6		64	144				208	124.8	208	125

**APPENDIX "A" - EXISTING PROPERTIES (AS AT MARCH 31, 2024)**

5960 Little Pine Loop (Sky Pointe)	Apartment	100%		42	33				75	75	75	75
1291 North McEachern Drive (Madison Manor)	Apartment	100%		16	48				64	64	64	64
1251, 1261, 1271, 1281 North McEachern Drive (Madison Ridge)	Apartment	100%			8	40			48	48	48	48
31200 FM 2920 Road	Apartment	85%		140	60	24			224	190	224	190
772 Hockley Avenue	Apartment	100%			20				20	20	20	20
777 Hockley Avenue	Apartment	100%		10	20				30	30	30	30
778 Hockley Avenue	Apartment	100%		13	10	10			33	33	33	33
784 Hockley Avenue	Apartment	100%		9	20				29	29	29	29
790 Hockley Avenue	Apartment	100%		8	16				24	24	24	24
1488 Cook Street	Apartment	50%	19	47	58	10			134	67	134	67
701-721 Sterling Lyon Parkway	Apartment	50%	6	160	236	14			416	208	416	208
9930 Bellamy Hill Road NW	Apartment	100%	27	36	18	1			82	82	82	82
345, 355, 365 & 375 Bridge Lake Drive	Apartment	45%		64	112				176	79	176	79
433 Boleskine Road	Apartment	100%	57	9	29				95	95	95	95
2770 Claude Road	Apartment	100%		40	29	21			90	90	90	90
13555 96th Avenue	Apartment	100%		125	21				146	146	146	146
344, 350, 360, 366 & 370 Bridge Lake Drive	Apartment	45%		74	134				208	94	208	94
765 Hockley Avenue	Apartment	100%		42	21				63	63	63	63
10803 Jasper Avenue NW	Apartment	100%		118	120				238	238	238	238
10130 117 Street NW	Apartment	100%	26	156	52				234	234	234	234
8610 & 8620 Jasper Avenue	Apartment	100%	41	127	80	44			292	292	292	292
10903 103 Avenue NW	Apartment	100%		90	60				150	150	150	150
10904 102 Avenue NW	Apartment	100%		92	64				156	156	156	156
5000 Green Jewel Blvd (Apex)	Apartment	50%		88	88				176	88	176	88
2416 16 Avenue NW	Student Housing	95%		212	134	2			348	331	486	462
2849 Bryn Maur Road	Apartment	1		65	23	5			93	93	93	93
333-337 Drysdale Boulevard	Apartment	100%	15	38	122				175	175	175	175
10054 79 Ave NW	Apartment	100%	42	39	31				112	112	112	112

**APPENDIX "A" - EXISTING PROPERTIES (AS AT MARCH 31, 2024)**

2800 West Baker Road	Apartment	85%		134	90	4			228	194	228	194
2551 Chemin des Quatre-Bourgeois, 931 and 941 Samuel-King Street	Apartment	100%	301	228	131	24			684	684	684	684
1437-1441 René-Lévesque Boulevard West	Apartment	100%	5	99	29	5			138	138	138	138
18 James Street North	Student Housing	100%						30	30	30	150	150
5885 Cavendish Boulevard	Apartment	100%	8	36	50				94	94	94	94
1060 Goldstream Avenue	Apartment	100%	6	42	59	12			119	119	119	119
1140 Mary Street North	Apartment	100%	2	22	67	26			117	117	117	117
333 Simcoe Street North	Apartment	100%		7	31	5			43	43	43	43
550 Lang's Road	Apartment	100%	18	106	48				172	172	172	172
3280 Cavendish Boulevard	Apartment	100%	4	62	48				114	114	114	114
2854 Peatt Road	Apartment	100%		32	30	1			63	63	63	63
821 Hockley Avenue	Apartment	100%		15	57				72	72	72	72
918 McPherson Square NE	Apartment	100%	7	34	70	11			122	122	122	122
5249 Dundas Street West	Apartment	50%	37	148	148				333	167	333	167
8888 University Drive	Student Housing	100%	482						482	482	482	482
230 Good Street	Apartment	100%	5	35	86	17			143	143	143	143
5207 4 Ave SW	Apartment	50%		39	96	14			149	75	149	75
105, 115, 125 and 145 Sage Creek Boulevard & 40, 50, 70 Des Hivernants Boulevard North	Apartment	50%		189	174	35			398	199	398	199
21 Columbia St W	Student Housing	100%						41	41	41	205	205
12685 110 Ave and 11018 126A Street	Apartment	100%	24	150	59				233	233	233	233
11088 126A Street and 12667 110th Avenue	Apartment	100%	38	168	75				281	281	281	281
133 Erskine Avenue	Apartment	75%		2	25				27	20	27	20
520-524 Ellesmere Road	Medical Office	0.85							0	0	0	0
1 & 5 Quarry Ridge Road & 15 Gallie Court	Medical Office	75%							-	-	-	-
95 South 10th Street	Apartment	48%	178	73	56				307	147	307	147



**APPENDIX "A" - EXISTING PROPERTIES (AS AT MARCH 31, 2024)**

1989 Main Street	Apartment	34%	88	122	67	6			283	97	283	97
4974 de la Savane Place	Apartment	100%	23	102	51				176	176	176	176
21 Simon-Lussier	Apartment	100%	8	87	30	8			133	133	133	133
290 Place Claude-Dagenais & 305 Boulevard du Curé-Labelle	Apartment	100%	25	137	83	17			262	262	262	262
281 Place Claude-Dagenais	Apartment	100%		55	23	6			84	84	84	84
291 Place Claude-Dagenais	Apartment	100%		56	24	4			84	84	84	84
1250 Boulevard Lucille-Teasdale	Apartment	100%		55	23				78	78	78	78
1280 Boulevard Lucille-Teasdale	Apartment	100%		51	27				78	78	78	78
1270 Boulevard Lucille-Teasdale	Apartment	100%		32	20				52	52	52	52
173 Boulevard Armand-Frappier	Apartment	100%	21	172	93				286	286	286	286
2500 Rue Maurice-Savoie	Apartment	100%	12	64	37	7			120	120	120	120
2570 Rue Maurice-Savoie	Apartment	100%	12	64	37	7			120	120	120	120
235 Rue Cuvillier Ouest	Apartment	100%		48	38				86	86	86	86
245 Rue Cuvillier Ouest	Apartment	100%		86	58	2			146	146	146	146
4175 Rue Legault	Apartment	100%	4	26	14				44	44	44	44
4155 Rue Legault	Apartment	100%	4	26	14				44	44	44	44
6000 Rue de La Tourbière	Apartment	100%		69	21	4			94	94	94	94
60 Rue Cartier	Apartment	100%		152	58				210	210	210	210
7215-7235 Rue de Lunan	Apartment	100%		44	52				96	96	96	96
7165-7195 Rue de Lunan	Apartment	100%		80	66				146	146	146	146
9145 Rue Lennon	Apartment	1		38	45				83	83	83	83
9155 Rue Lennon	Apartment	100%		49	48				97	97	97	97
9165 Rue Lennon	Apartment	100%		74	45				119	119	119	119
170 Rue de l'Harmonie	Apartment	100%	34	96	56	5			191	191	191	191
160 Rue de l'Harmonie & 45 Boulevard Georges-Gagné Sud	Apartment	100%	1	57	33				91	91	91	91

**APPENDIX "A" - EXISTING PROPERTIES (AS AT MARCH 31, 2024)**

165 Rue de l'Harmonie	Apartment	100%		11	20	19			50	50	50	50
11 Rue de Ronsard	Apartment	100%	8	118	28				154	154	154	154
21 Rue de Ronsard	Apartment	100%	6	119	49				174	174	174	174
430 Boulevard Saint-Francis	Apartment	100%		17	23	17	2		59	59	59	59
390 Boulevard Saint-Francis	Apartment	100%	20	81	53				154	154	154	154
400 Boulevard Saint-Francis	Apartment	100%	8	129	29				166	166	166	166
400, 410, 420, 430, 440, 450, 460 & 500 Rue de l'Atmosphere	Apartment	100%	14	219	112				345	345	345	345
2400 Sainte-Foy Road	Student Housing	100%	15	50	91	14			170	170	289	289
686-690 Notre-Dame Street West	Apartment	100%		91	52	2			145	145	145	145
127 & 145 Presland Road and 1425 Vanier Parkway	Apartment	100%		110	166				276	276	276	276
220 & 230 Aurora Cres	Apartment	100%		45	53	6			104	104	104	104
8333 Weston Road	Medical Office	75%							-	-	-	-
99 Kakulu Road	Medical Office	75%							-	-	-	-
595 Montreal Road	Medical Office	75%							-	-	-	-
1 Centrepointe Drive	Medical Office	75%							-	-	-	-
770 Broadview Avenue	Medical Office	75%							-	-	-	-
342 Erie Street	Medical Office	75%							-	-	-	-
770 6 Street SW	Medical Office	75%							-	-	-	-
16028 & 16114 100A Avenue NW	Medical Office	75%							-	-	-	-
150, 160, 170, 176, 180, 186, 190, 196 and 200 Appleford Gate	Apartment	45%		99	104	67			270	122	270	122
288 Church Street	Student Housing	100%		10	19		71		100	100	332	332
350-380 Boul de L'Amerique-Francaise	Apartment	1	7	210	60				277	277	277	277
40 & 60 Rue Marguerite-Maille	Apartment	100%	4	122	32				158	158	158	158
615 Boul. Du Plateau	Apartment	100%	2	65	32				99	99	99	99
1355 Le Corbusier Boulevard	Apartment	100%	10	160	62	8			240	240	240	240
301 Place Claude-Dagenais	Apartment	100%		55	24	5			84	84	84	84

**APPENDIX "A" - EXISTING PROPERTIES (AS AT MARCH 31, 2024)**

1450 Cara Glen Court	Apartment	100%	7	23	26	4			60	60	60	60
1440 Cara Glen Court	Apartment	100%	7	23	27	4			61	61	61	61
1820 26 Avenue SW	Apartment	100%	17	74	34				125	125	125	125
3971-3991 Spring Street	Apartment	50%	58	20	48				126	63	126	63
47 Holtwood Court	Apartment	100%		15	50	21			86	86	86	86
<b>Total</b>			<b>1,807</b>	<b>8,429</b>	<b>7,645</b>	<b>785</b>	<b>309</b>	<b>336</b>	<b>19,311</b>	<b>17,523</b>	<b>22,108</b>	<b>20,196</b>

**Notes:**

"Suites" means a rental suite, irrespective of the number of bedrooms or rental units in that suite. E.g. a 3 bedroom apartment that rents as a whole would be considered a single suite

"Undiluted" means that the number doesn't factor in any portion of the building that may be owned by partners. E.g. a 100 suite building owned 50/50 with a partner would show above as 100 suites on an undiluted basis and 50 suites on a Diluted basis.

"Diluted" means that portions of the property owned by partners has been subtracted from the total. E.g. a 100 suite building owned with a partner would show above as 50 diluted suites

"Rental Units/Beds" adjusts for the number of student tenants renting individual units inside a suite. For example, a 5 bedroom student unit, would show as 1 suite, but 5 rental units as there may be 5 separate leases, each pertaining to a bed. This distinction only applies to properties classified as Student Residences. Thus an apartment that had a 2 bedroom suite that had room mates sharing the apartment, and wasn't classified as a "student residence" would be 1 Suite and 1 Rental Unit only. We make no distinction in "Rental Units" between individual leases on bedrooms and multi tenant leases with all residents in the suite on a single lease (the two forms of lease in the student rental business).

APPENDIX “A” - EXISTING PROPERTIES (AS AT MARCH 31, 2024)

SUMMARY BY CITY

City	Number Of Complexes	Undiluted # Of Suites (Ud)	Undiluted % Of Suites	Diluted # Of Suites	Diluted % Of Suites	Undiluted Rental units	Undiluted Rental % Of Ru'S	Diluted Rental units	Diluted Rental % Of Ru'S
Acton	1	33	0.2%	33	0.2%	33	0.1%	33	0.2%
Barrie	3	43	0.2%	43	0.2%	43	0.2%	43	0.2%
Blainville	1	133	0.7%	133	0.8%	133	0.6%	133	0.7%
Brighton	2	59	0.3%	59	0.3%	59	0.3%	59	0.3%
Brossard	5	541	2.8%	541	3.1%	541	2.4%	541	2.7%
Burnaby	1	482	2.5%	482	2.8%	482	2.2%	482	2.4%
Calgary	3	595	3.1%	578	3.3%	733	3.3%	709	3.5%
Cambridge	5	679	3.5%	679	3.9%	679	3.1%	679	3.4%
Châteauguay	3	379	2.0%	379	2.2%	379	1.7%	379	1.9%
Dartmouth	2	200	1.0%	200	1.1%	200	0.9%	200	1.0%
Delson	3	332	1.7%	332	1.9%	332	1.5%	332	1.6%
Edmonton	10	1,539	8.0%	1,465	8.4%	1,539	7.0%	1,465	7.3%
Gatineau	4	879	4.6%	879	5.0%	879	4.0%	879	4.4%
Gravenhurst	1	39	0.2%	39	0.2%	39	0.2%	39	0.2%
Guelph	1	66	0.3%	66	0.4%	66	0.3%	66	0.3%
Huntsville	1	25	0.1%	25	0.1%	25	0.1%	25	0.1%
Kelowna	4	400	2.1%	400	2.3%	400	1.8%	400	2.0%
Kitchener	6	668	3.5%	668	3.8%	668	3.0%	668	3.3%
Langford	11	636	3.3%	636	3.6%	636	2.9%	636	3.1%
Laval	1	240	1.2%	240	1.4%	240	1.1%	240	1.2%
London	4	329	1.7%	288	1.6%	958	4.3%	800	4.0%
Longueuil	7	654	3.4%	654	3.7%	654	3.0%	654	3.2%
Medicine Hat	1	—	—%	—	—%	—	—%	—	—%
Mississauga	3	269	1.4%	269	1.5%	269	1.2%	269	1.3%
Montreal	6	767	4.0%	767	4.4%	1,107	5.0%	1,107	5.5%
Oshawa	4	231	1.2%	231	1.3%	231	1.0%	231	1.1%
Ottawa	6	448	2.3%	448	2.6%	448	2.0%	448	2.2%
Quebec City	2	854	4.4%	854	4.9%	973	4.4%	973	4.8%
Regina	6	697	3.6%	463	2.6%	697	3.2%	463	2.3%
Saint-Constant	2	328	1.7%	328	1.9%	328	1.5%	328	1.6%
Sainte-Julie	1	286	1.5%	286	1.6%	286	1.3%	286	1.4%
Sainte-Thérèse	4	514	2.7%	514	2.9%	514	2.3%	514	2.5%
Saint-Lambert	1	210	1.1%	210	1.2%	210	0.9%	210	1.0%
Stratford	1	—	—%	—	—%	—	—%	—	—%
Surrey	3	660	3.4%	660	3.8%	660	3.0%	660	3.3%
Terrebonne	3	208	1.1%	208	1.2%	208	0.9%	208	1.0%
Toronto	15	1,598	8.3%	1,425	8.1%	1,830	8.3%	1,657	8.2%
Vaughan	1	—	—%	—	—%	—	—%	—	—%
Waterloo	7	372	1.9%	372	2.1%	1,711	7.7%	1,711	8.5%
Victoria	2	229	1.2%	162	0.9%	229	1.0%	162	0.8%
Whitby	1	36	0.2%	36	0.2%	36	0.2%	36	0.2%
Winnipeg	6	1,611	8.3%	844	4.8%	1,611	7.3%	844	4.2%
Minneapolis (USA)	1	307	1.6%	147	0.8%	307	1.4%	147	0.7%
Kansas City (USA)	1	283	1.5%	97	0.6%	283	1.3%	97	0.5%
Waller (USA)	1	224	1.2%	190	1.1%	224	1.0%	190	0.9%
Baytown (USA)	1	228	1.2%	194	1.1%	228	1.0%	194	1.0%
<b>46 Cities</b>	<b>158 Complexes</b>	<b>19,311 Suites</b>	<b>100%</b>	<b>17,523</b>	<b>100%</b>	<b>22,108 Rental Units</b>	<b>100%</b>	<b>20,196</b>	<b>100%</b>

APPENDIX “A” - EXISTING PROPERTIES (AS AT MARCH 31, 2024)

SUMMARY BY REGION

Region	Number of Buildings	Undiluted # of Suites	Undiluted % of Suites	Diluted # of Suites	Diluted % of Suites	Undiluted Rental units	Undiluted Rental % Of Ru'S	Diluted Rental units	Diluted Rental % Of Ru'S
Central ON	5	107	0.6%	107	0.6%	107	0.5%	107	0.5%
Central Okanagan	4	400	2.1%	400	2.3%	400	1.8%	400	2.0%
Calgary Metropolitan Region	3	595	3.1%	578	3.3%	733	3.3%	709	3.5%
Eastern ON	8	507	2.6%	507	2.9%	507	2.3%	507	2.5%
Greater Toronto Area	25	2,167	11.2%	1,994	11.4%	2,399	10.9%	2,226	11.0%
Montreal Metropolitan Area	36	4,352	22.5%	4,352	24.8%	4,692	21.2%	4,692	23.2%
Quebec City	3	1,094	5.7%	1,094	6.2%	1,213	5.5%	1,213	6.0%
Kitchener-Waterloo-Cambridge	19	1,785	9.2%	1,785	10.2%	3,124	14.1%	3,124	15.5%
London Area	4	329	1.7%	288	1.6%	958	4.3%	800	4.0%
Halifax Regional Municipality	2	200	1.0%	200	1.1%	200	0.9%	200	1.0%
Greater Edmonton Area	10	1,539	8.0%	1,465	8.4%	1,539	7.0%	1,465	7.3%
Greater Regina Area	6	697	3.6%	463	2.6%	697	3.2%	463	2.3%
Greater Vancouver Area	17	2,007	10.4%	1,940	11.1%	2,007	9.1%	1,940	9.6%
Southern ON	1	–	–%	–	–%	–	–%	–	–%
Southern AB	1	–	–%	–	–%	–	–%	–	–%
Western Quebec	4	879	4.6%	879	5.0%	879	4.0%	879	4.4%
Winnipeg Capital Region	6	1,611	8.3%	844	4.8%	1,611	7.3%	844	4.2%
USA Minnesota	1	307	1.6%	147	0.8%	307	1.4%	147	0.7%
USA Missouri	1	283	1.5%	97	0.6%	283	1.3%	97	0.5%
USA Texas	2	452	2.3%	384	2.2%	452	2.0%	384	1.9%
<b>Total</b>	<b>158</b>	<b>19,311</b>	<b>100%</b>	<b>17,523</b>	<b>100%</b>	<b>22,108</b>	<b>100%</b>	<b>20,196</b>	<b>100%</b>

**APPENDIX "A" - EXISTING PROPERTIES (AS AT MARCH 31, 2024)**

**SUMMARY BY PROVINCE**

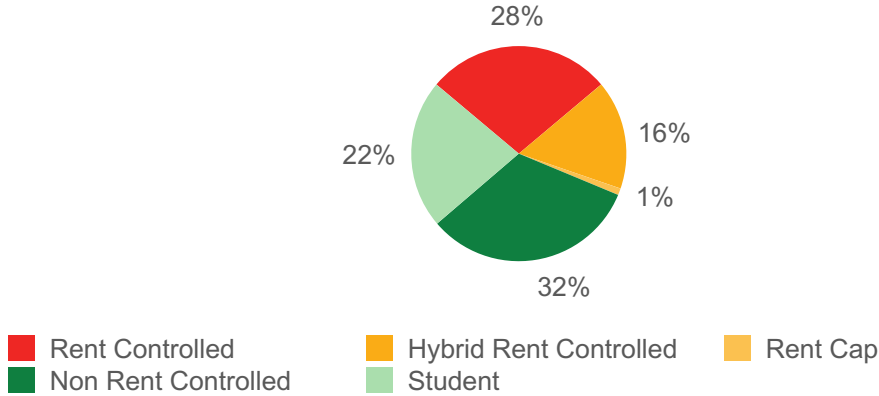
Province	Number of Buildings	Undiluted # of Suites	Undiluted % of Suites	Diluted # of Suites	Diluted % of Suites	Undiluted Rental units	Undiluted Rental % Of Ru'S	Diluted Rental units	Diluted Rental % Of Ru'S
Ontario	62	4,895	25.3%	4,681	26.7%	7,095	32.1%	6,763	33.5%
Nova Scotia	2	200	1.0%	200	1.1%	200	0.9%	200	1.0%
Alberta	14	2,134	11.1%	2,042	11.7%	2,272	10.3%	2,173	10.8%
British Columbia	21	2,407	12.5%	2,340	13.4%	2,407	10.9%	2,340	11.6%
Manitoba	6	1,611	8.3%	844	4.8%	1,611	7.3%	844	4.2%
Saskatchewan	6	697	3.6%	463	2.6%	697	3.2%	463	2.3%
Quebec	43	6,325	32.8%	6,325	36.1%	6,784	30.7%	6,784	33.6%
USA Minnesota	1	307	1.6%	147	0.8%	307	1.4%	147	0.7%
USA Missouri	1	283	1.5%	97	0.6%	283	1.3%	97	0.5%
USA Texas	2	452	2.3%	384	2.2%	452	2.0%	384	1.9%
<b>Total</b>	<b>158</b>	<b>19,311</b>	<b>100%</b>	<b>17,523</b>	<b>100%</b>	<b>22,108</b>	<b>100%</b>	<b>20,196</b>	<b>100%</b>

**RENT CONTROLLED VS NON RENT CONTROLLED**

	Number of Buildings	Undiluted # of Suites	Undiluted % of Suites	Diluted # of Suites	Diluted % of Suites	Undiluted Rental units	Undiluted Rental % Of Ru'S	Diluted Rental units	Diluted Rental % Of Ru'S
Rent Controlled	61	5,686	29%	5,612	32%	5,686	26%	5,612	28%
Hybrid Rent Controlled	20	3,302	17%	3,302	19%	3,302	15%	3,302	16%
Rent Cap	2	200	1%	200	1%	200	1%	200	1%
Non Rent Controlled	59	8,222	43%	6,566	37%	8,222	37%	6,567	33%
Student	16	1,901	10%	1,843	11%	4,698	21%	4,515	22%
<b>Total</b>	<b>158</b>	<b>19,311</b>	<b>100%</b>	<b>17,523</b>	<b>100%</b>	<b>22,108</b>	<b>100%</b>	<b>20,196</b>	<b>100%</b>

**APPENDIX “A” - EXISTING PROPERTIES (AS AT MARCH 31, 2024)**

**Property Summary By Rent Control Status  
(By Rent Unit Count - Diluted)**



**SUMMARY BY ASSET TYPE**

As at March 31, 2024

	Number of Buildings	Undiluted # of Suites	Undiluted % of Suites	Diluted # of Suites	Diluted % of Suites	Undiluted Rental units	Undiluted Rental % Of Ru'S	Diluted Rental units	Diluted Rental % Of Ru'S
Canadian Apartments	128	16,368	84.8%	15,052	85.9%	16,368	74.0%	15,052	73.6%
U.S. Apartments	4	1,042	5.4%	628	3.6%	1,042	4.7%	628	3.4%
Student Housing	16	1,901	9.8%	1,843	10.5%	4,698	21.3%	4,515	23.0%
Medical Office	10	—	—%	—	—%	—	—%	—	—%
<b>Total</b>	<b>158</b>	<b>19,311</b>	<b>100%</b>	<b>17,523</b>	<b>100%</b>	<b>22,108</b>	<b>100%</b>	<b>20,196</b>	<b>100%</b>

**STUDENT HOUSING BY CITY**

As at March 31, 2024

City	Type of Building	# of Complexes	# of Suites (Undiluted)	# of Suites (Diluted)	# Of Beds (Undiluted)	# of Beds (Diluted)
Burnaby	Student Housing	1	482	482	482	482
Calgary	Student Housing	1	348	331	486	462
London	Student Housing	4	329	288	958	800
Montreal	Student Housing	1	100	100	440	440
Quebec City	Student Housing	1	170	170	289	289
Toronto	Student Housing	1	100	100	332	332
Waterloo	Student Housing	7	372	372	1,711	1,711
<b>Total</b>		<b>16</b>	<b>1,901</b>	<b>1,843</b>	<b>4,698</b>	<b>4,515</b>

**APPENDIX “A” - EXISTING PROPERTIES (AS AT MARCH 31, 2024)**

**AVERAGE RENTS (UNDILUTED BASIS)**

	Total Rental Units	Revenue/ Unit/Month
Apartment	16,368	\$1,678.15
Student Housing	4,366	\$842.24

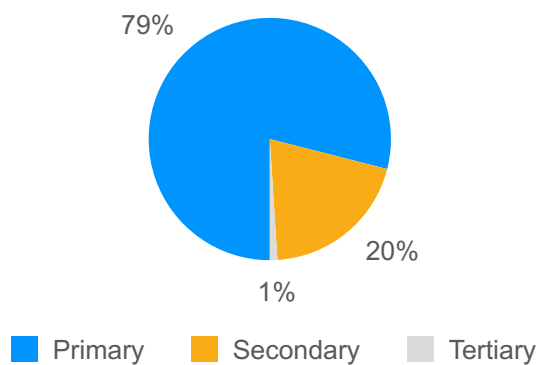
\*Canadian properties only

\*One student building with 332 rental units excluded from the above number of rental units as we receive a flat rate back from the university

**SUMMARY BY MARKET TYPE**

Market	Number of Buildings	Undiluted # of Suites	Undiluted % of Suites	Diluted # of Suites	Diluted % of Suites	Undiluted Rental units	Undiluted Rental % Of Ru'S	Diluted Rental units	Diluted Rental % Of Ru'S
Primary	127	17,031	88%	15,284	87%	17,860	81%	16,106	79%
Secondary	27	2,157	11%	2,116	12%	4,125	19%	3,967	20%
Tertiary	4	123	1%	123	1%	123	1%	123	1%
	158	19,311	99%	17,523	100%	22,108	101%	20,196	100%

Property Summary By Rent Control Status  
(By Rent Unit Count - Diluted)





## APPENDIX "B" - JOINT VENTURE PROPERTIES

### (Properties which are Partially Owned by Centurion Apartment REIT)

Address	Centurion Apartment REIT Ownership Percentage	Joint Venture Partner(s)
31200 FM 2920 Road, Waller, TX (Outside Investors)	85%	15%
2800 West Baker Road, Baytown, TX (Outside Investors)	85%	15%
5501, 5549, 5601, 5649 Prefontaine Ave, Regina SK (Outside Investors)	60%	40%
5000 Green Jewel Blvd Regina, SK (Outside Investors)	50%	50%
Yves-Blais Blvd, Lachenaie, QC (Outside Investors)	50%	50%
133, 141 Erskine Avenue, Toronto, ON (Outside Investors)	75%	25%
520-524 Ellesmere Road, Toronto, ON (Outside Investor)	75%	25%
1 & 5 Quarry Ridge Road & 15 Gallie Court, Barrie, ON (Outside Investors)	75%	25%
1989 Main Street, Kansas City, MO (Outside Investors)	35%	65%
1 Centrepointe Drive, Ottawa, ON ( Outside Investors)	75%	25%
595 Montreal Road, Ottawa, ON (Outside Investors)	75%	25%
770 Broadview Avenue, Ottawa, ON ( Outside Investors)	75%	25%
8333 Weston Road, Vaughan, ON (Outside Investors)	75%	25%
99 Kakulu Road, Ottawa, ON (Outside Investors)	75%	25%
342 Erie Street, Stratford, ON (Outside Investors)	75%	25%
5249 Dundas Street West, Toronto, ON (Outside Investors)	50%	50%
10-20 Meadowglen Place, Scarborough, ON (Outside Investors)	72%	28%
Huntmar Drive and Highway 417, Kanata, ON (Outside Investors)	67%	33%
2900 Steeles Avenue East, Markham, ON (Outside Investors)	34%	66%
75 Ann Street & 1 Beaufort Street, London, ON (Outside Investors)	75%	25%
95 South 10th Street, Minneapolis, MN (Outside Investors)	46%	54%
4059-4133 Portage Avenue, Winnipeg, MB (Outside Investors)	50%	50%
701-721 Sterling Lyon Parkway, Winnipeg, MB (Outside Investors)	50%	50%

## APPENDIX "B" - JOINT VENTURE PROPERTIES

345 - 375 Bridge Lake Drive, Winnipeg, MB (Outside Investors)	45%	55%
344 - 370 Bridge Lake Drive, Winnipeg, MB (Outside Investors)	45%	55%
105, 115, 125 and 145 Sage Creek Boulevard & 40, 50, 60, 70 Des Hivernants Boulevard North, Winnipeg, MB (Outside Investors)	50%	50%
40, 50, 60, 70 Des Hivernants Boulevard North 350 Doyle Ave., Kelowna, BC (Outside Investors)	75%	25%
9525 King George Boulevard, Surrey, BC (Outside Investors)	75%	25%
1488 Cook Street, Victoria BC (Outside Investors)	50%	50%
16028 100A Avenue NW, Edmonton, AB (Outside Investors)	75%	25%
770 6th Street SW, Medicine Hat, AB (Outside Investors)	75%	25%
2416 16 Avenue NW, Calgary, AB (Outside Investors)	95%	5%
100 Horse Creek Road, Cochrane, AB (Outside Investors)	50%	50%
Trinity Hills, Calgary, AB (Outside Investors)	50%	50%
THI Apartments LP, Calgary, AB (Outside Investors)	50%	50%
North West Lake Apartments LP, Calgary, AB (Outside Investors)	50%	50%
5207 4 Ave SW Edmonton, AB (Outside Investors)	50%	50%

See Appendix "E" for summary information about the Properties

**APPENDIX "C" - PROPERTIES UNDER CONTRACT AS AT March 31, 2024**

The following discloses the properties that are currently under contract and shows the location, the number of units, Centurion's ownership interest, and the year of the estimated closing date.

1. No properties under contract

## APPENDIX "D" - PROPERTIES UNDER DEVELOPMENT AS AT March 31, 2024

The following discloses the properties that are currently under development and shows, the location, the number of units, Centurion's ownership interest, the Centurion vehicle supporting the development and the year in which the property is expected to be completed.

1. Madison Avenue - Calgary, Alberta - 22 Units - 50% - 2024
2. ME Condo PH 2 & 3 - Scarborough, Ontario - 443 Units - 6,148 Com Sq Ft. - 66% - 2024
3. Pandora Phase 2 - Victoria, British Columbia - 37 Units - 1,460 Com Sq Ft- 75% - 2024
4. Winnipeg Westport - Winnipeg, Manitoba - 169 Units - 50% - 2024
5. Knox Village PH 4 - Winnipeg Manitoba - 117 Units - 100% - 2024
6. Espace Nature IV - Vieus-Longueuil, Quebec - 78 Units - 50% - 2024
7. Ste Julie - Sainte-Julie, Quebec - 214 Units - 50% - 2024
8. 400 Alberta St (Main and Main) - Ottawa, Ontario - 567 Units - 21,062 Com Sq Ft- 50% - 2027
9. Trinity Hill - Calgary, Alberta - 557 Units - 25,000 Com Sq Ft- 50% - 2026
10. Icon Trinity Hill - Calgary, Alberta - 340 Units - 50% - 2025
11. Arbour Lake - Calgary, Alberta - 303 Units - 50% - 2026
12. Viva-Cite (Rivea RO1) - Terrebonne, Quebec - 153 units - 50% - 2025
13. Springfield - Kelowna, British Columbia - 401 Units - 67% - 2025
14. Icon Trinity (Deveraux) Phase II - Kelowna, British Columbia - 270 Units - 50% - 2027

## APPENDIX "E" - SUMMARY INFORMATION ABOUT THE PROPERTIES

### Property Portfolio by Year of Construction

	# of Buildings	Undiluted # of Suites	Undiluted % of Suites	Diluted # of Suites	Diluted % of Suites	Undiluted Rental Units	Undiluted Rental % of Ru's	Diluted Rental Units	Diluted Rental % of RU's
After 2019	37	6,585	34 %	5,570	32 %	6,842	31 %	5,820	29 %
2010-2019	63	7,800	40 %	7,075	40 %	8,916	40 %	8,191	41 %
2000-2009	6	588	3 %	547	3 %	1,422	6 %	1,264	6 %
1990-1999	2	56	— %	56	— %	219	1 %	219	1 %
1980-1989	15	1,190	6 %	1,190	7 %	1,277	6 %	1,277	6 %
1970-1979	13	1,232	6 %	1,232	7 %	1,572	7 %	1,572	8 %
1960-1969	15	1,215	6 %	1,208	7 %	1,215	5 %	1,208	6 %
1950-1959	6	645	3 %	645	4 %	645	3 %	645	3 %
Pre 1950	1	0	— %	0	— %	0	— %	0	— %
<b>Total</b>	<b>158</b>	<b>19,311</b>	<b>100 %</b>	<b>17,523</b>	<b>100 %</b>	<b>22,108</b>	<b>100 %</b>	<b>20,196</b>	<b>100 %</b>

### Property Summary by Stabilization Status <sup>2 3</sup>

	Number of Buildings	Undiluted # of Suites	Undiluted % of Suites	Diluted # of Suites	Diluted % of Suites	Undiluted Rental Units	Undiluted Rental % of Ru's	Diluted Rental Units	Diluted Rental % of RU's
Stabilized	123	15,232	79 %	13,945	80 %	18,029	82 %	16,618	82 %
Repositioning	—	—	— %	—	— %	—	— %	—	— %
Unstabilized	35	4,079	21 %	3,578	20 %	4,079	18 %	3,578	18 %
<b>Total</b>	<b>158</b>	<b>19,311</b>	<b>100 %</b>	<b>17,523</b>	<b>100 %</b>	<b>22,108</b>	<b>100 %</b>	<b>20,196</b>	<b>100 %</b>

### Summary of Property Occupancy By Stabilization Status <sup>3</sup>

Status	Number of Buildings	Undiluted Rental Unit Occupancy	Diluted Rental Unit Occupancy
Stabilized	123	98.6%	98.7%
Repositioning	0	—%	—%
Unstabilized	25	89.0%	89.6%
<b>Overall</b>	<b>148</b>	<b>96.9%</b>	<b>97.1%</b>

Notes:

- "Apt" is short for Apartment and "SH" is short for Student Housing.
- "Suites" means a rental suite, irrespective of the number of bedrooms or rental units in that suite. E.g., a 3-bedroom apartment that rents as a whole would be considered a single suite.
- "Rental Units/Beds" adjusts for the number of student tenants renting individual units inside a suite. For example, a 5-bedroom student unit, would show as 1 suite, but 5 rental units as there may be 5 separate leases, each pertaining to a bed. This distinction only applies to properties classified as Student Residences. Thus, an apartment that had a 2-bedroom suite that had roommates sharing the apartment and was not classified as a "student residence" would be 1 Suite and 1 Rental Unit only. We make no distinction in "Rental Units" between individual leases on bedrooms and multi-tenant leases with all residents in the suite on a single lease (the two forms of lease in the student rental business).
- "Undiluted" means that the number doesn't factor in any portion of the building that may be owned by partners. E.g., a 100-suite building owned 50/50 with a partner would show above as 100 suites on an undiluted basis and 50 suites on a diluted basis.
- "Diluted" means that portions of the property owned by partners has been subtracted from the total. E.g., a 100-suite building owned with a partner would show above as 50 diluted suites.

## List of Properties (Apartments)



### Churchill Court Apartments

Location: Acton, Ontario  
Address: 196 Churchill Road South  
Type of Building: Walk-up apartments  
Number of Suites: 33  
(3 bachelor, 12 one-bdrm, and 18 two-bdrm)



### Kempfenfelt Village

Location: Barrie, Ontario  
Address: 362 Shanty Bay Road  
Type of Building: Townhouses  
Number of Suites: 15  
(4 one-bdrm and 11 two-bdrm)



### Milligan Park Apartments

Location: Barrie, Ontario  
Address: 255 Dunlop Street West  
Type of Building: Townhouses  
Number of Suites: 28  
(2 two-bdrm and 26 three-bdrm)



### Brookside Apartments

Location: Brighton, Ontario  
Address: 60 Prince Edward Street  
Type of Building: Walk-up apartments  
Number of Suites: 30  
(3 one-bdrm and 27 two-bdrm)



### MacIntosh Court Apartments

Location: Brighton, Ontario  
Address: 122 Elizabeth Street  
Type of Building: Walk-up apartments  
Number of Suites: 29  
(1 bachelor, 26 two-bdrm, and 2 three-bdrm)

List of Properties (Apartments)



**25 & 45 Brierdale Road**

Location: Cambridge, Ontario  
Address: 25 & 45 Brierdale Road  
Type of Building: Two 3-Storey Walk-up apartments  
Number of Suites: 90  
(14 one-bdrm, and 76 two-bdrm)



**133-143 Woodside Avenue**

Location: Cambridge, Ontario  
Address: 133, 135, 137, 141, 142, & 143 Woodside Avenue  
Type of building: Five 3-Storey walk-up apartments  
Number of suites: 333  
(125 one-bdrm, 206 two-bdrm, and 2 three-bdrm)



**219 St. Andrews Street**

Location: Cambridge, Ontario  
Address: 219 St. Andrews Street  
Type of building: Walk-up apartments  
Number of suites: 28  
(2 bachelor, 14 one-bdrm, and 12 two-bdrm)



**252 & 256 St. Andrews Street**

Location: Cambridge, Ontario  
Address: 252 & 256 St. Andrews Street  
Type of building: Walk-up apartments  
Number of suites: 132  
(3 one-bdrm and 129 two-bdrm)



**11 Wendy Court**

Location: Cambridge, Ontario  
Address: 11 Wendy Court  
Type of Building: Walk-up apartments  
Number of Suites: 96  
(5 one-bdrm and 91 two-bdrm)



## List of Properties (Apartments)



### **Cherokee Court Apartments**

Location: Gravenhurst, Ontario  
Address: 165 Old Muskoka Road  
Type of Building: Apartments (elevator)  
Number of Suites: 39  
(1 bachelor, 4 one-bdrm, 33 two-bdrm, and 1 three-bdrm)



### **Atwood Suites**

Location: Guelph, Ontario  
Address: 5 Schroder Crescent  
Type of Building: Apartments (elevator)  
Number of Suites: 66  
(7 one-bdrm, 50 two-bdrm, and 9 three-bdrm)



### **Hunters Bay Apartments**

Location: Huntsville, Ontario  
Address: 2 & 4 Yonge Street  
Type of Building: Walk-up apartments  
Number of Suites: 25  
(6 one-bdrm, 13 two-bdrm and 6 three-bdrm)



### **Fairway Apartments**

Location: Kitchener, Ontario  
Address: 21 & 31 Jean Ave  
Type of Building: Walk-up apartments  
Number of Suites: 32  
(20 one-bdrm and 12 two-bdrm)



### **Hoffman Apartments**

Location: Kitchener, Ontario  
Address: 356 & 360 Hoffman Street  
Type of Building: Walk-up apartments  
Number of Suites: 96  
(36 one-bdrm and 60 two-bdrm)



## List of Properties (Apartments)



### **Hugo Apartments**

Location: Kitchener, Ontario  
Address: 15, 19, & 25 Hugo Crescent  
Type of Building: Walk-up apartments  
Number of Suites: 53 (7 one-bdrm and 46 two-bdrm)



### **Morgan Apartments**

Location: Kitchener, Ontario  
Address: 167 Morgan Avenue  
Type of Building: Apartments (elevator)  
Number of Suites: 47 (2 bachelor, 10 one-bdrm, 20 two-bdrm, and 15 three-bdrm)



### **Kingswood Estates**

Location: Kitchener, Ontario  
Address: 262, 266, 270, 274, 278, 282, 286, 310, & 320 Kingswood Drive  
Type of Building: Walk-up apartments  
Number of Suites: 360 (92 one-bdrm and 268 two-bdrm)



### **1175 Dundas Street West (Westdale Apartments)**

Location: Mississauga, Ontario  
Address: 1175 Dundas Street West  
Type of building: Apartment (elevator)  
Number of suites: 104  
(1 bachelor, 53 one-bdrm, and 50 two-bdrm)



### **275 North Service Road (North Apartments)**

Location: Mississauga, Ontario  
Address: 275 North Service Road  
Type of building: Apartment (elevator)  
Number of suites: 82  
(35 one-bdrm, 41 two-bdrm, and 7 three-bdrm)

List of Properties (Apartments)



**285 North Service Road**

Location: Mississauga, Ontario  
Address: 285 North Service Road  
Type of building: Apartment (elevator)  
Number of suites: 82  
(35 one-bdrm and 47 two-bdrm)



**Park Place Apartments**

Location: Oshawa, Ontario  
Address: 277 Anderson Avenue  
Type of Building: Apartments (elevator)  
Number of Suites: 47  
(47 two-bdrm)



**Orchard View Apartments and Mansion**

Location: Oshawa, Ontario  
Address: 36 and 70 Orchardview Blvd  
Type of Building: Walk-up apartments  
Number of Suites: 24  
(6 one-bdrm and 18 two-bdrm)



**Biggin Court**

Location: Toronto, Ontario  
Address: 1, 2, 3, 5, and 7 Biggin Court  
Type of Building: Apartments (elevator)  
Number of Suites: 308  
(11 bachelor, 9 jr one-bdrm, 170 one-bdrm, 108 two-bdrm, and 10 three-bdrm)



**Grandstand Place**

Location: Toronto, Ontario  
Address: 6 Grandstand Place  
Type of Building: Apartments (elevator)  
Number of Suites: 60  
(21 one-bdrm, 33 two-bdrm, and 6 three-bdrm)



List of Properties (Apartments)



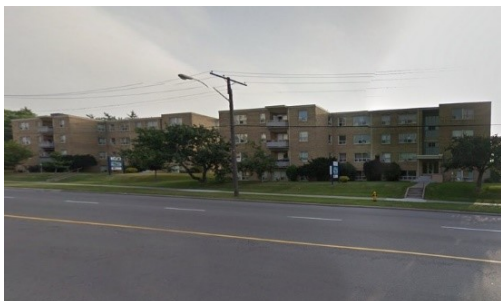
**1631 Victoria Park Avenue**

Location: Toronto, Ontario  
Address: 1631 Victoria Park Avenue  
Type of Building: Walk-up apartments  
Number of Suites: 35  
(4 bachelor, 19 one-bdrm, and 12 two-bdrm)



**1594 Victoria Park Avenue**

Location: Toronto, Ontario  
Address: 1594 Victoria Park Avenue  
Type of Building: Apartments (elevator)  
Number of Suites: 28  
(1 bachelor, 13 one-bdrm, and 14 two-bdrm)



**1731 - 1739 Victoria Park Avenue**

Location: Toronto, Ontario  
Address: 1731, 1735, & 1739 Victoria Park Avenue  
Type of Building: Walk-up apartments  
Number of Suites: 129  
(15 Bach, 78 one-bdrm, and 36 two-bdrm)



**4 & 8 Rannock Avenue and 880 Pharmacy Ave**

Location: Toronto, Ontario  
Address: 4 & 8 Rannock Avenue and 880 Pharmacy Avenue  
Type of Building: Walk-up apartments  
Number of Suites: 85  
(34 one-bdrm, and 51 two-bdrm)



**26 Thorncliffe Park Drive**

Location: Toronto, Ontario  
Address: 26 Thorncliffe Park Drive  
Type of Building: Apartments (elevator)  
Number of Suites: 62  
(35 one-bdrm, 25 two-bdrm, and 2 three-bdrm)

List of Properties (Apartments)



**27 Thorncliffe Park Drive**

Location: Toronto, Ontario  
Address: 27 Thorncliffe Park Drive  
Type of building: Apartments (elevator)  
Number of suites: 86  
(2 bachelor, 45 one-bdrm, and 39 two-bdrm)



**50 Thorncliffe Park Drive**

Location: Toronto, Ontario  
Address: 50 Thorncliffe Park Drive  
Type of building: Apartments (elevator)  
Number of suites: 57  
(1 bachelor, 10 one-bdrm, 34 two-bdrm, and 12 three-bdrm)



**5 Dufresne Court**

Location: Toronto, Ontario  
Address: 5 Dufresne Court  
Type of building: Apartments (elevator)  
Number of suites: 218  
(27 jr one-bdrm, 54 one-bdrm, 27 large one-bdrm, 82 two-bdrm, and 28 three-bdrm)



**Antrim Apartments**

Location: Toronto, Ontario  
Address: 4 Antrim Crescent  
Type of Building: Apartments (elevator)  
Number of Suites: 70 suites  
(44 one-bdrm and 26 two-bdrm)



**Dundas Court**

Location: Whitby, Ontario  
Address: 707 & 711 Dundas Street West  
Type of Building: Townhouses  
Number of Suites: 36  
(24 two-bdrm and 12 three-bdrm)



## List of Properties (Apartments)



### **Le Art**

Location: Montreal, Quebec  
Address: 1437-1441 René-Lévesque Boulevard West  
Type of Building: Apartments (elevator)  
Number of Suites: 138 Suites  
(5 bachelor, 99 one-bdrm, 29 two-bdrm and 5 three-bdrm)



### **Quartier QB**

Location: Québec City, Quebec  
Address: 2551 Quatre-Bourgeois Boulevard  
Type of Building: Apartments (elevator)  
Number of Suites: 684 Suites  
(301 bachelor, 228 one-bdrm, 131 two-bdrm and 24 three-bdrm)



### **The Huntington**

Location: Dartmouth, Nova Scotia  
Address: 58 Holtwood Court  
Type of Building: Luxury Apartments (elevator)  
Number of Suites: 114  
(9 one-bdrm, 99 two-bdrm, and 6 three-bdrm)



### **Beacon Place**

Location: Edmonton, Alberta  
Address: 9930 Bellamy Hill Road NW  
Type of Building: Apartments (elevator)  
Number of Suites: 82 (27 bachelor, 36 one-bdrm, 18 two-bdrm, 1 three-bdrm)



### **Grand Central Manor**

Location: Edmonton, Alberta  
Address: 10903 103 & 102 Avenue NW  
Type of Building: Apartments (elevator)  
Number of Suites: 306 Suites  
(182 one-bdrm, 120 two-bdrm and 4 three-bdrm)

List of Properties (Apartments)



**Mayfair**

Location: Edmonton, Alberta  
Address: 10803 Jasper Ave NW  
Type of Building: Luxury Apartments (elevator)  
Number of Suites: 238 (118 one-bdrm, 120 two-bdrm)



**Oliver Place**

Location: Edmonton, Alberta  
Address: 10130 117 Street NW  
Type of Building: Apartments (elevator)  
Number of Suites: 234 Suites  
(26 bachelor, 156 one-bdrm and 52 two-bdrm)



**Riverside Towers**

Location: Edmonton, Alberta  
Address: 8610 & 8620 Jasper Avenue  
Type of Building: Apartments (elevator)  
Number of Suites: 292 Suites  
(41 bachelor, 127 one-bdrm, 80 two-bdrm and 44 three-bdrm)



**TRAX**

Location: Edmonton, Alberta  
Address: 10054 79 Ave NW  
Type of Building: Apartments (elevator)  
Number of Suites: 100 Suites  
(42 bachelor, 32 one-bdrm and 26 two-bdrm)



**Windermere Village**

Location: Edmonton, Alberta  
Address: 3707-3711 Whitelaw Lane NW  
Type of Building: Luxury Apartments (elevator)  
Number of Suites: 126  
(3 one-bdrm and 123 two-bdrm)



List of Properties (Apartments)



**Harbour View Estates**

Location: Regina, Saskatchewan  
Address: 5501-5549-5601-5649 Prefontaine Avenue  
Type of Building: Apartments (elevator)  
Number of Suites: 208 suites  
(64 one-bdrm and 144 two-bdrm)  
\*Centurion owns 60% of this property in joint venture with other investors.



**The Apex at Acre 21\***

Location: Regina, Saskatchewan  
Address: 5000 Green Jewel Blvd  
Type of Building: Apartments (elevator)  
Number of Suites: 176 Suites  
(88 one-bdrm and 88 two-bdrm)  
\*Centurion owns 50% of this property in joint venture with other investors



**Sky Pointe Estates**

Location: Regina, Saskatchewan  
Address: 5960 Little Pine Loop  
Type of Building: Apartments (elevator)  
Number of Suites: 75 suites  
(42 one-bdrm and 33 two-bdrm)



**Madison Ridge**

Location: Regina, Saskatchewan  
Address: 1251 North McEachern Drive  
Type of Building: Apartments (elevator)  
Number of Suites: 48 suites  
(8 two-bdrm and 40 three-bdrm)



**Madison Manor**

Location: Regina, Saskatchewan  
Address: 1291 North McEachern Drive  
Type of Building: Apartments (elevator)  
Number of Suites: 64 suites  
(16 one-bdrm and 48 two-bdrm)

List of Properties (Apartments)



**Summit at Seasons\***

Location: Winnipeg, Manitoba  
Address: 701-721 Sterling Lyon Parkway  
Type of Building: Luxury Apartments (elevator)  
Number of Suites: 416 (6 bachelor, 160 one-bdrm, 236 three-bdrm, 14 four-bdrm)  
\*Centurion owns 50% of this property in joint venture with other investors.



**Pinnacle at Bridgewater\***

Location: Winnipeg, Manitoba  
Address: 344-370 Bridge Lake Drive  
Type of Building: Apartments (elevator)  
Number of Suites: 208 (74 one-bdrm, 134 two-bdrm)  
\*Centurion owns 45% of this property in joint venture with other investors.



**Pinnacle at Bridgewater II\***

Location: Winnipeg, Manitoba  
Address: 340-370 Bridge Lake Drive  
Type of Building: Apartments (elevator)  
Number of Suites: 208  
\*Centurion owns 45% of this property in joint venture with other investors.



**Trio**

Location: Kelowna, British Columbia  
Address: 333-337 Drysdale Boulevard  
Type of Building: Apartments (elevator)  
Number of Suites: 175 Suites  
(15 bachelor, 38 one-bdrm and 122 two-bdrm)



**Roberts Place**

Location: Langford, British Columbia  
Address: 772 Hockley Avenue  
Type of Building: Apartments (elevator)  
Number of Suites: 20 (20 two-bdrm)



List of Properties (Apartments)



**Roberts Landing**

Location: Langford, British Columbia  
Address: 777 Hockley Avenue  
Type of Building: Apartments (elevator)  
Number of Suites: 30 (10 one-bdrm, 20 two-bdrm)



**The Arc**

Location: Langford, British Columbia  
Address: 2849 Bryn Maur Road  
Type of Building: Apartments (elevator)  
Number of Suites: 93 Suites  
(65 one-bdrm, 23 two-bdrm and 5 three-bdrm)



**Village Walk West**

Location: Langford, British Columbia  
Address: 778, 784 and 790 Hockley Avenue  
Type of Building: Apartments (elevator)  
Number of Suites: 86 (30 one-bdrm, 46 two-bdrm, 10 three-bdrm)



**Hockley Corners**

Location: Langford, British Columbia  
Address: 765 Hockley Avenue  
Type of Building: Apartments (elevator)  
Number of Suites: 63 (42 one-bdrm, 21 two-bdrm)



**The Verve**

Location: Victoria, British Columbia  
Address: 433 Boleskine Road  
Type of Building: Apartments (elevator)  
Number of Suites: 95 (57 bachelor, 9 one-bdrm, 29 two-bdrm)

## List of Properties (Apartments)



### **Fusion**

Location: Surrey, British Columbia  
Address: 13555 96th Avenue  
Type of Building: Apartments (elevator)  
Number of Suites: 146 (125 one-bdrm, 21 two-bdrm)



### **V1488\***

Location: Victoria, British Columbia  
Address: 1488 Cook Street  
Type of Building: Apartments (elevator)  
Number of Suites: 134 (19 bachelor, 47 one-bdrm, 58 two-bdrm, 10 three-bdrm)  
\*Centurion owns 50% of this property in joint venture with other investors.



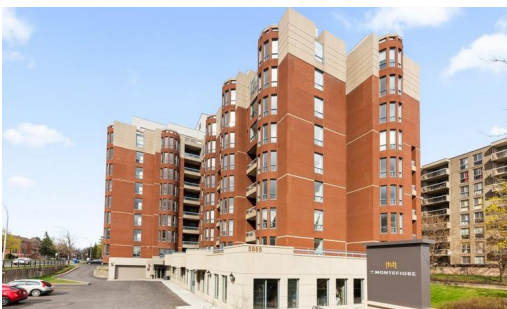
### **Oxford at The Ranch**

Location: Waller, Texas, U.S.  
Address: 31200 FM 2920 Road  
Type of Building: Apartments  
Number of Suites: 224 suites (elevator)  
(140 one-bdrm, 60 two-bdrm, and 24 three-bdrm)  
\*Centurion owns 85% of this property in joint venture with other investors.



### **Oxford at Country Club\***

Location: Baytown, Texas  
Address: 2800 West Baker Road  
Type of Building: Apartments (elevator)  
Number of Suites: 228 Suites  
(134 one-bdrm, 90 two-bdrm and 4 three-bdrm)  
\*Centurion owns 85% of this property in joint venture with other investors.



### **Le Montefiore**

Location: Montreal, Quebec  
Address: 5885, Cavendish blvd.  
Type of Building: Apartments (elevator)  
Number of Suites: 94 Suites  
(8 bachelor, 36 one-bdrm and 50 two-bdrm)



List of Properties (Apartments)



**Hedstrom House**

Location: Langford, British Columbia  
Address: 1060 Goldstream Ave.  
Type of Building: Apartments (elevator)  
Number of Suites: 119 Suites  
(6 bachelor, 42 one-bdrm, 59 two-bdrm and 12 three-bdrm)



**1140 Mary Street**

Location: Oshawa, Ontario  
Address: 1140 Mary Street  
Type of Building: Apartments (elevator)  
Number of Suites: 117 Suites  
(2 bachelor, 22 one-bdrm, 67 two-bdrm and 26 three bedroom)



**333 Simcoe Street**

Location: Oshawa, Ontario  
Address: 333 Simcoe Street  
Type of Building: Apartments (elevator)  
Number of Suites: 41 Suites  
(4 one-bdrm, 31 two-bdrm and 6 three-bdrm)



**550 Lang's Road**

Location: Ottawa, Ontario  
Address: 550 Lang's Road  
Type of Building: Apartments (elevator)  
Number of Suites: 171 Suites  
(18 bachelor, 105 one-bdrm and 48 two-bdrm)



**3280 Cavendish**

Location: Montreal, Quebec  
Address: 3280 Boul Cavendish  
Type of Building: Apartments (elevator)  
Number of Suites: 114 Suites  
(4 bachelor, 62 one-bdrm and 48 two-bdrm)

List of Properties (Apartments)



**Peatt Commons West**

Location: Victoria, British Columbia  
Address: 2854 Peatt Road  
Type of Building: Apartments (elevator)  
Number of Suites: 63 Suites  
(32 one-bdrm, 30 two-bdrm and 1 three-bdrm)



**Peatt Commons East**

Location: Victoria, British Columbia  
Address: 821 Hockley Avenue  
Type of Building: Apartments (elevator)  
Number of Suites: 72 Suites  
(15 one-bdrm and 57 two-bdrm)



**Steps Bridgeland\***

Location: Calgary, Alberta  
Address: 918 McPherson Square NE  
Type of Building: Apartments (elevator)  
Number of Suites: 122 Suites  
(7 bachelor, 34 one-bdrm, 70 two-bdrm and 11 three-bdrm)  
\*Completed development



**Station Place\***

Location: Etobicoke, ON  
Address: 5249 Dundas Street West  
Type of Building: Apartments (elevator)  
Number of Suites: 333 Suites  
(37 bachelor, 148 one-bdrm and 148 two-bdrm)  
\*Centurion owns 50% of this property in joint venture with other investors.



**Sage Apartments LP\***

Location: Winnipeg, MB  
Address: 105, 115, 125 and 145 Sage Creek Boulevard  
40, 50, 60 and 70 Des Hivernants Boulevard North  
Type of Building: Apartments (elevator)  
Number of Suites: 398 Suites  
(189 one-bdrm, 174 two-bdrm and and 35 three-bdrm)  
\*Completed development. Centurion owns 50% of this property in joint venture with other investors.



List of Properties (Apartments)



**Urban Square**

Location: Winnipeg, MB  
Address: 230 Good Street  
Type of Building: Apartment (elevator)  
Number of Suites: 143 Suites  
(5 bachelor, 35 one-bdrm, 86 two-bdrm and 17 three-bdrm)



**133 Erskine LP\***

Location: Toronto, ON  
Address: 133 & 141 Erskine Avenue  
Type of Building: Apartment (elevator)  
Number of Suites: 27 Suites  
(2 one-bdrm and 25 two-bdrm)  
\*Centurion owns 75% of this property in joint venture with other investors.



**CCA Crossroad Kansas City LLC\***

Location: Kansas City, MO  
Address: 1989 Main Street  
Type of Building: Apartment (elevator)  
Number of Suites: 283 Suites  
(88 bachelor, 122 one-bdrm, 67 two-bdrm and 6 three-bdrm)  
\*Completed development. Centurion owns 36% of this property in joint venture with other investors.



**CCA CBD Minneapolis LLC\***

Location: Minneapolis, MN  
Address: 95 South 10th Street  
Type of Building: Apartment (elevator)  
Number of Suites: 307  
(178 bachelor, 73 one-bdrm and 56 two-bdrm)  
\*Completed development. Centurion owns 45% of this property in joint venture with other investors.



**The View at Charlesworth\***

Location: Edmonton, AB  
Address: 5207 4 Ave SW  
Type of Building: Apartment (elevator)  
Number of Suites: 149  
(39 one-bdrm, 96 two-bdrm and 14 three-bdrm)

\*Completed development.

List of Properties (Apartments)



**Metro Scott Road**

Location: Surrey, BC  
Address: 12685 110 Ave and 11018 126A Street  
Type of Building: Apartment (elevator)  
Number of Suites: 233  
(24 bachelor, 150 one-bdrm and 59 two-bdrm)



**Le Namur**

Location: Montreal, QC  
Address: 4974 de la Savane Place  
Type of Building: Apartment (elevator)  
Number of Suites: 176  
(23 bachelor, 102 one-bdrm and 51 two-bdrm)



**Axcès Trigone Blainville**

Location: Blainville, QC  
Address: 21 Simon-Lussier  
Type of Building: Apartment (elevator)  
Number of Suites: 133  
(8 bachelor, 87 one-bdrm, 30 two-bdrm and 8 three-bdrm)



**Viva-Cité Sainte-Thérèse**

Location: Sainte-Thérèse, QC  
Address: 290 Place Claude-Dagenais  
Type of Building: Apartment (elevator)  
Number of Suites: 262  
(25 bachelor, 137 one-bdrm, 83 two-bdrm and 17 three-bdrm)



**Axcès Sainte-Thérèse I**

Location: Sainte-Thérèse, QC  
Address: 281 Place Claude-Dagenais  
Type of Building: Apartment (elevator)  
Number of Suites: 84  
(55 one-bdrm, 23 two-bdrm and 6 three-bdrm)



## List of Properties (Apartments)



### **Axcès Sainte-Thérèse II**

Location: Sainte-Thérèse, QC  
Address: 291 Place Claude-Dagenais  
Type of Building: Apartment (elevator)  
Number of Suites: 84  
(56 one-bdrm, 24 two-bdrm and 4 three-bdrm)



### **Viva-Cité Lachenaie I**

Location: Terrebonne, QC  
Address: 1250 Boulevard Lucille-Teasdale  
Type of Building: Apartment (elevator)  
Number of Suites: 78  
(55 one-bdrm and 23 two-bdrm)



### **Viva-Cité Lachenaie II**

Location: Terrebonne, QC  
Address: 1280 Boulevard Lucille-Teasdale  
Type of Building: Apartment (elevator)  
Number of Suites: 78  
(51 one-bdrm and 27 two-bdrm)



### **8 Axcès Trigone Lachenaie**

Location: Terrebonne, QC  
Address: 1270 Boulevard Lucille-Teasdale  
Type of Building: Apartment (elevator)  
Number of Suites: 52  
(32 one-bdrm and 20 two-bdrm)



### **Viva-Cité Sainte-Julie**

Location: Sainte-Julie, QC  
Address: 173 Boulevard Armand-Frappier  
Type of Building: Apartment (elevator)  
Number of Suites: 286  
(21 bachelor, 172 one-bdrm and 93 two-bdrm)

List of Properties (Apartments)



**Viva-Cité Espace Nature I**

Location: Longueuil, QC  
Address: 2500 Rue Maurice-Savoie  
Type of Building: Apartment (elevator)  
Number of Suites: 120  
(12 bachelor, 64 one-bdrm, 37 two-bdrm and 7 three-bdrm)



**Viva-Cité Espace Nature II**

Location: Longueuil, QC  
Address: 2570 Rue Maurice-Savoie  
Type of Building: Apartment (elevator)  
Number of Suites: 120  
(12 bachelor, 64 one-bdrm, 37 two-bdrm and 7 three-bdrm)



**Viva-Cité Longueuil I**

Location: Longueuil, QC  
Address: 235 Rue Cuvillier Ouest  
Type of Building: Apartment (elevator)  
Number of Suites: 86  
(48 one-bdrm and 38 two-bdrm)



**Viva-Cité Longueuil II**

Location: Longueuil, QC  
Address: 245 Rue Cuvillier Ouest  
Type of Building: Apartment (elevator)  
Number of Suites: 146  
(86 one-bdrm, 58 two-bdrm and 2 three-bdrm)



**Axcès Trigone Octa I**

Location: Longueuil, QC  
Address: 4175 Rue Legault  
Type of Building: Apartment (elevator)  
Number of Suites: 44  
(4 bachelor, 26 one-bdrm and 14 two-bdrm)



List of Properties (Apartments)



**Axcès Trigone Octa II**

Location: Longueuil, QC  
Address: 4155 Rue Legault  
Type of Building: Apartment (elevator)  
Number of Suites: 44  
(4 bachelor, 26 one-bdrm and 14 two-bdrm)



**Viva-Cité Saint-Hubert**

Location: Longueuil, QC  
Address: 6000 Rue de La Tourbière  
Type of Building: Apartment (elevator)  
Number of Suites: 94  
(69 one-bdrm, 21 two-bdrm and 4 three-bdrm)



**Viva-Cité Saint-Lambert**

Location: Saint-Lambert, QC  
Address: 60 Rue Cartier  
Type of Building: Apartment (elevator)  
Number of Suites: 210  
(152 one-bdrm and 58 two-bdrm)



**Axcès Trigone Brossard I**

Location: Brossard, QC  
Address: 7215-7235 Rue de Lunan  
Type of Building: Apartment (elevator)  
Number of Suites: 96  
(44 one-bdrm and 52 two-bdrm)



**Axcès Trigone Brossard II**

Location: Brossard, QC  
Address: 7165-7195 Rue de Lunan  
Type of Building: Apartment (elevator)  
Number of Suites: 146  
(80 one-bdrm and 66 two-bdrm)

## List of Properties (Apartments)



### **Viva-Cité Brossard I**

Location: Brossard, QC  
Address: 9145 Rue Lennon  
Type of Building: Apartment (elevator)  
Number of Suites: 83  
(38 one-bdrm and 45 two-bdrm)



### **Viva-Cité Brossard II**

Location: Brossard, QC  
Address: 9155 Rue Lennon  
Type of Building: Apartment (elevator)  
Number of Suites: 97  
(49 one-bdrm and 48 two-bdrm)



### **Viva-Cité Brossard III**

Location: Brossard, QC  
Address: 9165 Rue Lennon  
Type of Building: Apartment (elevator)  
Number of Suites: 119  
(74 one-bdrm and 45 two-bdrm)



### **Viva-Cité Delson I**

Location: Delson, QC  
Address: 170 Rue de l'Harmonie  
Type of Building: Apartment (elevator)  
Number of Suites: 191  
(34 bachelor, 96 one-bdrm, 56 two-bdrm and 5 three-bdrm)



### **Viva-Cité Delson II**

Location: Delson, QC  
Address: 160 Rue de l'Harmonie  
Type of Building: Apartment (elevator)  
Number of Suites: 91  
(1 bachelor, 57 one-bdrm and 33 two-bdrm)



List of Properties (Apartments)



**Axcès Trigone Delson**

Location: Delson, QC  
Address: 165 Rue de l'Harmonie  
Type of Building: Apartment (elevator)  
Number of Suites: 50  
(11 one-bdrm, 20 two-bdrm and 19 three-bdrm)



**Viva-Cité Saint-Constant**

Location: Saint-Constant, QC  
Address: 11 Rue de Ronsard  
Type of Building: Apartment (elevator)  
Number of Suites: 154  
(8 bachelor, 118 one-bdrm and 28 two-bdrm)



**Viva-Cité Saint-Constant II**

Location: Saint-Constant, QC  
Address: 21 Rue de Ronsard  
Type of Building: Apartment (elevator)  
Number of Suites: 174  
(6 bachelor, 119 one-bdrm and 49 two-bdrm)



**Axcès Trigone Châteauguay**

Location: Châteauguay, QC  
Address: 430 Boulevard Saint-Francis  
Type of Building: Apartment (elevator)  
Number of Suites: 59  
(17 one-bdrm, 23 two-bdrm, 17 three-bdrm and 2 four-bdrm)



**Viva-Cité Châteauguay**

Location: Châteauguay, QC  
Address: 390 Boulevard Saint-Francis  
Type of Building: Apartment (elevator)  
Number of Suites: 154  
(20 bachelor, 81 one-bdrm and 53 two-bdrm)

List of Properties (Apartments)



### 30 Viva-Cité Châteauguay II

Location: Châteauguay, QC  
Address: 400 Boulevard Saint-Francis  
Type of Building: Apartment (elevator)  
Number of Suites: 166  
(8 bachelor, 129 one-bdrm and 29 two-bdrm)



### Le Central

Location: Gatineau, QC  
Address: 400, 410, 420, 430, 440, 450, 460 & 500 Rue de l'Atmosphère  
Type of Building: Apartment (elevator)  
Number of Suites: 345  
(14 bachelor, 219 one-bdrm and 112 two-bdrm)



### 688 Notre-Dame

Location: Montreal, QC  
Address: 686-690 Notre-Dame Street West  
Type of Building: Apartment (elevator)  
Number of Suites: 145  
(91 one-bdrm, 52 two-bdrm and 2 three-bdrm)



### Les Terrasses Francesca

Location: Ottawa, ON  
Address: 127 & 145 Presland Road and 1425 Vanier Parkway  
Type of Building: Apartment (elevator)  
Number of Suites: 276  
(110 one-bdrm and 166 two-bdrm)



### The Aurora

Location: Kelowna, British Columbia  
Address: 230 Aurora Crescent  
Type of Building: Apartment (elevator)  
Number of Suites: 104  
(45 one-bdrm, 53 two-bdrm and 6 three-bdrm)



## List of Properties (Apartments)



### **Metro Scott Road Phase II**

Location: Surrey, British Columbia  
Address: 11088 126A Street and 12667 110th Avenue  
Type of Building: Apartment (elevator)  
Number of Suites: 281  
(38 bachelor, 168 one-bdrm and 75 two-bdrm)



### **Bridgewater Apartments III\***

Location: Winnipeg, Manitoba  
Address: 150, 160, 170, 176, 180, 186, 190, 196 and 200 Appleford Gate  
Type of Building: Apartment (elevator)  
Number of Suites: 270  
(99 one-bdrm, 104 two-bdrm and 67 three-bdrm)

\*Completed development.



### **Axcès Ste-Thérèse**

Location: Sainte-Thérèse, QC  
Address: 301 Claude-Dagenais  
Type of Building: Apartment (elevator)  
Number of Suites: 84  
(55 one-bdrm, 24 two-bdrm and 5 three-bdrm)



### **NOX**

Location: Gatineau, QC  
Address: 350-380 Boulevard de l'Amérique-Française  
Type of Building: Apartment (elevator)  
Number of Suites: 277  
(7 bachelor, 210 one-bdrm and 60 two-bdrm)



### **Evolution**

Location: Laval, QC  
Address: 1355 Le Corbusier Boulevard  
Type of Building: Apartment (elevator)  
Number of Suites: 240  
(10 bachelor, 160 one-bdrm, 62 two-bdrm and 8 three-bdrm)

List of Properties (Apartments)



**Knox Village**

Location: Kelowna, BC  
Address: 1450 Cara Glen Court  
Type of Building: Apartment (elevator)  
Number of Suites: 60 (7 bachelor, 23 one-bdrm, 26 two-bdrm and 4 three-bdrm)



**NOX - Phase II**

Location: Gatineau, QC  
Address: 40-60 Marguerite Maille  
Type of Building: Apartment (elevator)  
Number of Suites: 158  
(4 bachelor, 122 one-bdrm and 32 two-bdrm)



**Credo**

Location: Calgary, AB  
Address: 1820 26 Ave SW  
Type of Building: Apartment (elevator)  
Number of Suites: 125  
(17 bachelor, 74 one-bdrm and 34 two-bdrm)



**NOX - Phase III**

Location: Gatineau, QC  
Address: 615 Boulevard Du Plateau  
Type of Building: Apartment (elevator)  
Number of Suites: 99  
(2 bachelor, 65 one-bdrm and 32 two-bdrm)



**Knox Village - Phase II**

Location: Kelowna, BC  
Address: 1440 Cara Glen Court  
Type of Building: Apartment (elevator)  
Number of Suites: 61 (7 bachelor, 23 one-bdrm, 27 two-bdrm and 4 three-bdrm)



List of Properties (Student Residences)



**LA MARQ au 515**

Location: Montréal (Québec)  
Address: 1430 rue City Councillors  
Type of Building: Student Residence (elevator)  
Number of Suites: 100 suites  
(comprising 440 rental beds; 10 three-bdrm, 40 four-bdrm, and 50 five-bdrm)



**75 Ann Street\***

Location: London (Ontario)  
Address: 75 Ann Street  
Type of Building: Student Residence (elevator)  
Number of Suites: 137 (comprising 499 rental beds; 2 two-bdrm, 45 three-bdrm, 90 four-bdrm)  
\*Centurion owns 75% of this property in joint venture with other investors.



**1 Beaufort Street\***

Location: London (Ontario)  
Address: 1 Beaufort Street  
Type of Building: Student Residence  
Number of Suites: 6 block townhouse complex; 27 suites  
(comprising 135 rental beds; 27 five-bdrms)  
\*Centurion owns 75% of this property in joint venture with other investors.



**St George Street**

Location: London (Ontario)  
Address: 83 St. George Street (13 townhouses), 87, 89, 91, 93, 95, 97, & 99  
St. George Street, 149, 151, 163, & 165 Ann Street  
Type of Building: Student Residence  
Number of Suites: 24 townhouses (comprising 96 rental beds; 24 four-bdrms)



**205 Oxford Centre Apartments**

Location: London (Ontario)  
Address: 205 Oxford Street East  
Type of Building: Student Residence (elevator)  
Number of Suites: 139 suites  
(comprising 220 rental beds; 53 one-bdrm and 86 two-bdrm)

List of Properties (Student Residences)



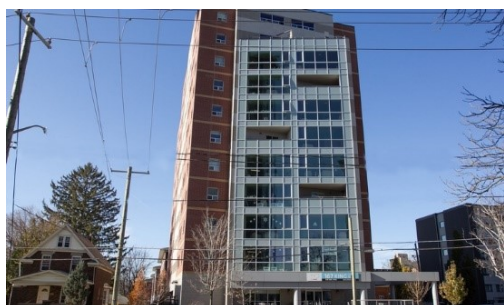
**University View**

Location: Waterloo, Ontario  
Address: 173 King Street North  
Type of Building: Student residence (elevator)  
Number of Suites: 56 Suites  
(comprising of 219 rental beds; 1 one-bdrm, 1 two-bdrm, and 54 four-bdrm)



**18 James Street**

Location: Waterloo, Ontario  
Address: 18 James Street North  
Type of Building: Student  
Number of Suites: 30 suites (comprising 150 rental beds; 30 five-bdrm)



**167 King Street North**

Location: Waterloo, Ontario  
Address: 167 King Street North  
Type of Building: Student residence (elevator)  
Number of Suites: 41 Suites  
(comprising of 205 rental beds; 41 five-bdrm)



**168 King Street North**

Location: Waterloo, Ontario  
Address: 168 King Street North  
Type of Building: Student residence (elevator)  
Number of Suites: 36 Suites  
(comprising of 176 rental beds; 1 one-bdrm and 35 five-bdrm)



**345 King Street North**

Location: Waterloo, Ontario  
Address: 345 King Street North  
Type of Building: Student residence (elevator)  
Number of Suites: 94 Suites  
(comprising of 386 rental beds; 38 five-bdrm, 28 four-bdrm, and 28 three-bdrm)



List of Properties (Student Residences)



**Columbia Street West**

Location: Waterloo (Ontario)  
Address: 1 Columbia Street West  
Type of Building: Student Residence (elevator)  
Number of Suites: 74  
(comprising 370 rental beds; 74 five-bdrm)



**The Hub Calgary\***

Location: Calgary, Alberta  
Address: 2416 16th Avenue NW  
Type of Building: Student  
Number of Suites: 348 Suites  
(212 one-bdrm, 134 two-bdrm and 2 three-bdrm)  
\*Centurion owns 95% of this property in joint venture with other investors.



**Simon Fraser University**

Location: Burnaby, BC  
Address: 8888 University Drive  
Type of Building: Student Housing  
Number of Suites: 482 Suites  
(482 bachelor)



**21 Columbia**

Location: Waterloo, ON  
Address: 21 Columbia St W  
Type of Building: Student Housing  
Number of Suites: 41 Suites  
(41 five-bdrm)



## **Le Bacc**

Location: Quebec City, QC

Address: 2400 Sainte-Foy Road

Type of Building: Student Housing

Number of Suites: 170

(15 bachelor, 50 one-bdrm, 91 two-bdrm and 14 three-bdrm)



## **Toronto Metropolitan University**

Location: Toronto, ON

Address: 288 Church Street

Type of Building: Student Housing

Number of Suites: 100 (10 one-bdrm, 19 two-bdrm and 71 four-bdrm)

Number of Rental Units = 332

List of Properties (Medical Offices)



**Centurion Rise (520 Ellesmere) LP\***

Location: Toronto, ON  
Address: 520-524 Ellesmere Road  
Type of Building: Medical Office  
\*Centurion owns 75% of this medical building in joint venture with other investors.



**Centurion Rise (Royal Court Barrie) LP\***

Location: Barrie, ON  
Address: 1&5 Quarry Ridge Road & 15 Gallie Court  
Type of Building: Medical Office  
\*Centurion owns 75% of this medical building in joint venture with other investors.



**Columbus Medical Arts Building\***

Location: Vaughan, ON  
Address: 8333 Weston Road  
Type of Building: Medical Office  
\*Centurion owns 75% of this medical building in joint venture with other investors.



**Kanata Medical Arts Building\***

Location: Ottawa, ON  
Address: 99 Kakulu Road  
Type of Building: Medical Office  
\*Centurion owns 75% of this medical building in joint venture with other investors.



**Phenix Professional Building\***

Location: Ottawa, ON  
Address: 595 Montreal Road  
Type of Building: Medical Office  
\*Centurion owns 75% of this medical building in joint venture with other investors.



List of Properties (Medical Offices)



**Nepean Medical Centre\***

Location: Ottawa, ON

Address: 1 Centrepointe Drive

Type of Building: Medical Office

\*Centurion owns 75% of this medical building in joint venture with other investors.



**Carling Broadview Medical Building\***

Location: Ottawa, ON

Address: 770 Broadview Avenue

Type of Building: Medical Office

\*Centurion owns 75% of this medical building in joint venture with other investors.



**The Jenny Trout Centre\***

Location: Stratford, ON

Address: 342 Erie Street

Type of Building: Medical Office

\*Centurion owns 75% of this medical building in joint venture with other investors.



**The Medical Arts Centre\***

Location: Medicine Hat, Alberta

Address: 770 6th Street SW

Type of Building: Medical Office

\*Centurion owns 75% of this medical building in joint venture with other investors.



**Glenwood Health Centre - North\***

Location: Edmonton, Alberta

Address: 16028 100A Avenue NW

16114 100A Avenue NW

Type of Building: Medical Office

\*Centurion owns 75% of this medical building in joint venture with other investors.

**APPENDIX "F" - SUMMARY INFORMATION ABOUT THE CONSOLIDATED MORTGAGE INVESTMENT PORTFOLIO (AS AT MARCH 31, 2024)**

REIT Consolidated								
Investments Segregation <small>(excl. Foreclosed Properties)</small>	Funded				Committed			
	\$	#	% (\$)	Wt. Avg. Rate	\$	#	% (\$)	
<b>By Participation</b>								
Mortgage Investments	\$ 181,202	24	49%	12.12%	\$ 308,788	28	63%	
Participating Loan Interests	\$ 38,946	5	10%	11.79%	\$ 39,835	5	8%	
Equity Accounted Investments	\$ 152,354	12	41%	—%	\$ 145,371	12	29%	
<b>Total</b>	<b>\$ 372,502</b>	<b>41</b>	<b>100%</b>	<b>12.08%</b>	<b>\$ 493,994</b>	<b>45</b>	<b>100%</b>	
<b>By Rank</b>								
1st	\$ 145,959	20	39%	12.08%	\$ 248,516	24	50%	
2nd	\$ 41,890	7	11%	—%	\$ 67,707	7	14%	
3rd	\$ 32,300	2	9%	—%	\$ 32,400	2	7%	
Equity Accounted Investments	\$ 152,354	12	41%	—%	\$ 145,371	12	29%	
<b>Total</b>	<b>\$ 372,503</b>	<b>41</b>	<b>100%</b>	<b>12.08%</b>	<b>\$ 493,994</b>	<b>45</b>	<b>100%</b>	
<b>By Loan Type</b>								
Commercial/Industrial	\$ 34,600	5	9%	10.17%	\$ 41,904	5	8%	
Residential	\$ 337,902	36	91%	12.23%	\$ 452,091	40	92%	
<b>Total</b>	<b>\$ 372,502</b>	<b>41</b>	<b>100%</b>	<b>12.08%</b>	<b>\$ 493,995</b>	<b>45</b>	<b>100%</b>	
<b>By Province/State</b>								
<b>Canada</b>								
AB	\$ 80,095	8	22%	10.75%	\$ 128,839	11	26%	
BC	\$ 107,254	9	29%	12.26%	\$ 130,230	10	26%	
ON	\$ 149,279	17	39%	12.21%	\$ 197,583	17	40%	
QC	\$ 35,875	7	10%	11.79%	\$ 37,342	7	8%	
<b>Total</b>	<b>\$ 372,503</b>	<b>41</b>	<b>100%</b>	<b>12.08%</b>	<b>\$ 493,994</b>	<b>45</b>	<b>100%</b>	

**APPENDIX "F" - SUMMARY INFORMATION ABOUT THE CONSOLIDATED MORTGAGE INVESTMENT PORTFOLIO (AS AT MARCH 31, 2024)**

**By City**

<b>Greater Toronto Area</b>									
Etobicoke	\$	18,999	1	5.10%	—%	\$	19,099	1	3.87%
Markham	\$	20,410	1	5.48%	—%	\$	25,000	1	5.06%
Scarborough	\$	30,298	2	8.13%	10.00%	\$	20,772	2	4.20%
Toronto	\$	16,829	5	4.52%	10.25%	\$	21,207	5	4.29%
<b>Subtotal (A)</b>	<b>\$</b>	<b>86,536</b>	<b>9</b>	<b>23.23%</b>	<b>10.17%</b>	<b>\$</b>	<b>86,078</b>	<b>9</b>	<b>17.42%</b>
<b>Greater Vancouver Area</b>									
Langley	\$	3,418	1	0.92%	15.03%	\$	9,800	1	1.98%
New Westminster	\$	8,837	1	2.37%	11.70%	\$	9,837	2	1.99%
Vancouver	\$	11,838	1	3.18%	10.55%	\$	17,150	1	3.47%
Surrey	\$	37,670	2	10.11%	13.00%	\$	39,490	2	7.99%
<b>Subtotal (B)</b>	<b>\$</b>	<b>61,763</b>	<b>5</b>	<b>16.58%</b>	<b>12.29%</b>	<b>\$</b>	<b>76,277</b>	<b>6</b>	<b>15.43%</b>
<b>Vancouver Island</b>									
Victoria	\$	1,823	0	0.49%	—%	\$	0	0	—%
<b>Subtotal (C)</b>	<b>\$</b>	<b>1,823</b>	<b>0</b>	<b>0.49%</b>	<b>0.00%</b>	<b>\$</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
<b>Guelph-Waterloo Area</b>									
Kitchener	\$	6,168	1	1.66%	13.25%	\$	6,168	1	1.25%
<b>Subtotal (D)</b>	<b>\$</b>	<b>6,168</b>	<b>1</b>	<b>1.66%</b>	<b>13.25%</b>	<b>\$</b>	<b>6,168</b>	<b>1</b>	<b>1.25%</b>
<b>Other Canadian Cities</b>									
Barrie	\$	3,432	1	0.92%	—%	\$	3,432	1	0.69%
Calgary	\$	73,920	6	19.84%	—%	\$	71,039	7	14.38%
Darlington	\$	16,169	1	4.34%	—%	\$	16,169	1	3.27%
Edmonton	\$	6,174	2	1.66%	10.75%	\$	57,800	4	11.70%
Gatineau	\$	13,301	1	3.57%	—%	\$	13,301	1	2.69%
Kanata	\$	10,045	2	2.70%	—%	\$	40,120	2	8.12%
Kelowna	\$	43,668	4	11.72%	12.22%	\$	53,953	4	10.92%
Lachenaie	\$	2,970	1	0.80%	—%	\$	2,970	1	0.60%
Longueuil	\$	6,551	2	1.76%	11.50%	\$	6,408	2	1.30%
Minett	\$	6,138	1	1.65%	14.75%	\$	26,500	1	5.36%
Sainte-Julie	\$	16,611	2	4.46%	11.50%	\$	17,957	2	3.64%
Terrebonne	\$	9,742	2	2.62%	12.50%	\$	10,006	2	2.03%
Winnipeg	\$	7,490	1	2.01%	—%	\$	5,815	1	1.18%
<b>Subtotal (E)</b>	<b>\$</b>	<b>216,212</b>	<b>26</b>	<b>58.04%</b>	<b>12.74%</b>	<b>\$</b>	<b>325,471</b>	<b>29</b>	<b>65.89%</b>
<b>Grand Total (SUM A to E)</b>	<b>\$</b>	<b>372,502</b>	<b>41</b>	<b>100%</b>	<b>12.08%</b>	<b>\$</b>	<b>493,994</b>	<b>45</b>	<b>100%</b>

**APPENDIX "F" - SUMMARY INFORMATION ABOUT THE CONSOLIDATED MORTGAGE INVESTMENT PORTFOLIO (AS AT MARCH 31, 2024)**

**By Purchase Options**

With	\$	103,804	12	28.00%	11.98%	\$	149,956	14	30.00%
Without	\$	116,344	17	31.00%	12.20%	\$	198,667	19	41.00%
Equity Accounted Investments	\$	152,354	12	41.00%	—%	\$	145,371	12	29.00%
<b>Total</b>	<b>\$</b>	<b>372,502</b>	<b>41</b>	<b>100.00%</b>	<b>12.08%</b>	<b>\$</b>	<b>493,994</b>	<b>45</b>	<b>100.00%</b>

**By Development Stage**

Construction	\$	244,988	27	66.00%	12.02%	\$	348,063	29	71.00%
Pre-Construction	\$	55,300	3	15.00%	13.00%	\$	55,400	3	11.00%
Term	\$	72,214	11	19.00%	11.55%	\$	90,532	13	18.00%
<b>Total</b>	<b>\$</b>	<b>372,502</b>	<b>41</b>	<b>100.00%</b>	<b>12.08%</b>	<b>\$</b>	<b>493,995</b>	<b>45</b>	<b>100.00%</b>

**By Underlying Security**

Multi Family Apartments	\$	167,513	17	45.00%	12.57%	\$	219,618	19	44.00%
Land	\$	58,168	3	16.00%	13.00%	\$	58,268	3	12.00%
Low-Rise Residential	\$	61,975	12	17.00%	11.74%	\$	92,609	12	19.00%
Industrial	\$	7,200	2	2.00%	10.25%	\$	9,913	2	2.00%
High-Rise Condominium	\$	50,246	4	13.00%	11.70%	\$	81,596	6	17.00%
Commercial	\$	27,401	3	7.00%	10.00%	\$	31,991	3	6.00%
<b>Total</b>	<b>\$</b>	<b>372,503</b>	<b>41</b>	<b>100.00%</b>	<b>12.08%</b>	<b>\$</b>	<b>493,995</b>	<b>45</b>	<b>100.00%</b>

**By Investment Size**

\$1m or less	\$	(1,752)	1	—%	—%	\$	2,056	2	—%
> \$1m - \$3m	\$	15,263	6	4.00%	11.02%	\$	22,589	6	5.00%
> \$3m - \$5m	\$	34,371	9	9.00%	11.93%	\$	47,922	9	10.00%
> \$5m - \$10m	\$	72,351	11	19.00%	12.29%	\$	128,028	12	26.00%
> \$10m - \$15m	\$	90,965	6	24.00%	11.87%	\$	108,214	7	22.00%
> \$15m	\$	161,304	8	44.00%	12.27%	\$	185,185	9	37.00%
<b>Total</b>	<b>\$</b>	<b>372,502</b>	<b>41</b>	<b>100.00%</b>	<b>12.08%</b>	<b>\$</b>	<b>493,994</b>	<b>45</b>	<b>100.00%</b>

**By Maturity (excl. Equity & FV Adj.)**

2024	\$	191,403	25	87.00%	11.81%	\$	239,631	27	68.00%
2025	\$	15,503	3	7.00%	13.88%	\$	89,218	5	26.00%
2026	\$	14,131	1	6.00%	13.25%	\$	19,775	1	6.00%
<b>Total</b>	<b>\$</b>	<b>221,037</b>	<b>29</b>	<b>100.00%</b>	<b>12.08%</b>	<b>\$</b>	<b>348,624</b>	<b>33</b>	<b>100.00%</b>

**APPENDIX "F" - SUMMARY INFORMATION ABOUT THE CONSOLIDATED MORTGAGE INVESTMENT PORTFOLIO (AS AT MARCH 31, 2024)**

<b>By Interest/Pref Rate (excl. Equity &amp; FV Adj.)</b>										
> 9.5% - 10.0%	\$	13,898	4	6.00%	10.00%	\$	20,948	5		
> 10.0% - 10.5%	\$	7,199	2	3.00%	10.25%	\$	9,913	2	3.00%	
> 10.5% - 11.0%	\$	18,012	3	8.00%	10.62%	\$	23,950	3	7.00%	
> 11.0% - 11.5%	\$	40,428	5	18.00%	11.40%	\$	79,890	6	22.00%	
> 11.5% - 12.0%	\$	8,837	1	4.00%	11.70%	\$	9,837	2	3.00%	
> 12.0% - 12.5%	\$	31,861	4	14.00%	12.50%	\$	32,125	4	9.00%	
> 12.5% - 13.0%	\$	23,000	1	10.00%	13.00%	\$	23,000	1	7.00%	
> 13.0% - 13.5%	\$	20,300	2	9.00%	13.25%	\$	39,943	3	11.00%	
> 13.5% - 14.0%	\$	9,629	2	4.00%	—%	\$	10,238	2	3.00%	
> 14.0% - 14.5%	\$	0	0	—%	—%	\$	0	0	—%	
> 14.5% - 15.0%	\$	6,138	1	3.00%	14.75%	\$	26,500	1	8.00%	
> 15.0%	\$	41,734	4	21.00%	15.03%	\$	72,280	4	21.00%	
<b>Total</b>	<b>\$</b>	<b>221,036</b>	<b>29</b>	<b>100.00%</b>	<b>12.08%</b>	<b>\$</b>	<b>348,624</b>	<b>33</b>	<b>94.00%</b>	
<b>By Committed LTV - Mortgage Investments</b>										
50% or less	\$	70,476	9	39.00%	12.37%	\$	92,961	11	30.00%	
> 50% - 60%	\$	6,138	1	3.00%	14.75%	\$	26,500	1	9.00%	
> 60% - 70%	\$	21,251	3	12.00%	—%	\$	36,132	4	12.00%	
> 70% - 80%	\$	16,346	2	9.00%	11.09%	\$	21,922	2	7.00%	
> 80% - 90%	\$	38,009	6	21.00%	11.89%	\$	99,799	7	32.00%	
> 90%	\$	28,982	3	16.00%	11.58%	\$	31,474	3	10.00%	
<b>Total</b>	<b>\$</b>	<b>181,202,310</b>	<b>24</b>	<b>100.00%</b>	<b>12.12%</b>	<b>\$</b>	<b>308,788</b>	<b>28</b>	<b>100.00%</b>	
<b>By Payment Method - Mortgage Investments</b>										
Interest Accrue	\$	72,330	15	40.00%	11.43%	\$	122,546	16	40.00%	
Interest Reserve Payment	\$	14,131	1	6.00%	13.25%	\$	19,775	1	6.00%	
Pre Authorized Payment	\$	94,741	8	54.00%	12.23%	\$	166,468	11	54.00%	
<b>Total</b>	<b>\$</b>	<b>181,202,310</b>	<b>24</b>	<b>100.00%</b>	<b>12.12%</b>	<b>\$</b>	<b>308,789</b>	<b>28</b>	<b>100.00%</b>	
<b>Estimated Built Out Value of Purchase Options</b>										
				<b>Undiluted</b>					<b>Diluted</b>	
Mortgage Investments			8	28.00%			\$	226,383	10	25.00%
Participating Loan Interests			4	14.00%			\$	162,843	4	18.00%
Equity Accounted Investments			12	58.00%			\$	516,116	12	57.00%
<b>Total</b>	<b>\$</b>	<b>1,589,305</b>	<b>24</b>	<b>100%</b>			<b>\$</b>	<b>905,342</b>	<b>26</b>	<b>100%</b>



**APPENDIX "G" - AUDITED FINANCIAL STATEMENTS**



**CENTURION APARTMENT REAL ESTATE INVESTMENT TRUST**  
**Consolidated Financial Statements**  
**For the Year Ended December 31, 2023**

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Telephone 416 777 8500  
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## INDEPENDENT AUDITOR'S REPORT

To the Unitholders of Centurion Apartment Real Estate Investment Trust

### ***Opinion***

We have audited the consolidated financial statements of Centurion Apartment Real Estate Investment Trust (the Entity), which comprise:

- the consolidated statement of financial position as at December 31, 2023
- the consolidated statement of net income and comprehensive income for the year then ended
- the consolidated statement of changes in net assets attributable to unitholders for the year then ended
- the consolidated statement of cash flows for the year then ended
- and notes to the consolidated financial statements, including a summary of material accounting policies

(Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Entity as at December 31, 2023, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

### ***Basis for Opinion***

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditor's Responsibilities for the Audit of the Financial Statements***" section of our auditor's report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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



### ***Other Information***

Management is responsible for the other information. Other information comprises:

- the information included in the 2023 Annual Report | Management's Discussion and Analysis issued to Unitholders.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

The information, other than the financial statements and the auditor's report thereon, included in a document likely to be entitled "2023 Annual Report | Management's Discussion and Analysis" is expected to be made available to us after the date of this auditor's report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

### ***Responsibilities of Management and Those Charged with Governance for the Financial Statements***

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

In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

### ***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.



Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



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- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group Entity to express an opinion on the financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

*KPMG LLP*

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Canada

April 17, 2024

**CENTURION APARTMENT REAL ESTATE INVESTMENT TRUST**  
**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**AS AT DECEMBER 31, 2023 WITH COMPARATIVE INFORMATION AS AT DECEMBER 31, 2022**  
**(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)**

	Note	December 31, 2023	December 31, 2022
<b>Assets</b>			
Investment properties	4	\$ 5,795,044	\$ 5,106,772
Equity accounted investments	5	352,599	311,312
Participating loan interests	6	39,603	37,387
Mortgage investments	6	222,484	120,599
Receivable and other assets	7	144,811	104,532
Restricted cash	8	7,702	3,511
Cash and cash equivalents		23,579	37,334
<b>Total Assets</b>		<b>\$ 6,585,822</b>	<b>\$ 5,721,447</b>
<b>Liabilities</b>			
Mortgages payable and credit facilities	9	\$ 3,155,355	\$ 2,612,857
Deferred income tax liabilities	19	4,803	13,391
Current income tax liabilities		—	9,326
Accounts payable and other liabilities	10	70,110	44,282
Unit subscriptions held in trust	8	7,702	3,511
<b>Total Liabilities excluding net assets attributable to Unitholders</b>		<b>3,237,970</b>	<b>2,683,367</b>
<b>Net assets attributable to Unitholders</b>		<b>\$ 3,347,852</b>	<b>\$ 3,038,080</b>
Represented by:			
Net assets attributable to unitholders of the Trust		\$ 3,345,406	\$ 3,034,346
Net assets attributable to non-controlling interests		\$ 2,446	\$ 3,734

Commitments and contingencies (Notes 8, 16 and 17)

Subsequent events (Note 25)

See accompanying notes to the consolidated financial statements

**CENTURION APARTMENT REAL ESTATE INVESTMENT TRUST**  
**CONSOLIDATED STATEMENT OF NET INCOME AND COMPREHENSIVE INCOME (WITH COMPARATIVE FINANCIAL INFORMATION)**  
**(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)**

<b>For the year ended December 31,</b>	Note	<b>2023</b>	<b>2022</b>
Revenue from investment properties	12	\$ 317,704	\$ 248,158
Property operating costs		<b>(112,949)</b>	(88,117)
<b>Net rental income</b>		<b>204,755</b>	160,041
Interest income, net of interest expense from syndicated investment liabilities	6	<b>28,822</b>	20,400
Allowance for expected credit losses	6	<b>(1,834)</b>	(682)
<b>Income from operations</b>		<b>231,743</b>	179,759
Net fair value gains	4	<b>121,752</b>	217,019
Income from equity accounted investments	5	<b>14,466</b>	13,244
Finance costs	13	<b>(87,501)</b>	(67,811)
Other income and expenses	14	<b>(13,496)</b>	(9,759)
General and administrative expenses	15	<b>(71,297)</b>	(35,695)
Foreign currency gains (losses)		<b>(2,664)</b>	1,171
<b>Income before taxes</b>		<b>193,003</b>	297,928
Current and deferred income tax expense (recovery)	19	<b>8,272</b>	(1,487)
<b>Net income and comprehensive income</b>		<b>\$ 201,275</b>	\$ 296,441
Attributable to:			
Unitholders of the Trust		<b>\$ 201,477</b>	\$ 295,881
Non-controlling interests		<b>(202)</b>	560

See accompanying notes to the consolidated financial statements.



**CENTURION APARTMENT REAL ESTATE INVESTMENT TRUST**

**CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO UNITHOLDERS (WITH COMPARATIVE FINANCIAL INFORMATION)**

(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)

<b>For the year ended December 31, 2023</b>	<b>Net assets attributable to Unitholders of the REIT</b>	<b>Net assets attributable to non-controlling interests</b>	<b>Net assets attributable to Unitholders</b>
<b>Net assets attributable to Unitholders at beginning of the year</b>	<b>\$ 3,034,346</b>	<b>\$ 3,734</b>	<b>\$ 3,038,080</b>
<b>Net income and comprehensive income</b>	<b>201,477</b>	<b>(202)</b>	<b>201,275</b>
<b>Redeemable unit transactions</b>			
Units issued (net of issuance costs)	531,370	—	531,370
Reinvestment of distributions by Unitholders	90,353	—	90,353
Redemption of Units	(352,614)	—	(352,614)
Distributions to Unitholders	(159,526)	(1,086)	(160,612)
<b>Net increase from Unit transactions</b>	<b>109,583</b>	<b>(1,086)</b>	<b>108,497</b>
<b>Net increase in net assets attributable to Unitholders</b>	<b>311,060</b>	<b>(1,288)</b>	<b>309,772</b>
<b>Net assets attributable to Unitholders at end of the year</b>	<b>\$ 3,345,406</b>	<b>\$ 2,446</b>	<b>\$ 3,347,852</b>
<b>For the year ended December 31, 2022</b>	<b>Net assets attributable to Unitholders of the REIT</b>	<b>Net assets attributable to non-controlling interests</b>	<b>Net assets attributable to Unitholders</b>
<b>Net assets attributable to Unitholders at beginning of the year</b>	<b>\$ 2,422,254</b>	<b>\$ 3,557</b>	<b>\$ 2,425,811</b>
<b>Net income and comprehensive income</b>	<b>295,881</b>	<b>560</b>	<b>296,441</b>
<b>Redeemable unit transactions</b>			
Units issued (net of issuance costs)	612,218	—	612,218
Reinvestment of distributions by Unitholders	77,711	—	77,711
Redemption of Units	(235,492)	—	(235,492)
Distributions to Unitholders	(138,226)	(383)	(138,609)
<b>Net increase from Unit transactions</b>	<b>316,211</b>	<b>(383)</b>	<b>315,828</b>
<b>Net increase in net assets attributable to Unitholders</b>	<b>612,092</b>	<b>177</b>	<b>612,269</b>
<b>Net assets attributable to Unitholders at end of the year</b>	<b>\$ 3,034,346</b>	<b>\$ 3,734</b>	<b>\$ 3,038,080</b>

See accompanying notes to the consolidated financial statements.

**CENTURION APARTMENT REAL ESTATE INVESTMENT TRUST**  
**CONSOLIDATED STATEMENT OF CASH FLOWS (WITH COMPARATIVE FINANCIAL INFORMATION)**  
**(EXPRESSED IN THOUSANDS OF CANADIAN DOLLARS)**

<b>For the year ended</b>	Note	<b>2023</b>	<b>2022</b>
<b>Operating activities</b>			
Net income		\$ 201,275	\$ 296,441
Adjustments for:			
Interest income, net of interest expense from syndicated mortgage liabilities	6	(28,822)	(19,011)
Interest received, net of interest paid on syndication	6	18,338	33,149
Allowance of expected credit losses	6	1,834	683
Net fair value gains	4	(121,752)	(217,019)
Fair value gains and income from equity accounted investments	5	(14,466)	(13,244)
Finance costs	13	87,501	70,306
Amortization of property and equipment	15	790	867
Unrealized foreign exchange gains	5	2,534	(7,279)
Current and deferred income tax recovery		(8,272)	5,889
Income tax payments		(11,392)	(4,402)
Changes in non-cash operating account balances	23	(14,306)	(3,476)
<b>Net cash from operating activities</b>		<b>113,262</b>	<b>142,904</b>
<b>Financing activities</b>			
Units issued		461,870	485,597
Unit issue costs		(2,616)	(3,783)
Cash distributions to Unitholders		(70,259)	(58,846)
Redemption of Units		(327,364)	(235,492)
Capitalized financing fees		(23,868)	(17,115)
Mortgage advances and refinancing	23	407,508	375,859
Mortgage and loan repayments and discharges	23	(287,890)	(253,265)
Credit facility advances, net of repayments	23	128,000	80,000
Finance costs paid		(83,447)	(63,463)
<b>Net cash from financing activities</b>		<b>201,934</b>	<b>309,492</b>
<b>Investing activities</b>			
Investment property acquisitions	4	(61,412)	(658,181)
Investment property acquisition costs	4	(12,495)	(66,528)
Investment property improvements	4	(73,857)	(61,109)
Investment property acquisition deposits	7	(7,500)	(6,000)
Investment in leased assets		(13,092)	(32)
Participating loan interests funded	6	(10,228)	(6,766)
Participating loan interests repaid	6	5,380	59,762
Equity accounted investment funded	5	(65,411)	(96,676)
Equity accounted investment distributions	5	6,426	147,315
Mortgage investments principal repaid, net of syndication	6	17,948	131,499
Mortgage investments principal funded, net of syndication	6	(114,710)	(103,957)
<b>Net cash used in investing activities</b>		<b>(328,951)</b>	<b>(660,673)</b>
Net decrease in cash		(13,755)	(208,277)
Cash, beginning of year		37,334	245,611
<b>Cash, end of year</b>		<b>\$ 23,579</b>	<b>\$ 37,334</b>

See accompanying notes to the consolidated financial statements.

## **1. Trust Information**

Centurion Apartment Real Estate Investment Trust (“REIT” or the “Trust”) is an unincorporated, open-ended real estate private investment trust which was created pursuant to a Declaration of Trust initially dated August 31, 2009, as further amended from time to time and most recently amended on January 13, 2022 (“Declaration of Trust”) and is governed by the laws of the Province of Ontario. The registered office of the Trust is located at 25 Sheppard Avenue West, Suite 1800, Toronto, Ontario, M2N 6S8. The Trust invests primarily in multi-suite residential properties, student residence properties, mortgages and other opportunistic real estate investments in Canada and the United States.

## **2. Basis of Presentation**

### **a) Statement of Compliance**

The consolidated financial statements for the December 31, 2023, have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”).

The consolidated financial statements have been approved for issue by the Board of Trustees on April 17, 2024.

### **b) Basis of Measurement**

The consolidated financial statements have been prepared on a historical cost basis except for investment properties, investment properties held in equity accounted investments, participating loan interests, and foreign currency forward contracts each of which have been measured at fair value through profit or loss (“FVTPL”) as determined at each reporting date.

### **c) Principles of Consolidation**

The consolidated financial statements reflect the operations of the Trust, its subsidiaries and its proportionate share of joint arrangements, which are classified as joint operations. Entities subject to joint arrangements that have been separately characterized as joint ventures are accounted for using the equity method.

The financial statements of the subsidiaries included in the consolidated financial statements are from the date that control commences until the date that control ceases.

The accounting policies of the subsidiaries are consistent with the accounting policies of the Trust and their financial statements have been prepared for the same reporting period as the Trust. All intercompany transactions and balances have been eliminated upon consolidation.

### **d) Functional and Presentation Currency**

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

**e) Critical Accounting Estimates, Assumptions and Judgments**

The preparation of the consolidated financial statements requires management to make estimates, assumptions, and judgments that affect accounting policies and the reported amounts of assets, liabilities at the date of the consolidated financial statements, and income and expenses during the reporting period. Estimates, assumptions, and judgments have been applied in a manner consistent with the prior period and there are no known trends, commitments, events or uncertainties that management believes will materially affect the methodology or assumptions utilized in making those estimates and judgments. While management makes its best estimates and assumptions, actual results could differ from these and other estimates.

The significant estimates, assumptions, and judgments used in the preparation of the consolidated financial statements are as follows:

**Business Combinations**

The Trust exercised judgment in determining whether the acquisition of a property should be accounted for as an asset purchase or business combination. This assessment impacts the treatment of transaction costs (including commissions, land transfer tax, appraisals, and legal fees associated with an acquisition), and whether or not goodwill is recognized. A business generally consists of inputs, processes applied to these inputs and resulting outputs that are, or will be, used to generate revenues. In the absence of such criteria, a group of assets is deemed to have been acquired. The Trust generally accounts for its investment property acquisitions as asset acquisitions.

**Measurement of Fair Value**

Fair value measurements are recognized in financial and non-financial assets and liabilities categorized using a fair value hierarchy that reflects the significance of inputs used in determining their fair values:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Quoted prices in active markets for similar assets or liabilities or valuation techniques where significant inputs are based on observable market data.
- Level 3: Valuation techniques for which any significant input is not based on observable market data.

Each type of fair value is categorized based on the lowest level input that is significant to the fair value measurement in its entirety. The information about assumptions made in the determination of fair value is included in the following notes:

- Note 4: Investment properties
- Note 5: Equity accounted investments
- Note 6b: Participating loan interests
- Note 14: Other income and expenses
- Note 20: Fair value measurement disclosures
- Note 22: Financial Instruments

### **Measurement of Expected Credit Loss (“ECL”)**

The ECL model requires evaluation and recognition of an allowance for expected credit losses over the next 12 months for investments without significant deterioration in credit risk and an allowance of lifetime losses on investments that have experienced a significant increase in credit risk since origination.

Management assesses financial assets for objective evidence of significant changes in credit risk at each reporting period by specifically considering, but not limited to, the following:

- Payment default by a borrower is not cured within a reasonable period;
- Whether the security of the mortgage is significantly negatively impacted by recent events;
- Financial difficulty experienced by a borrower;
- Changes in assumptions about local economic and other real estate market conditions in the geographic area in which a borrower’s project is located;
- Management’s judgment as to whether current economic and credit conditions are such that potential losses at the reporting date are likely to be higher or lower than the amounts suggested by historic experience.

The calculation of expected credit losses requires judgment to determine whether there has been significant credit risk deterioration since origination, and the variables that are relevant for each mortgage investment and the probability weights that should be applied. Management exercises expert credit judgment in determining the amount of ECLs at each reporting date by considering reasonable and supportable information that is not already incorporated in the quantitative modelling process. Changes in these inputs, assumptions, models, and judgments directly impact the measurement of ECLs.

### **Classification of Co-Investments**

The Trust makes judgments as to whether its co-investments provide it with control, joint control, significant influence or little to no influence. The Trust has determined that it has a direct interest in all its co-ownerships and, therefore, has accounted for its investment in these co-ownerships as joint operations and applied the proportionate consolidation method to account for the share of net assets, liabilities, revenues and expenses method to account for these arrangements. Co-investments structured through entities require the Trust to assess joint control and apply judgment in determining the appropriate accounting treatment based on the terms of the governing documents.

### **3. Significant Accounting Policies**

#### **a) Investment Properties**

The Trust accounts for its investment properties using the fair value model in accordance with IAS 40 - Investment Properties (“IAS 40”). Investment property is defined as property held to earn rentals or for capital appreciation or both. Investment properties are initially recorded at cost, including related transaction costs if the transaction is deemed to be an asset acquisition. Subsequent to initial recognition, investment properties are measured at fair value, which reflects market conditions at the reporting date.

Any changes in the fair value are included in the statement of net income and comprehensive income. Fair value is supported by independent external valuations or detailed internal valuations using market-based assumptions, each in accordance with recognized valuation techniques.

Capital expenditures are added to the carrying amount of investment properties to the extent it is probable that future economic benefits associated with the expenditure will flow to the Trust and the expenditure can be measured reliably.

Investment properties are derecognized when they have either been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of investment property are recognized in the statement of net income and comprehensive income in the period of retirement or disposal.

#### **b) Financial Instruments**

##### **Recognition and measurement**

Financial instruments are classified as one of the following: (i) FVTPL, (ii) fair value through other comprehensive income (“FVOCI”) or (iii) amortized cost. Initially, all financial instruments are recorded in the statement of financial position at fair value. After initial recognition, the income is recognized at the effective interest rate related to financial instruments measured at amortized cost and the gain or loss arising from the change in the fair value of the financial instruments classified as FVTPL are included in net income for the period in which they arise. The classification of financial instruments depends on the purpose for which the financial instruments were acquired or issued, their characteristics and the Trust's designation of such instruments. The Trust has no financial instruments classified as FVOCI. Interest income from financial assets, not classified as FVTPL, is determined using the effective interest rate method.

##### **Derecognition of financial assets and liabilities**

The Trust derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. On derecognition of a financial asset, the difference between the carrying amount of the asset and the sum of the consideration received (including any new asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognized in other comprehensive income is recognized in profit or loss. The Trust derecognizes a financial liability when the obligation under the liability is discharged, cancelled or expires.

**c) Mortgage Investments**

Mortgage investments are classified and measured at amortized cost using the effective interest method, less any impairment losses. Mortgage investments are assessed at each reporting date to determine whether there is objective evidence of significant changes in credit risk. A mortgage investment's credit risk increases when objective evidence indicates that factors have occurred after the initial recognition of an investment and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably. The Trust's internal credit risk rating process involves judgment and combines multiple factors to arrive at a specific score to assess each mortgage investment the probability of default. These factors include the loan to value ratio, borrower's net worth and ability to service debt, project location, experience with the borrower and credit assessment. Significant changes in the internal credit risk rating have resulted in reclassifications of mortgage investments into Stage 2 and Stage 3.

**Allowance for ECL on Mortgage Investments**

The Trust maintains an allowance to cover impairment in the existing portfolio for loans that have not yet been individually identified as impaired. Under IFRS 9, an allowance is recorded for ECL on financial assets according to the following stages:

Stage 1	When mortgage investments are recognized they are classified into Stage 1. The Trust recognizes an allowance based on 12 months ECL, which represent ECLs related to default events that are expected to occur within 12 months after the reporting date. Stage 1 mortgage investments also include investments where the credit risk has subsequently improved such that the increase in credit risk since initial recognition is no longer significant and the mortgage investments have been reclassified from Stage 2.
Stage 2	When a mortgage investment has shown a significant increase in credit risk since origination, the Trust reclassifies the mortgage investment to Stage 2 and an allowance is recognized at an amount equal to ECL over the remaining life. Stage 2 mortgage investments also include investments where the credit risk has improved and the mortgage has been reclassified from Stage 3.
Stage 3	The Trust classifies mortgage investments to Stage 3 when payment defaults by the borrower are not cured within a reasonable period. In certain other cases, where qualitative thresholds indicate unlikelihood to pay as a result of a credit event, the Trust carefully considers whether the event should result in an assessment at Stage 2 or Stage 3 for ECL calculations.  Allowances required for impaired loans are recorded for individually identified impaired investments to reduce their carrying value to the expected recoverable amount. The Trust reviews investments on an ongoing basis to assess whether any loans should be classified as impaired and whether an allowance or write-off should be recorded.

An impairment loss is calculated as the difference between the carrying amount of the mortgage investment and the present value of the probability weighted estimated future cash flows discounted at the original effective interest rate. Losses are charged to the statement of net income and comprehensive income and are reflected in the allowance for expected credit losses. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the statement of net income and comprehensive income.

If there is no significant deterioration in credit risk for a specific debt investment, the allowance for ECL for a particular debt investment is calculated based on management's estimated deterioration in the probability weighted value of the underlying security.



**d) Joint Arrangements**

The Trust enters into joint arrangements through joint operations and joint ventures. A joint arrangement is a contractual arrangement pursuant to which the Trust and other parties undertake an economic activity that is subject to joint control, whereby the strategic financial and operating policy decisions relating to the activities of the joint arrangement require the unanimous consent of the parties sharing control. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint arrangements that involve the establishment of a separate entity in which each party to the venture has rights to the net assets of the arrangement are referred to as joint ventures.

The Trust accounts for its interest in joint ventures using the equity method. The Trust's investments in joint ventures are initially accounted for at cost, and the carrying amount is increased or decreased to recognize the Trust's share of the profit or loss and other comprehensive income of the joint venture after the date of acquisition. If an arrangement is considered a joint operation, the Trust will recognize its proportionate share of assets, liabilities, income, and expenses on a line-by-line basis.

**e) Leased Assets**

A contract contains a lease if it conveys the right to control the use of a specified asset for a time period in exchange for consideration. To identify a lease, the Trust determines whether it has the right to direct the use of the specified underlying asset and also to obtain substantially all the economic benefits from its use. The Trust does not apply the provisions of IFRS 16 to intangible assets.

When assessing the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option or to not exercise a termination option. This judgment is based on factors such as contract rates compared to market rates, the significance of other assets such as leasehold improvements, termination and relocation costs, location characteristics, and any sublease term.

The Trust has elected not to recognize lease assets and lease liabilities for low-value assets or short-term leases with a term of 12 months or less. Fixed lease payments on such leases are recognized in administrative or operating expenses, as applicable, on a straight-line basis over the lease term.

The lease liability is discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Trust's incremental borrowing rate. The Trust estimates the incremental borrowing rate based on the lease term, collateral, and the applicable economic environment. The lease liability is subsequently measured at amortized cost using the effective interest method. The lease liability is remeasured when the expected lease payments change as a result of certain modifications, changes in payments based on an index or rate, or changes in the lease term.

The lease asset is recognized at the present value of the liability at the commencement date of the lease. The lease asset is subsequently depreciated on a straight-line basis from the commencement date to the end of the lease term. The lease asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

**f) Property, Plant, and Equipment**

Property, plant, and equipment are stated at historical cost less accumulated depreciation and mainly comprise head office leasehold improvements, corporate and information technology systems. These items are amortized on a straight-line basis over their estimated useful lives ranging from three to five years, or, in the case of leasehold improvements, are amortized over the shorter of the lease term and their estimated useful lives.



**g) Participating Loan Interests**

The Trust enters into debt investments that comprise a combination of contractual interest and potentially enhanced returns such as profit participation. Participating loan interests are measured at FVTPL due to the characteristics of the instrument not being solely for the payment of principal and interest. The Trust recognizes interest income on participating loan interests based on the contractual terms of the agreement and is included as part of interest income on the statement of net income and comprehensive income. At the end of each reporting period, the Trust determines the fair value of the entire instrument with the corresponding gain or loss recorded as fair value gain/loss in the statement of net income and comprehensive income.

**h) Foreign Currency Forward Contracts**

The Trust may enter into foreign currency forward contracts to economically hedge the foreign currency risk exposure of its mortgage and other investments that are denominated in foreign currencies. The value of foreign currency forward contracts entered into by the Trust is recorded as the difference between the value of the contract on the reporting period and the value on the date the contract originated. Any resulting gain or loss is recognized in the statement of net income and comprehensive income unless the foreign currency contract is effective as a hedging instrument and designated as such under IFRS. The Trust has elected to not account for the foreign currency contracts as an accounting hedge.

**i) Revenue Recognition**

Revenue from investment properties includes rents from tenants under leases and ancillary income (such as utilities, parking, and laundry) paid by the tenants under the terms of their existing leases which is treated as one overall performance obligation. Revenue recognition under a lease commences when a tenant has a right to use the leased asset, and revenue is recognized when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the REIT expects to be entitled in exchange for those goods or services. The REIT has not transferred substantially all of the risks and benefits of ownership of its income-producing properties and, therefore, accounts for leases with its tenants as operating leases.

Rental income is accounted for on a straight-line basis over the lease terms. Ancillary income is considered non-lease components and is within the scope of IFRS 15 – Revenue from Contracts with Customers. The performance obligation for property management and ancillary services is satisfied over the period the related services are performed.

**j) Provisions**

Provisions are recognized when the Trust has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not recognized for future operating losses.

The amount of a provision is based on management's best estimate of the expenditure that is required to settle the obligation at the end of the reporting period. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance expense.

**k) Borrowing Costs and Interest on Mortgages Payable**

Mortgage expenses include mortgage interest, which is expensed at the effective interest rate and all transaction costs incurred in connection with obtaining mortgages and credit facilities are amortized over the associated debt term.

Fees and insurance premiums paid to Canada Mortgage and Housing Corporation (“CMHC”) are capitalized to Other Assets and are amortized over the amortization period of the underlying mortgage loans when incurred (initial amortization period is typically 25 to 35 years). Amortization expenses are included in finance costs in the consolidated statements of net income and comprehensive income. If the Trust fully refinances an existing mortgage, any unamortized prepaid CMHC premiums and fees associated with the existing mortgages on that property will be written off through finance costs in the period in which full refinancing occurs. Any premium credits received upon refinancing will be capitalized and amortized over the new amortization period. Similarly, if the Trust discharges an existing mortgage, any unamortized prepaid CMHC premiums and fees associated with that mortgage will be written off through finance costs in the period in which the discharge occurs. If the Trust renews a mortgage, it will continue to amortize the existing prepaid CMHC premiums and fees associated with the existing mortgage over the remaining amortization period.

**l) Employee Benefits**

Short-term employee benefit obligations, including vacation and bonus payments, are measured on an undiscounted basis and are expensed as the related service is provided. Liabilities are recognized for the amounts expected to be paid within 12 months as the Trust has an obligation to pay this amount as a result of a past service provided by the employee, and the obligation can be estimated reliably. Short-term employee benefits are recorded in Accounts payable and accrued liabilities.

The Trust maintains a deferred trust unit plan for some of its employees. This plan is considered cash-settled and the fair value of the amount payable is recognized as an expense with a corresponding increase in liabilities, over the vesting period of the units issued. The liability is remeasured at each reporting date and settlement date. Any changes in the fair value of the liability are recognized in the consolidated statement of net income and comprehensive income.

**m) Distribution Reinvestment and Unit Purchase Plan (“DRIP”)**

The Trust has instituted a Dividend Reinvestment Plan (“DRIP”) in accordance with Article 5.8 of the Declaration of Trust which provides that the Trustees may in their sole discretion establish a distribution reinvestment plan at any time providing for the voluntary reinvestment of distributions by some or all the Trust Unitholders as the Trustees determine. Currently, Unitholders receive a 2% discount on Units purchased through DRIP. No commissions, service charges or brokerage fees are payable by participants in connection with the DRIP.

**n) Income Taxes**

The Trust qualifies as a Mutual Fund Trust for Canadian income tax purposes. In accordance with the terms of the Declaration of Trust, the Trust intends to distribute its income for income tax purposes each period to such an extent that it will not be liable for income taxes under Part I of the Income Tax Act (Canada). The Trust is eligible to claim a tax deduction for distributions paid and, intends to continue to meet the requirements under the Income Tax Act (Canada). Accordingly, no provision for income taxes payable has been made related to Canadian domiciled investments. Income tax obligations relating to distributions of the Trust are the obligations of the Unitholders.

The Trust's U.S. investment properties and certain equity accounted investments are held by U.S. subsidiaries are taxable legal entities. The Trust uses the liability method of accounting for U.S. income taxes. Under the liability method of tax allocation, current income tax assets and liabilities are based on the amount expected to be paid to tax authorities, net of recoveries, based on the tax rates and laws enacted or substantively enacted as at each reporting date.

Deferred income tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities and are measured using substantively enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred income tax assets are recognized for all deductible temporary differences, carryforward of unused tax credits and unused tax losses to the extent that it is probable that deductions, tax credits and tax losses can be utilized. The carrying amounts of deferred income tax assets are reviewed as at each reporting date and reduced to the extent it is no longer probable that the income tax asset will be recovered.

**o) Net Assets Attributable to Unitholders**

In accordance with *IAS 32 - Financial Instruments: Presentation* ("IAS 32"), puttable instruments are generally classified as financial liabilities. The Trust's units are puttable instruments, meeting the definition of financial liabilities in IAS 32. There are exception tests within IAS 32 that could result in a classification as equity; however, the Trust's units do not meet these exception requirements. Therefore, the Trust has no instrument that qualifies for equity classification on its Statement of Financial Position pursuant to IFRS. The classification of all units as financial liabilities with the presentation as net assets attributable to Unitholders does not alter the underlying economic interest of the Unitholders in the net assets and net operating results attributable to Unitholders.

The Trust's units are carried on the Statement of Financial Position at net asset value. Although puttable instruments classified as financial liabilities are generally required to be remeasured to fair value at each reporting period, the alternative presentation as net assets attributable to Unitholders reflects that, in total, the interests of the Unitholders are limited to the net assets of the Trust.

**p) Future Accounting Policy Changes**

**Amendments to IAS 1, Presentation of Financial Statements and Classification of Liabilities as Current or Non-Current.**

In January 2020, the IASB issued amendments to refine the categorization of liabilities into current or non-current classifications. These amendments include requiring companies to remove the requirement for a right to defer settlement or roll over of a liability for at least twelve months to be unconditional. Rather, such a right exists at the end of a reporting period.

In October 2022, the IAS issued amendments to enhance the information disclosed of a company's long-term debt with covenants.

- clarifying that only covenants that a company must be in compliance with on or before the reporting date will impact the classification of a liability as current or non-current. Therefore, confirming that the classification of liabilities remains unaffected by post-reporting date covenant compliance requirements; and
- clarifying the classification of liabilities that include a counterparty conversion option. The amendment states that:
  - the settlement of a liability includes transferring a company's own equity instrument to the counterparty; and
  - when classifying liabilities as current or non-current a company can ignore only those conversion options that are recognized as equity.

The amendments are effective January 1, 2024, with early adoption permitted. The amendments are to be applied retrospectively. Management is currently assessing the impact of this amendment.

#### 4. Investment Properties

Investment properties are measured at fair value as at each reporting date. Any changes in the fair value are included in the statement of net income and comprehensive income.

The Trust investment properties consist of the following:

	Note	December 31, 2023	December 31, 2022
Balance, beginning of year		\$ 5,106,772	\$ 3,110,516
Property acquisitions		391,115	1,653,916
Increase in property valuation		211,825	343,809
Other adjustments		(145)	(1,469)
Reclassification from equity accounted investments	5	85,477	—
<b>Balance, end of year</b>		<b>\$ 5,795,044</b>	<b>\$ 5,106,772</b>

	Note	December 31, 2023	December 31, 2022
Increase in property valuation		\$ 211,825	\$ 343,809
Less: Acquisition costs		(12,495)	(66,528)
Less: Property improvements		(75,058)	(61,109)
Less: Other adjustments		—	2,361
Fair value adjustment on investment properties		124,272	218,533
Fair value adjustment on participating loan interests	6	(2,520)	(1,514)
<b>Total fair value gains, net</b>		<b>\$ 121,752</b>	<b>\$ 217,019</b>

The following valuation techniques were considered in determining the fair value which are all considered a level 3 valuation technique in the fair value hierarchy:

1. Consideration of recent prices of similar properties within similar market areas;
2. The direct capitalization method, which is based on the conversion of estimated future normalized earnings potential directly into an expression of market value. The Normalized Net Operating Income (“NNOI”) for the period is divided by an overall capitalization rate (inverse of an earnings multiplier) to arrive at the estimate of fair value.

At each reporting date, the Trust assembles the property specific data used in the valuation model based on the process outlined in the valuation framework, reviews the valuation framework to determine whether any changes or updates are required, inputs the capitalization rates, set-offs and normalization assumptions provided by the valuers, and delivers the completed valuation framework to the external appraiser for review. Current regulatory and macroeconomic developments, including the interest rate and inflationary environment, have impacted overall market activity, resulting in limited reliable market metrics, such as capitalization rates. As such, the fair values of the Trust’s investment properties are subject to significant change, and such changes may be material.

The external appraiser determines the range of capitalization rates that should be used in the valuing of the Trust's investment properties. The external appraiser provides a fair value report that includes charts of comparable sales and supporting relevant market information, to assist in determining the appropriate industry standard for set off amounts and normalization assumptions to be used in the calculation of NOI.

### Capitalization Rate Sensitivity Analysis

As at December 31, 2023, the Trust conducted a valuation of its investment properties on an individual basis, with no portfolio effect considered, to determine the estimated fair value of its investment properties.

Capitalization rates used to generate estimated fair values for the investment properties ranged from 3.30% to 5.63% at December 31, 2023 (December 31, 2022 – 3.13% to 5.50%) with a weighted average capitalization rate across the investment properties portfolio of 4.23% (December 31, 2022 – 4.06%).

The table below presents the sensitivity of the fair valuation of investment properties to the changes in capitalization rate.

<b>Capitalization rate sensitivity increase (decrease)</b>	<b>Weighted average capitalization rate</b>	<b>Fair value of investment property</b>	<b>Fair value variance</b>	<b>% change</b>
(0.50)%	3.73%	\$6,571,860	\$776,816	13.4%
(0.35)%	3.88%	6,317,793	522,749	9.0%
(0.15)%	4.08%	6,008,097	213,053	3.7%
—	4.23%	5,795,044	—	—
0.15%	4.38%	5,596,584	(198,460)	(3.4%)
0.35%	4.58%	5,352,192	(442,853)	(7.6%)
0.50%	4.73%	5,182,460	(612,584)	(10.6%)

### Acquisitions

During the year ended December 31, 2023, the Trust completed the following investment property asset acquisitions, which contributed to the operating results effective from the acquisition date.

<b>Acquisition Date</b>	<b>Rental Units</b>	<b>% Holding</b>	<b>Purchase Price<sup>(2)</sup></b>	<b>New/Assumed Mortgage Funding</b>	<b>New/Assumed Mortgage Interest Rate</b>	<b>New/Assumed Mortgage Maturity Date</b>
January 25, 2023	84	100%	\$25,800 <sup>(1)</sup>	\$ 15,351	3.82%	June 1, 2033
January 31, 2023	277	100%	103,000 <sup>(1)</sup>	71,135	3.82%	June 1, 2033
February 1, 2023	240	100%	84,500	81,500	2.93%	October 9, 2032
June 20, 2023	60	100%	21,463	16,710	4.25%	June 1, 2033
July 27, 2023	158	100%	58,000 <sup>(1)</sup>	33,852	4.34%	June 1, 2033
August 31, 2023	125	100%	40,000	—	—%	—
November 15, 2023	99	100%	36,000	25,643	4.60%	March 1, 2034
December 7, 2023	61	100%	22,352	18,877	4.25%	April 1, 2034
			<b>\$ 391,115</b>	<b>\$ 263,068</b>		

<sup>(1)</sup> The acquisition included the issuance of Class C LP units, the value of the total units issued during the year ended December 31, 2023 was \$46,866.

<sup>(2)</sup> The total purchase deposits used to support the acquisitions during the year ended December 31, 2023 was \$19,769 with the remaining funds coming from the Trust's line of credit.

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During the year ended December 31, 2022, the Trust completed the following investment property asset acquisitions, which contributed to the operating results effective from the acquisition date.

<b>Acquisition Date</b>	<b>Rental Units</b>	<b>% Holding</b>	<b>Purchase Price</b>	<b>New/Assumed Mortgage Funding</b>	<b>New/Assumed Mortgage Interest Rate</b>	<b>New/Assumed Mortgage Maturity Date</b>
February 4, 2022	233	100%	82,543	61,260	2.50%	September 1, 2032
April 25, 2022	— <sup>(1)</sup>	100%	6,100	3,940	4.20%	April 25, 2024
April 26, 2022	3677	100%	965,000	603,789	1.65% - 6.95%	August 1, 2023 - June 1, 2033
April 28, 2022	345	100%	115,000	81,629	1.96% - 2.92%	May 1, 2023 - June 1, 2025
May 13, 2022	289	100%	50,816	—	—%	—
August 31, 2022	145	100%	67,500	33,754	3.54%	August 1, 2025
October 12, 2022	276	100%	207,000	102,044	3.19%	December 1, 2029
December 8, 2022	104	100%	44,000	—	—%	—
December 21, 2022	281	100%	98,457	57,479	3.68%	September 1, 2032
			<b>\$1,636,416</b>	<b>\$ 943,895</b>		

<sup>(1)</sup>The Trust acquired the investment property prior to rental units being operational.

### Dispositions

The Trust did not make any investment property dispositions during the year ended December 31, 2023 and the year ended December 31, 2022.

### Transfers between Equity Accounted Investments and Joint Arrangements

During the year ended December 31, 2023, the Trust transferred 4 properties from equity accounted investments to investment properties through new co-ownership structures.

<b>Acquisition Date</b>	<b>Rental Units</b>	<b>% Holding</b>	<b>Transfer Price</b>	<b>Mortgage Transferred</b>	<b>Mortgage Transferred Interest Rate</b>	<b>Mortgage Transferred Maturity Date</b>
March 15, 2023	270	45%	\$ 31,500	\$ 22,796	3.80%	June 1, 2033
April 27, 2023	149	50%	14,500	12,469	6.95%	May 1, 2023
August 15, 2023	— <sup>(1)</sup>	66.67%	13,080	3,331	6.00%	December 5, 2023
October 15, 2023	126	50%	17,750	14,806	4.25%	March 1, 2034
			<b>\$ 76,830</b>	<b>\$ 53,402</b>		

<sup>(1)</sup>The investment property has no rental units as it is still in the construction phase.

During the year ended December 31, 2022, the Trust transferred one property from equity accounted investments to investment properties through new co-ownership structures.

<b>Acquisition Date</b>	<b>Rental Units</b>	<b>% Holding</b>	<b>Transfer Price</b>	<b>Mortgage Transferred</b>	<b>Mortgage Transferred Interest Rate</b>	<b>Mortgage Transferred Maturity Date</b>
January 18, 2022	— <sup>(1)</sup>	50%	\$ 17,500	\$ 11,375	6.95%	February 1, 2023
			<b>\$ 17,500</b>	<b>\$ 11,375</b>		

<sup>(1)</sup>The investment property has no rental units as it is still in the construction phase.



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**Investment in Joint Arrangements**

Included within investment properties are the following joint operations at the REIT's proportionate share, which are governed by co-ownership arrangements:

	<b>December 31, 2023</b>	December 31, 2022
75 Ann & 1 Beaufort Co-ownership	75%	75%
Harbourview Estates LP	60%	60%
Pandora	50%	50%
Pandora - Phase 2	75%	75%
The Residence of Seasons LP	50%	50%
Bridgewater Apartments	45%	45%
Bridgewater Apartments II	45%	45%
No. 21 Apartments LP	50%	50%
Sage Apartments LP	50%	50%
400 Albert & Main	50%	50%
View at Charlesworth	50%	—%
Bridgewater Apartments III	45%	—%
Ironclad	66.67%	—%
Acre 21	50%	—%

The Trust's share of assets, liabilities, revenues, expenses and net income and cash flows from investments in joint operations that are reflected on a proportionately consolidated basis in the consolidated financial statements are as follows:

<b>For the year ended</b>	<b>December 31, 2023</b>		December 31, 2022	
Non-current assets	\$	<b>470,699</b>	\$	350,155
Current assets		<b>20,187</b>		15,378
<b>Total assets</b>	<b>\$</b>	<b>490,886</b>	<b>\$</b>	<b>365,533</b>
Non-current liabilities	\$	<b>250,353</b>	\$	185,481
Current liabilities		<b>8,811</b>		3,354
<b>Total liabilities</b>	<b>\$</b>	<b>259,164</b>	<b>\$</b>	<b>188,835</b>
Revenues	\$	<b>25,757</b>	\$	20,204
Expenses		<b>(15,446)</b>		(13,327)
Fair value adjustment on investment properties		<b>18,939</b>		22,797
<b>Net income</b>	<b>\$</b>	<b>29,250</b>	<b>\$</b>	<b>29,674</b>



## 5. Equity Accounted Investments

Investment properties held within equity accounted investments consist of income producing and development assets that are measured at fair value as at the consolidated statement of financial position dates. Any changes in the fair value are included in the consolidated statement of net income and comprehensive income. Fair value is supported by detailed internal valuations using market-based assumptions in accordance with recognized valuation techniques. The techniques used comprise the capitalized net operating income method less cost to complete and include estimating, among other things, future stabilized net operating income, capitalization rates and other future cash flows applicable to investment properties. Fair values for investment properties are classified as Level 3 in the fair value hierarchy.

The following table details the principal activities of the Canadian ("CDN") and United States ("USA") entities in which the Trust owns an ownership interest:

Principal Activity	December 31, 2023		December 31, 2022	
	Number of Entities	Equity Balance	Number of Entities	Equity Balance
CDN Development	12	141,278	12	101,011
CDN Income Producing	7	176,134	9	149,108
USA Development	2	5,304	—	—
USA Income Producing	2	29,883	4	61,193
<b>Total</b>	<b>23</b>	<b>\$ 352,599</b>	<b>25</b>	<b>\$ 311,312</b>

	December 31, 2023	December 31, 2022
Preferred interest and equity income	\$ 20,259	\$ 9,679
Fair Value from investment property held within on equity accounted investments	(5,793)	3,565
<b>Income from equity accounted investments</b>	<b>\$ 14,466</b>	<b>\$ 13,244</b>

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The carrying value of equity accounted investments consist of the following entities with greater than 10% of the balances or activities as at December 31, 2023:

<b>Entity</b>	<b>Ownership</b>	<b>January 1, 2023</b>	<b>Net Contributions/ (Distributions)</b>	<b>Preferred Interest and Equity Income</b>	<b>Fair Value and Currency Translation Adjustment</b>	<b>Dispositions and Transfer</b>	<b>December 31, 2023</b>
Centurion Rise (520 Ellesmere) LP	85%	\$ 17,083	\$ —	\$ 757	\$ 433	\$ —	\$ 18,273
Station Place	50%	41,893	1,075	483	13,161	—	56,612
4Square LP <sup>(1)</sup>	95%	14,258	28,226	772	4,542	—	47,798
CCA CBD Minneapolis LLC	48%	16,145	4,609	254	(15,704)	—	5,304
Centurion Appelt LP	75%	22,592	1,266	1,565	62	—	25,485
Shops of Steels LP	32%	19,375	641	1,527	(1,621)	—	19,922
Other <sup>(2)</sup>		179,966	23,168	14,900	(8,814)	(30,015)	179,205
<b>Total</b>		<b>\$ 311,312</b>	<b>\$ 58,985</b>	<b>\$ 20,258</b>	<b>\$ (7,941)</b>	<b>\$ (30,015)</b>	<b>\$ 352,599</b>

<sup>(1)</sup> During the year ended December 31, 2023, the Trust acquired an additional 25% interest in a property located in Calgary, Alberta. This increased the Trust's ownership to 95%.

<sup>(2)</sup> The Trust transitioned four equity accounted investments during the year ended December 31, 2023, to co-ownership properties now included in investment properties.

The carrying value of equity accounted investments consist of the following entities with greater than 10% of the balances or activities as at December 31, 2022:

<b>Entity</b>	<b>Ownership</b>	<b>January 1, 2022</b>	<b>Net Contributions/ (Distributions)</b>	<b>Preferred Interest and Equity Income</b>	<b>Fair Value and Currency Translation Adjustment</b>	<b>Dispositions and Transfer</b>	<b>December 31, 2022</b>
The View At Charlesworth	50%	\$ 4,872	\$ (400)	\$ 3,970	\$ —	\$ —	\$ 8,442
Station Place	50%	115,721	(74,736)	909	—	—	41,894
4Square LP	70%	21,197	1,874	(8,813)	—	—	14,258
Warehouse District Flats LLC	66%	38,694	—	(145)	913	(39,462)	—
Centurion Appelt LP	75%	—	19,238	3,354	—	—	22,592
Shops of Steels LP	32%	—	18,750	625	—	—	19,375
Other		160,944	46,519	13,344	6,366	(22,422)	204,751
<b>Total</b>		<b>\$ 341,428</b>	<b>\$ 11,245</b>	<b>\$ 13,244</b>	<b>\$ 7,279</b>	<b>\$ (61,884)</b>	<b>\$ 311,312</b>

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The following is the summarized financial information of the above investments at 100% as at December 31, 2023:

<b>As at December 31, 2023</b>	<b>Centurion Rise (520 Ellesmere) LP</b>	<b>Station Place</b>	<b>4Square LP</b>	<b>CCA CBD Minneapolis LLC</b>	<b>Centurion Appelt LP</b>	<b>Shops of Steels LP</b>	<b>Other</b>	<b>Total</b>
<b>Ownership<sup>(1)</sup></b>	<b>85%</b>	<b>50%</b>	<b>95%</b>	<b>48%</b>	<b>75%</b>	<b>32%</b>		
Non-current assets	\$ 50,424	\$ 261,872	\$ 81,529	\$ 69,088	\$ 102,593	\$ 2,350	\$ 715,872	<b>1,283,728</b>
Current assets	1,446	2,107	3,332	5,131	1,563	1,538	24,489	<b>39,606</b>
<b>Total assets</b>	<b>\$ 51,870</b>	<b>\$ 263,979</b>	<b>\$ 84,861</b>	<b>\$ 74,219</b>	<b>\$ 104,156</b>	<b>\$ 3,888</b>	<b>\$ 740,361</b>	<b>\$ 1,323,334</b>
Non-current liabilities	\$ (327)	\$ (149,813)	\$ (46,912)	\$ (77,854)	\$ (70,049)	\$ (331)	\$ (381,146)	<b>(726,432)</b>
Current liabilities	(36,548)	(2,321)	(1,616)	(9,377)	(3,243)	(382)	(97,297)	<b>(150,784)</b>
<b>Total liabilities</b>	<b>\$ (36,875)</b>	<b>\$ (152,134)</b>	<b>\$ (48,528)</b>	<b>\$ (87,231)</b>	<b>\$ (73,292)</b>	<b>\$ (713)</b>	<b>\$ (478,443)</b>	<b>\$ (877,216)</b>
Total revenue	\$ 3,490	\$ 11,765	\$ 5,978	\$ 5,852	\$ 9,196	\$ 4,335	\$ 20,943	<b>61,559</b>
Total expenses	(4,838)	(11,509)	(5,959)	(8,849)	(12,339)	(3,003)	(21,095)	<b>(67,592)</b>
Net fair value gains (losses)	1,400	27,287	5,594	(29,414)	2,169	(294)	(7,405)	<b>(663)</b>
Total currency translation adjustment	—	—	—	(494)	—	—	(99)	<b>(593)</b>
<b>Net income (loss)<sup>(1)</sup></b>	<b>\$ 52</b>	<b>\$ 27,543</b>	<b>\$ 5,613</b>	<b>\$ (32,905)</b>	<b>\$ (974)</b>	<b>\$ 1,038</b>	<b>\$ (7,656)</b>	<b>\$ (7,289)</b>

<sup>(1)</sup> Allocation of net income (loss) is based on distribution agreements between the partners, rather than ownership percentage.

The following is the summarized financial information of the above investments at 100% as at December 31, 2022:

<b>As at December 31, 2022</b>	<b>The View At Charlesworth</b>	<b>Station Place Inc.</b>	<b>4Square LP</b>	<b>Warehouse District Flats</b>	<b>Centurion Appelt LP</b>	<b>Shops of Steels LP</b>	<b>Other</b>	<b>Total</b>
<b>Ownership<sup>(1)</sup></b>	<b>50%</b>	<b>50%</b>	<b>70%</b>	<b>66%</b>	<b>75%</b>	<b>32%</b>		
Non-current assets	\$ 41,343	\$ 233,336	\$ 72,042	\$ —	\$ 101,062	\$ 126,121	\$ 841,257	<b>1,415,161</b>
Current assets	193	921	1,097	—	4,214	4,019	27,418	<b>37,862</b>
<b>Total assets</b>	<b>\$ 41,536</b>	<b>\$ 234,257</b>	<b>\$ 73,139</b>	<b>\$ —</b>	<b>\$ 105,276</b>	<b>\$ 130,140</b>	<b>\$ 868,675</b>	<b>\$ 1,453,023</b>
Non-current liabilities	\$ (23,574)	\$ (149,505)	\$ (63,810)	\$ —	\$ (75,159)	\$ (65,000)	\$ (439,725)	<b>(816,773)</b>
Current liabilities	(275)	(2,876)	(5,287)	—	(1,693)	(136)	(103,935)	<b>(114,202)</b>
<b>Total liabilities</b>	<b>\$ (23,849)</b>	<b>\$ (152,381)</b>	<b>\$ (69,097)</b>	<b>\$ —</b>	<b>\$ (76,852)</b>	<b>\$ (65,136)</b>	<b>\$ (543,660)</b>	<b>\$ (930,975)</b>
Total revenue	\$ 2,010	\$ 7,568	\$ 5,740	\$ —	\$ 4,656	\$ 769	\$ 30,139	<b>50,882</b>
Total expenses	(1,103)	(8,933)	(6,859)	—	(6,356)	(1,260)	(36,410)	<b>(60,921)</b>
Total fair value gains (losses)	7,939	1,817	(12,589)	(220)	4,473	1,954	22,046	<b>25,420</b>
<b>Net income (loss)<sup>(1)</sup></b>	<b>\$ 8,846</b>	<b>\$ 452</b>	<b>\$ (13,708)</b>	<b>\$ (220)</b>	<b>\$ 2,773</b>	<b>\$ 1,463</b>	<b>\$ 15,775</b>	<b>\$ 15,381</b>

<sup>(1)</sup> Allocation of net income (loss) is based on distribution agreements between the partners, rather than ownership percentage.

## 6. Debt Investments

Total interest earned from mortgage investments and participating loan interests, net of interest expense to syndicate participants, is as follows:

	<b>Year ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Interest income from mortgage investments	\$ 23,443	\$ 15,490
Interest expense on syndicated mortgage liabilities	(407)	—
Interest income from participating loan interests	5,786	4,910
<b>Total interest income</b>	<b>\$ 28,822</b>	<b>\$ 20,400</b>
<b>Allowance for expected credit losses (ECL)</b>	<b>(1,834)</b>	<b>(682)</b>

Total cash interest received, net of interest paid to syndicate participants, is as follows:

	<b>Year ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Interest received on mortgage investments	12,847	9,164
Interest received on participating loan interests	5,710	23,985
Interest paid to syndicate participants	(219)	—
<b>Total cash interest received</b>	<b>\$ 18,338</b>	<b>\$ 33,149</b>

### a) Mortgage Investments

Mortgage investments represent amounts under loan arrangements with third party borrowers. The weighted average effective interest rate on mortgage investments maturing between 2024 and 2026 is 12.95% (December 31, 2022: The weighted average effective interest rate on mortgage investments maturing between 2023 and 2025 is 12.35%).

As at December 31, 2023, mortgage investments and syndicated mortgage investment liability are as follows:

<b>Mortgage Investments</b>	<b>December 31, 2023</b>	<b>December 31, 2022</b>
Non-current mortgage investments <sup>(1)</sup>	\$ 64,909	\$ 57,062
Current mortgage investments	160,406	64,534
	225,315	121,596
Allowance for ECL	(2,831)	(997)
<b>Total mortgage investments</b>	<b>\$ 222,484</b>	<b>\$ 120,599</b>

(1) The Trust has co-invested with a related party, Centurion Financial Trust, with the same asset manager, on \$1,138 of debt investments as at December 31, 2023 (December 31, 2022: \$1,138).

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As at December 31, 2023, continuity of mortgage investments, including the allowance for ECL, is allocated between the internal credit risk stages as follows:

<b>As at December 31, 2023</b>	<b>Stage 1</b>	<b>Stage 2</b>	<b>Stage 3</b>	<b>Total</b>
Gross mortgage investments, beginning of the year	\$ 110,953	\$ 695	\$ 9,948	\$ 121,596
Principal funded	117,367	—	113	117,480
Interest accrued	19,992	33	2,500	22,525
Interest repaid	(18,300)	(38)	—	(18,338)
Principal repaid	(17,258)	(690)	—	(17,948)
<b>Gross mortgage investments, end of the year</b>	<b>\$ 212,754</b>	<b>\$ —</b>	<b>\$ 12,561</b>	<b>\$ 225,315</b>
Allowance for ECL, beginning of the year	\$ 892	\$ 5	\$ 100	\$ 997
Remeasurement	430	(5)	1,478	1,903
Repayment	(69)	—	—	(69)
Transfers to (from)	—	—	—	—
<b>Allowance for ECL, end of the year</b>	<b>1,253</b>	<b>—</b>	<b>1,578</b>	<b>2,831</b>
<b>Total mortgage investments</b>	<b>\$ 211,501</b>	<b>\$ —</b>	<b>\$ 10,983</b>	<b>\$ 222,484</b>

As at December 31, 2022, mortgage investments, including the allowance for ECL, is allocated between the internal credit risk stages as follows:

<b>As at December 31, 2022</b>	<b>Stage 1</b>	<b>Stage 2</b>	<b>Stage 3</b>	<b>Total</b>
Gross mortgage investments, beginning of the year	\$ 143,341	\$ 860	\$ —	\$ 144,201
Principal funded	102,648	—	27,849	130,497
Interest accrued	10,908	68	3,125	14,101
Interest repaid	(10,066)	(69)	(2,895)	(13,030)
Principal repaid	(111,296)	(164)	(42,713)	(154,173)
Transfers to (from)	(24,582)	—	24,582	—
<b>Gross mortgage investments, end of the year</b>	<b>\$ 110,953</b>	<b>\$ 695</b>	<b>\$ 9,948</b>	<b>\$ 121,596</b>
Allowance for ECL, beginning of the year	\$ 309	\$ 5	\$ —	\$ 314
Remeasurement	759	—	135	894
Repayment	(161)	—	(50)	(211)
Transfers to (from)	(15)	—	15	—
<b>Allowance for ECL, end of the year</b>	<b>\$ 892</b>	<b>\$ 5</b>	<b>\$ 100</b>	<b>\$ 997</b>
<b>Total mortgage investments</b>	<b>\$ 110,061</b>	<b>\$ 690</b>	<b>\$ 9,848</b>	<b>\$ 120,599</b>

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Future repayments for gross mortgage investments, excluding the allowance for ECL are as follows:

	<b>December 31, 2023</b>	December 31, 2022
Within 1 year	\$ 160,406	\$ 64,534
1 to 2 years	49,012	41,448
2 to 3 years	15,897	15,614
<b>Total repayments</b>	<b>\$ 225,315</b>	<b>\$ 121,596</b>

The nature of the underlying assets for the Trust's mortgage investments are as follows:

	<b>December 31, 2023</b>	December 31, 2022
Low-Rise Residential	20 %	18 %
Land	17 %	34 %
Commercial/Mixed Use	3 %	6 %
High-Rise Condominium	18 %	12 %
Multi Family Apartments	39 %	28 %
Industrial	3 %	2 %
	<b>100 %</b>	<b>100 %</b>

As at December 31, 2023, the Trust's mortgage investments are comprised of a 84% interest in first mortgages (December 31, 2022: 80%) and a 16% interest in second mortgages (December 31, 2022: 20%).

**b) Participating Loan Interests**

As at December 31, 2023, the Trust holds mortgage investments that contain participation agreements with third-party lenders, whereby the Trust retains residual interests subordinate to the interests syndicated to these third-party lenders. All interest and fee income earned by the Trust recognized is included in the consolidated statement of net income and comprehensive income.

The Trust estimates the fair value of the participating loan interests based on a discounted cash flow model. The primary input in the discounted cash flow model is the fair value of the real estate securing the participating loan. The fair value of the underlying real estate assets was determined using a detailed valuation framework, and the techniques considered in this framework are as follows:

1. Consideration of recent prices of similar properties within similar market areas;
2. The direct capitalization method for the underlying real estate security is based on an "as if" completed basis, which is based on the conversion of future normalized earnings directly into an expression of market value less cost to complete.

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As a result, the fair value of participating loan interests is based on Level 3 of the fair value hierarchy.

	<b>December 31, 2023</b>	December 31, 2022
Balance, beginning of year	\$ 37,387	\$ 110,972
Advances	10,228	7,088
Interest income	5,379	4,910
Fair value losses	(2,520)	(1,514)
Repayment of principal or Partial repayment of principal	(5,380)	(59,762)
Repayment of interest, net of syndication	(5,491)	(24,307)
<b>Balance, end of year</b>	<b>\$ 39,603</b>	<b>\$ 37,387</b>

The Trust has co-invested with CFIT \$2,252 of participating loan interests as at December 31, 2023 (December 31, 2022: \$2,435).

## 7. Receivables and Other Assets

Receivables and other assets consist of the following:

	Note	<b>December 31, 2023</b>	December 31, 2022
Acquisition deposits		\$ 1,751	\$ 14,020
Prepaid CMHC premiums		56,663	42,537
Other current assets		19,495	24,647
Warehouse receivable	16	2,411	13,087
Prepaid expenses		6,709	4,025
Property and equipment		1,887	2,254
Financial asset	9	50,342	—
Leased assets		1,876	2,222
Current income tax receivable		2,137	—
Net rent receivables		1,540	1,740
		<b>\$ 144,811</b>	<b>\$ 104,532</b>

Prepaid CMHC premiums, represents CMHC premiums on mortgages payable, net of accumulated amortization of \$7,344 (December 31, 2022: \$5,675).

Total capitalized financing costs during the year ended December 31, 2023 amounted to \$23,868 (December 31, 2022: \$17,115) and total amortization of financing costs during the year amounted to \$4,054 (December 31, 2022: \$6,843).

## 8. Restricted Cash / Unit Subscriptions in Trust

As at December 31, 2023, restricted cash consists of cash not available for use of \$7,702 (December 31, 2022: \$3,511). This restricted cash represents Unitholder subscriptions held in trust until the trade settlement date. These amounts will be returned to investors if the proposed Unitholder subscriptions do not successfully proceed. All restricted cash as at December 31, 2023, is current in nature. Subsequent to year end, the restricted cash was released as units were issued to investors.

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**9. Mortgages Payable and Credit Facilities**

Mortgages payable and credit facilities consist of the following:

	<b>December 31, 2023</b>	December 31, 2022
<b>Current</b>	<b>\$ 424,070</b>	\$ 331,657
<b>Non-current</b>	<b>2,731,285</b>	2,281,200
	<b>\$ 3,155,355</b>	\$ 2,612,857

Mortgages payable and credit facilities are secured by respective investment properties and are summarized as follows:

	<b>December 31, 2023</b>	December 31, 2022
First mortgages on investment properties, bearing interest rate between 1.62% and 4.60% (December 31, 2022: 1.62% and 4.35%), with a weighted average interest rate of 2.88% (December 31, 2022: 2.64%), and a weighted average maturity of 6.54 years (December 31, 2022: 6.47 years), secured by related investment properties	<b>\$ 2,685,040</b>	\$ 2,282,310
Second mortgages on investment properties, bearing interest rate of 4.03% (December 31, 2022: range between 4.03% and 6.00%, with a weighted average interest rate of 5.37%), and a maturity of 0.84 years (December 31, 2022: weighted average maturity of 0.87 years), secured by related investment properties	<b>812</b>	2,664
Construction financing and Land loan facility, bearing interest rate of 7.25% (December 31, 2022: 6.95%), secured by related properties	<b>37,290</b>	89,426
Mortgages on financial instruments, bearing interest rate of 4.93% (Note 7)	<b>37,500</b>	—
Line of credit facility, bearing a weighted average interest rate of 7.89% (December 31, 2022: 7.45%) secured by assets of REIT and its subsidiaries	<b>208,000</b>	80,000
REIT proportion of mortgages held through joint arrangements, bearing interest between 0% and 5.37% (December 31, 2022: 0% and 5.37%), with a weighted average interest rate of 2.99% (December 31, 2022: 2.78%) and a weighted average maturity of 6.85 years (December 31, 2022: 7.21 years), secured by related investment properties in the joint venture arrangement	<b>207,245</b>	173,301
	<b>\$ 3,175,887</b>	\$ 2,627,701
Less: Unamortized portion of financing fees	<b>(20,532)</b>	(14,844)
	<b>\$ 3,155,355</b>	\$ 2,612,857

First mortgages secured by investment properties with a fair value of \$5,301,943 as at December 31, 2023 (December 31, 2022: \$4,433,017). Overall, the weighted average mortgage interest rate at December 31, 2023, was 3.29% (December 31, 2022: 2.91%).



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Mortgages payable at December 31, 2023, are due as follows:

	<b>Principal Repayments</b>	<b>Balance due at Maturity</b>	<b>Total</b>
Year ended December 31, 2024	\$ 63,667	\$ 360,403	\$ 424,070
Year ended December 31, 2025	60,341	171,078	231,419
Year ended December 31, 2026	59,246	63,460	122,706
Year ended December 31, 2027	57,202	61,914	119,116
Year ended December 31, 2028	55,263	234,949	290,212
Thereafter	143,242	1,845,122	1,988,364
	\$ 438,961	\$ 2,736,926	\$ 3,175,887
Less: Unamortized portion of financing fees			(20,532)
			<b>\$ 3,155,355</b>

**10. Accounts Payable and Other Liabilities**

Accounts payable and other liabilities consist of the following:

	<b>December 31, 2023</b>	<b>December 31, 2022</b>
Accrued expenses	\$ 20,844	\$ 18,519
Prepaid rent	3,695	3,091
Tenant deposits	13,230	11,940
Accounts payable	25,236	4,680
Lease liability	2,144	2,455
Deferred long term incentive plan	4,961	3,597
	<b>\$ 70,110</b>	<b>\$ 44,282</b>

## **11. Classification of Units**

In accordance with the Declaration of Trust (“DOT”), the Trust may issue an unlimited number of units of various classes, with each unit representing an equal undivided interest in any distributions from the Trust, and in the net assets in the event of termination or wind-up of the Trust.

### **Authorized**

**i. Unlimited number of Class A Trust Units**

Class A Trust Units are participating, with one vote per unit, no par value.

**ii. Unlimited number of Class F Trust Units**

Class F Trust Units are participating, with one vote per unit, no par value.

**iii. Unlimited number of Class I Trust Units**

Class I Trust Units are participating, with one vote per unit, no par value.

**iv. Unlimited number of Class M Trust Units**

Class M Trust Units are participating, reserved for Centurion Asset Management Inc., and represent a beneficial interest set as the ratio of the number of investor units, such that the amount of Class M Units will equal the number of investor units, subject to a high-water mark, divided by 0.95 less the number of Investor Trust Units and the cumulative amount of Class M Trust Units previously redeemed. Investor Trust Units are defined as the Class A Trust Units, the Class F Trust Units, the Class I Units and any new class of Trust Units. Apart from certain voting restrictions, the Class M unitholders are entitled to vote to that percentage of all Unitholder votes equal to the Class M unit percentage interest. The remaining Class M Units have been converted to Class A units as at September 1st, 2023 and no additional Class M units will be issued in the future.

**v. Unlimited number of Special Voting Units of the Trust and Exchangeable LP Units**

Special Voting Units are non-participating, with one vote per share, issued on a one-for-one basis to holders of Exchangeable Securities of the original CAP LP II Partnership (the “Partnership”) which rolled into the Trust. The Exchangeable Securities of the Partnership are participating along with the Class A, F and I Trust Units, non-voting and exchangeable by the holder into an equivalent number of Class A Trust Units.

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**Issued (in thousands of units)**

	<b>December 31, 2023</b>	December 31, 2022
<b>Class A Trust Units</b>		
Units as at January 1,	76,872	71,572
New units issued	7,607	8,078
Distribution reinvestment plan	1,764	1,698
Redemption of units	(6,011)	(4,476)
	<b>80,232</b>	76,872
<b>Class F Trust Units</b>		
Units as at January 1,	55,721	46,806
New units issued	11,890	12,315
Distribution reinvestment plan	1,667	1,562
Redemption of units	(7,806)	(4,962)
	<b>61,472</b>	55,721
<b>Class I Trust Units</b>		
Units as at January 1,	13,439	10,705
New units issued	4,039	3,968
Distribution reinvestment plan	258	182
Redemption of units	(1,562)	(1,416)
	<b>16,174</b>	13,439
<b>Class M Trust Units</b>		
Units as at January 1,	4	13
Redemption of units	(2)	(9)
Converted to Class A units <sup>(1)</sup>	(2)	—
	<b>—</b>	4
<b>Exchangeable LP units</b>		
Units as at January 1,	6,991	468
New units issued	2,051	6,321
Distribution reinvestment plan	324	206
Redemption of units	(26)	(4)
	<b>9,340</b>	6,991

<sup>(1)</sup> From January 1 to August 31 2023, 2,383 Class M units were redeemed for \$26,414 (December 31, 2022: 46,254 Class M units were redeemed for \$130,000). As at September 1st, 2023, the Class M balance of 1,363 units, held by a related party of the Asset Manager, was converted to 1,098,873 Class A units with a value of \$25,249.

## 12. Revenue Recognition

Revenue from investment properties is comprised of the following:

<b>For the year ended December 31,</b>	<b>2023</b>	<b>2022</b>
Rental income	\$ 299,892	\$ 234,995
Ancillary income	16,129	11,709
Expense recoveries	1,683	1,454
	\$ 317,704	\$ 248,158

## 13. Finance Costs

<b>For the year ended December 31,</b>	<b>2023</b>	<b>2022</b>
Interest expense on mortgage payables secured by investment properties	\$ 76,817	\$ 52,155
Interest expense on line of credit	6,477	8,629
Other interest expense	153	184
Amortization of financing fees	2,385	3,975
Amortization of CMHC premiums	1,669	2,868
	\$ 87,501	\$ 67,811

## 14. Other Income and Expenses

<b>For the year ended December 31,</b>	<b>2023</b>	<b>2022</b>
Trailer fee expense	\$ (14,393)	\$ (11,469)
Interest and miscellaneous	897	1,710
	\$ (13,496)	\$ (9,759)

## 15. General and Administrative Expenses

<b>For the year ended December 31,</b>	<b>2023</b>	<b>2022</b>
Salaries and wages	\$ 23,378	\$ 21,631
Communications & IT	4,107	3,103
Asset management fees & carry allocation <sup>(1)</sup>	30,933	—
Office expenses	2,829	2,612
Fund administration costs	2,472	1,745
Professional fees	3,650	3,271
Advertising	3,138	2,466
Amortization of property and equipment	790	867
	\$ 71,297	\$ 35,695

(1) The Trust was charged asset management fees and a carry allocation by a related party under the agreement described in Note 16.

## 16. Commitments

The Trust is committed to asset management services under an asset management agreement with Centurion Asset Management Inc. ("CAMI" or the "Asset Manager"), a company controlled by the President and Trustee of the Trust. The asset management agreement was revised on September 1, 2023. The initial term of the revised Asset Management Agreement is five years and will be renewed automatically annually thereafter unless cancelled. The contract will be terminable by the REIT (i) for cause, (ii) for poor performance by the Asset Manager at the end of the initial term, subject to a cure period and two-thirds unitholder approval, or (iii) for other strategic purposes after seven years, subject to two-thirds unitholder approval and a make-whole payment, equivalent to asset management fees and carry allocation paid during the preceding 36 months. The Asset Manager may terminate the contract at any time after the initial term on 180 days' notice. The Trust is required to pay a 1.0% per annum asset management fees based on net asset value and bear a carry allocation of 15% of the total return as defined in the asset management agreement if the units produce a return in excess of a 7.25% hurdle per annum, subject to monthly full recovery look back with a high-water mark. The Asset Manager assumed responsibility for the personnel costs and related overhead costs incurred from and after September 1, 2023 in respect of the asset management employees transferred to the Asset Manager, subject to certain agreed reimbursable expenses, and is not entitled to any acquisition, disposition or development fees.

The Trust has entered into a warehouse agreement ("the agreement") with a related party through the same asset manager, Centurion Financial Trust ("CFIT"). This agreement allows the Trust, at its sole discretion to fund investments originated by the CFIT. All outstanding principal and interest under the warehouse loan shall be due and payable on maturity of the underlying loan. The following summarizes details of the warehouse agreement:

<b>As at</b>	<b>December 31, 2023</b>	<b>December 31, 2022</b>
Warehouse receivables	\$ 2,410,583	\$ 13,086,736
Outstanding interest owed by CFIT	—	115,915
<b>Total Assets related to the Warehouse Agreement</b>	<b>\$ 2,410,583</b>	<b>\$ 13,202,651</b>
<b>For the year ended December 31,</b>	<b>2023</b>	<b>2022</b>
<b>Interest income on Warehouse receivables</b>	<b>\$ 815,908</b>	<b>\$ 1,389,562</b>
<b>Other information:</b>	<b>2023</b>	<b>2022</b>
<b>Weighted Average Interest Rate of Warehouse Agreement</b>	<b>10.25%</b>	<b>10.26 %</b>
<b>Estimated Fair Value of CFIT's Investment Assets Securing the Warehouse Agreement</b>	<b>\$ 2,410,583</b>	<b>\$ 18,894,805</b>

Total additional contractual commitments are as follows:

	<b>Year ended December 31</b>	
	<b>2023</b>	<b>2022</b>
Additional contractual commitments for mortgage investments	76,234	143,867
Additional contractual commitments for participating loan interests	992	586
Additional contractual commitments for equity accounted investments	30,336	44,411
<b>Total additional commitments</b>	<b>\$ 107,562</b>	<b>\$ 188,864</b>

## **17. Contingencies**

The Trust is currently not engaged in any material legal matters and management is not aware of any such matters that could have a material impact on these consolidated financial statements.

## **18. Related Party Transactions**

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

During the year ended December 31, 2023, the Trust paid asset management fees of \$14,533 and a carry allocation of \$16,400 in accordance with the asset management agreement disclosed in Note 16 (December 31, 2022: nil). During the year ended December 31, 2023, the asset manager reimbursed the Trust for its share of general and administrative expenses for \$241 (December 31, 2022: nil).

As at December 31st, 2023, Asset Manager and its related parties hold 1,098,873 Class A units of the REIT. The distributions in cash for these units were \$241 for the year ended December 31, 2023. During the year ended December 31, 2023, a related party of the Asset Manager earned cash distributions of \$842 on the Class M units. (December 31, 2022: \$1,669).

During the year ended December 31, 2023, the Trust was charged acquisition fees by the Asset Manager of \$4,245 (December 31, 2022: \$17,765). During the year ended December 31, 2023, a related party of the Asset Manager earned commitment fees of \$2,123 payable by the borrower on debt investments made by the Trust (December 31, 2022: \$6,077). After September 1, 2023, the Trust will earn any commitment fees directly and no longer pay acquisition fees.

On November 1, 2023, the Trust purchased an additional ownership interest in an Equity Accounted Investment from a related party for \$1,008.

Key management consists of the Board of Trustees and the executive management team of the Trust. Compensation paid to non-executive Trustees during the year was \$620 (December 31, 2022: \$512). Compensation paid to the executive management during the year was \$2,935 (December 31, 2022: \$1,626).

## **19. Income Taxes**

### **a) Canadian Status**

The REIT is a “mutual fund trust” pursuant to the Act. Under current tax legislation, a mutual fund trust that is not a Specified Investment Flow-Through (“SIFT”) Trust pursuant to the Act is entitled to deduct distributions of taxable income such that it is not liable to pay income taxes provided that its taxable income is fully distributed to Unitholders. The REIT intends to continue to qualify as a mutual fund trust that is not a SIFT Trust and to make distributions not less than the amount necessary to ensure that the REIT will not be liable to pay income taxes.

**b) U.S. Status**

Certain of the REIT's operations or a portion thereof are conducted through its taxable U.S. subsidiaries, which are subject to U.S. federal and state corporate income taxes.

**c) Income Tax Expense**

For the year ended December 31,	2023	2022
Current income tax expense	\$ 1	\$ 8,464
Deferred income tax recovery	(8,273)	(6,977)
<b>Income tax (recovery) expense</b>	<b>\$ (8,272)</b>	<b>\$ 1,487</b>

During the year ended December 31, 2023, the Trust made tax installments of \$852 on its current income tax liabilities (December 31, 2022: \$74).

During the year ended December 31, 2023, the Trust made income tax payments of \$11,392 (December 31, 2022: \$4,402).

**d) Deferred Income Tax Liabilities**

As at December 31, 2023, total net deferred income tax liabilities is \$4,803, which is predominantly due to the unrealized fair value gains recognized on the underlying real estate held within Equity Accounted Investments (December 31, 2022: \$13,391).

**20. Fair Value Measurement**

Fair value is the price that market participants would be willing to pay for an asset or liability in an orderly transaction under current market conditions at the measurement date.

The fair values of the Trust's financial assets and liabilities were determined as follows:

- The carrying amounts of cash, restricted cash, acquisition deposits, warehouse receivable, unit subscriptions in trust, rents receivables, accounts payable and other liabilities, and tenant deposits approximate their fair values based on the short-term maturities of these financial instruments.
- Management determines fair value of mortgage investments based on its assessment of the current lending market of the same or similar terms since there are no quoted prices in an active market for these investments. Management has determined that the fair value of mortgage investments approximates their carrying value.
- Fair values of mortgages payable and credit facilities are estimated by discounting the future cash flows associated with the debt at current market interest rates. The fair value at December 31, 2023, is \$2,969,773 (December 31, 2022: \$2,223,715). Carrying value at December 31, 2023 is \$3,155,355 (December 31, 2022: \$2,612,857).
- Management determines the fair value of participating loan interests, as detailed in Note 6b, based on the fair value of the underlying asset which uses either the direct capitalization approach or the direct comparison approach.
- The long term incentive plan trust units is valued based on the Trust's Net asset value
- The fair value of the foreign currency futures and forward contracts was determined using Level 2 inputs which include spot and futures and forward foreign exchange rates.

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The table below analyzes assets and liabilities carried at fair value in the consolidated statement of financial position, by the levels in the fair value hierarchy, which are defined as follows:

<b>December 31, 2023</b>		<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Assets</b>					
Investment properties	\$	—	\$ —	\$ 5,795,044	\$ 5,795,044
Equity accounted investments		—	—	352,599	\$ 352,599
Participating loan interests		—	—	39,603	39,603
<b>Liabilities</b>					
Long term Incentive Plan		—	—	(4,961)	(4,961)
Currency Derivative		—	(586)	—	(586)
<b>Measured at fair value through profit and loss</b>	<b>\$</b>	<b>—</b>	<b>\$ (586)</b>	<b>\$ 6,182,285</b>	<b>\$ 6,181,699</b>

<b>December 31, 2022</b>		<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Assets</b>					
Investment properties	\$	—	\$ —	\$ 5,106,772	\$ 5,106,772
Equity accounted investments		—	—	311,312	\$ 311,312
Participating loan interests		—	—	37,387	37,387
<b>Liabilities</b>					
Long term Incentive Plan		—	—	(3,597)	(3,597)
Currency Derivative		—	269	—	269
<b>Measured at fair value through profit and loss</b>	<b>\$</b>	<b>—</b>	<b>\$ 269</b>	<b>\$ 5,451,874</b>	<b>\$ 5,452,143</b>

## 21. Capital Management

The Trust defines capital as net assets attributable to Unitholders, debt (including mortgages), and lines of credit. The Trust's objectives in managing capital are to ensure adequate operating funds are available to maintain consistent and sustainable Unitholder distributions, to fund leasing costs and capital expenditure requirements, and to provide for resources needed to acquire new investment properties and fund real estate, equity investments or mortgage investments as identified.

Various debt and earnings distribution ratios are used to ensure capital adequacy and monitor capital requirements. The primary ratios used for assessing capital management are the interest coverage ratio and net debt-to-gross carrying value. Other indicators include weighted average interest rate, average term to maturity of debt, and variable debt as a portion of total debt.

These indicators assist the Trust in assessing that the debt level maintained is sufficient to provide adequate cash flows for Unitholder distributions and capital expenditures, and for evaluating the need to raise funds for further expansion.

Various mortgages have debt covenant requirements that are monitored by the Trust to ensure there are no defaults. The Trust's credit facilities also (see Note 9) require compliance with certain financial covenants, throughout the period. These include loan-to-value ratios and debt service coverage ratios.



The carrying value of the units is impacted by earnings and Unitholder distributions. The Trust endeavors to make annual distributions. Amounts retained are used to fund new investments and working capital requirements. Management monitors distributions through various ratios to ensure adequate resources are available. These include the proportion of distributions paid in cash, DRIP participation ratio, and total distributions as a percent of distributable income and distributable income per unit.

The Declaration of Trust provides for a maximum total indebtedness level of up to 75% of Gross Book Value (GBV). GBV means the book value of the assets. Indebtedness includes obligations incurred in connection with acquisitions. The following table highlights the Trust's existing leverage ratio, excluding any syndicated assets or liabilities, in accordance with the Declaration of Trust:

	<b>December 31, 2023</b>	December 31, 2022
Total assets less restricted cash	\$ 6,578,120	\$ 5,717,936
Mortgages payable and credit facilities	3,155,355	2,612,857
<b>Ratio of Debt to GBV</b>	<b>47.97 %</b>	45.70 %

The following schedule details the components of the Trust's capital structure:

	<b>December 31, 2023</b>	December 31, 2022
Mortgages payable and credit facilities	\$ 3,155,355	\$ 2,612,857
Net assets attributable to Unitholders	3,347,852	3,038,080
<b>Total Capital Structure</b>	<b>\$ 6,503,207</b>	<b>\$ 5,650,937</b>

## 22. Financial Instruments

### Risk Management

The main risks that arise from the Trust's financial instruments are liquidity, interest, credit and currency risk. The Trust's approach to managing these risks is summarized below.

Management's risk management policies are typically performed as a part of the overall management of the Trust's operations. Management is aware of risks related to these objectives through direct personal involvement with employees and outside parties. In the normal course of its business, the Trust is exposed to several risks that can affect its operating performance. Management's close involvement in operations helps to identify risks and variations from expectations. As a part of the overall operation of the Trust, management considers the avoidance of undue concentrations of risk.

These risks include, and the actions taken to manage them, are as follows:

#### i) Liquidity Risk

Liquidity risk is the risk that the Trust may not be able to meet its financial obligations as they fall due. The Trust's principal liquidity needs arise from working capital, debt servicing and repayment obligations, planned funding of maintenance, mortgage funding commitments, leasing costs and distributions to Unitholders, and possible property acquisition funding requirements. The Trust manages its liquidity risk by ensuring its projected financial obligations can be met through its cash flows from operations, credit facilities, new capital issuances and projected repayments under the existing mortgage investment portfolio.

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There is a risk that lenders will not refinance maturing debt on terms and conditions acceptable to the Trust. Management's strategy is to mitigate the Trust's exposure to excessive amounts of debt maturing in any one year. 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 prepares cash forecasts and budgets on an ongoing basis to manage liquidity risks, ensure efficient use of resources and monitor the ongoing timing of liquidity events.

The success of new capital issuances is subject to the capital markets being receptive to a unit issue with financial terms favorable to the Trust. As at December 31, 2023, the Trust had cash of \$23,579 (December 31, 2022: \$37,334) and credit facilities as follows:

	<b>December 31, 2023</b>	December 31, 2022
Credit facilities agreed	<b>\$300,000</b>	\$200,000
Available for use	<b>\$300,000</b>	\$200,000
Available as undrawn	<b>\$91,504</b>	\$119,664

As at December 31, 2023, the Trust has contractual obligations totaling \$602,782 (December 31, 2022: \$572,014) due in less than one year, which includes all current liabilities noted within the statement of financial position and the unfunded mortgage, equity accounted and participating interests commitments (Notes 5 and 6). For purposes of contractual obligations, no interest on the credit facility has been included as it is not practical to forecast the outstanding balance on the credit facility.

**ii) Interest Rate Risk**

The Trust's objective of managing interest rate risk is to minimize the volatility of earnings. Management establishes floor rates for all variable rate mortgage investments to limit their exposure to interest rate risk. Management monitors the Trust's variable interest rates on an ongoing basis and assesses the impact of any changes on earnings. Management also routinely assesses the suitability of the Trust's current credit facilities, mortgage liabilities and terms. As at December 31, 2023, the Trust had mortgage investments and participating loans of \$187,806 (December 31, 2022: \$72,068) and a credit facility with a balance of \$(245,290) (December 31, 2022: \$80,000) that bore interest at variables rates.

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

	<u>-1%</u>		<u>+1%</u>		
	<u>Carrying Amount</u>	<u>Income</u>	<u>Equity</u>	<u>Income</u>	<u>Equity</u>
<b>Financial assets</b>					
Variable rate mortgage investments & participating loan investments, as at December 31	\$ 187,806	\$ (1,878)	(1,878)	\$ 1,878	1,878
<b>Financial liabilities</b>					
Variable rate debt, as at December 31	\$ (245,290)	\$ 2,453	2,453	\$ (2,453)	(2,453)
<b>Net Variable Interest Rate Exposure</b>	<b>\$ (57,484)</b>	<b>\$ 575</b>	<b>\$ 575</b>	<b>\$ (575)</b>	<b>\$ (575)</b>

### iii) Credit Risk

Tenant credit risk arises from the possibility that tenants and mortgage borrowers may default on their rent and mortgage obligations respectively to the Trust. The risk of credit loss is mitigated by leasing and credit policies. The Trust monitors its collection experience every month and ensures that a stringent policy is adopted to provide for all past due amounts that are doubtful of being collected. All residential accounts receivable balances written off are recognized in the consolidated statement of comprehensive income and subsequent recoveries of amounts previously written off are credited in the consolidated statement of comprehensive income.

Investment credit risk is the possibility that a borrower under one of the mortgages comprising the investment portfolio, may be unable to honor their debt commitment as a result of a negative change in the borrower's financial position or market conditions that could result in a loss to the Trust. Any instability in the real estate sector or an adverse change in economic conditions in Canada could result in declines in the value of investment property securing the Corporation's investments. The Trust's maximum exposure to credit risk is represented by the mortgage investments, profit participation and warehouse loans. The Trust mitigates this risk by rigorously vetting all borrowers during the underwriting process, ensuring all new mortgage, participating investments and equity investments are approved by the investment committee before funding and actively monitoring the mortgage and other investments and initiating recovery procedures, in a timely manner, where required.

### iv) Currency Risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Trust is exposed to currency risk from investment properties, equity accounted investments and mortgage investments that is denominated in US Dollars ("USD"). The Trust uses foreign currency futures contracts to economically hedge the variability of future earnings and cash flows caused by movements in foreign exchange rates. Under the terms of the foreign currency futures contracts, the Trust buys or sells a currency against another currency at a set price on a future date.

As at December 31, 2023, the Trust has a portion of its assets denominated in USD and has entered into currency derivatives to sell USD and reduce its exposure to foreign currency risk. As at December 31, 2023, the Trust has USD currency derivatives with an aggregate notional value of \$33,935 USD (December 31, 2022: \$76,950 USD) at a rate of \$0.74, fair value loss of \$586 and a weighted average maturity of March 13, 2024 (December 31, 2022: \$0.74 with fair value gain of \$269 maturing on March 13, 2023).

The following schedule outlines the Trust's net exposure to USD:

	<b>December 31, 2023</b>	December 31, 2022
Cash	\$ 119	\$ 16,956
Equity accounted investments	<b>29,798</b>	45,181
Total assets held in USD	<b>29,917</b>	62,137
USD currency derivatives (notional value)	<b>(33,935)</b>	(76,950)
Net exposure	<b>\$ (4,018)</b>	\$ (14,813)

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For the year ended December 31, 2023, a 1% change in the United States to Canadian Dollar exchange rate would have the following impact on net income and equity:

	Carrying Amount	-1%		1%	
		Income	Equity	Income	Equity
Net US dollar exposure	\$ (4,018)	\$ 40	40	\$ (40)	(40)

### 23. Supplemental Cash Flow Information

The following table summarizes the movement in mortgages payable and credit facilities during the year:

	December 31, 2023		December 31, 2022	
<b>Long-Term Debt</b>				
Balance, beginning of year	\$	2,532,857	\$	1,578,261
New or refinanced mortgages and loans		407,508		375,859
Mortgage and loan repayments and discharges		(287,890)		(253,265)
Capitalized financing fees <sup>(1)</sup>		(8,073)		(6,716)
<b>Non-cash Adjustments:</b>				
Assumed mortgages and loans upon acquisition		300,568		834,743
Amortization of financing fees		2,385		3,975
Balance, end of year	\$	2,947,355	\$	2,532,857
<b>Credit Facilities</b>				
Balance, beginning of year	\$	80,000	\$	—
Credit Facility advances (repayments)		128,000		80,000
Balance, end of year		208,000		80,000
<b>Balance, end of year</b>	\$	3,155,355	\$	2,612,857

<sup>(1)</sup> Capitalized CMHC premiums of \$15,795 (December 31, 2022: \$10,399) are not included in the capitalized financing fees for the purpose of this reconciliation.

The following table summarizes the changes in non-cash operating assets and liabilities:

	December 31, 2023		December 31, 2022	
Receivable and other assets		(39,618)		(10,732)
Accounts payable and other liabilities		25,698		10,411
Current income tax liabilities		(386)		(3,155)
<b>Net decrease in non-cash operating assets and liabilities</b>	\$	(14,306)	\$	(3,476)

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**24. Financial Information**

Management of the Trust monitors and operates its rental real estate properties and its mortgage investment operations separately. The Trust applies accounting policies consistently to both components. The results for these components are as follows:

<b>Year ended December 31, 2023</b>	<b>Investment properties, including equity accounted investments</b>	<b>Other Investments</b>	<b>Total</b>
Revenue / Interest income on mortgage investments, net of syndicated mortgage liabilities	\$ 317,704	\$ 28,822	\$ 346,526
Property operating costs	(112,949)	—	(112,949)
Allowance for expected credit losses	—	(1,834)	(1,834)
Income from operations	204,755	26,988	231,743
Fair value gains	124,272	(2,520)	121,752
Fair value gains and income from equity accounted investments	8,207	6,259	14,466
Finance costs	(87,511)	10	(87,501)
Other income and expenses	(14,393)	897	(13,496)
General and administrative expenses	(70,080)	(1,217)	(71,297)
Foreign exchange adjustment	—	(2,664)	(2,664)
<b>Income before taxes</b>	<b>\$ 165,250</b>	<b>\$ 27,753</b>	<b>\$ 193,003</b>

<b>Year ended December 31, 2022</b>	<b>Investment properties, including equity accounted investments</b>	<b>Other Investments</b>	<b>Total</b>
Revenue / Interest income on mortgage investments, net of syndicated mortgage liabilities	\$ 248,158	\$ 19,011	\$ 267,169
Property operating costs	(88,117)	—	(88,117)
Recovery of expected credit losses	—	(682)	(682)
Income from operations	160,041	18,329	178,370
Fair value gains	218,533	(1,514)	217,019
Fair value gains and income from equity accounted investments	12,342	902	13,244
Finance costs	(70,006)	(300)	(70,306)
Other income and expenses	(6,022)	147	(5,875)
General and administrative expenses	(32,129)	(3,566)	(35,695)
Foreign exchange adjustment	—	1,171	1,171
<b>Income before tax</b>	<b>\$ 282,759</b>	<b>\$ 15,169</b>	<b>\$ 297,928</b>

**25. Subsequent Events**

- a) On January 30, 2024, the Trust completed the acquisition of a brand new, multi-residential apartment called The Carrington Suites for \$34,800. The property is located in Dartmouth, Nova Scotia with a total of 86 rental units. As part of this acquisition, the Trust assumed a mortgage of \$25,503 and the remaining portion was funded by cash.
- b) The Trust declared total distributions of approximately \$44,646, out of which \$18,566 were paid in cash and the remainder reinvested through DRIP.
- c) The Trust had redemptions of \$107,815.
- d) The Trust raised \$107,702 in capital.