



**PLAZA RETAIL REIT**

**ANNUAL INFORMATION FORM**

**In respect of the fiscal year ended**

**December 31, 2016**

**March 24, 2017**

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## **SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS**

Certain information contained in this annual information form (“AIF”), and in certain documents incorporated by reference herein, contain “forward-looking statements” which reflect Plaza’s expectations regarding objectives, plans, goals, strategies, future growth, results of operations, performance and business prospects and opportunities of Plaza. The words “plans”, “expects”, “does not expect”, “scheduled”, “estimates”, “intends”, “anticipates”, “does not anticipate”, “projects”, “believes” or variations of such words and phrases or statements to the effect that certain actions, events or results “may”, “will”, “could”, “would”, “might”, “occur”, “be achieved” or “continue” and similar expressions, identify forward-looking statements. Some of the specific forward-looking statements in this AIF include, but are not limited to, statements made in sections named “General Development of the Business of Plaza - General”, “Business of Plaza - Strategy”, “Business of Plaza – Business Environment”, “Business of Plaza - Leasing and Occupancy”, “Business of Plaza - Outlook”, “Risk Factors” and “Capital Structure” and include, but are not limited to, statements made in respect of (i) the availability of long-term debt financing, (ii) Plaza’s investment focus, (iii) Plaza’s strategy, (iv) Plaza’s capabilities, (v) the local and real estate economic environment, (vi) market rents, (vii) Plaza’s future performance and (viii) the execution of future developments and redevelopments.

Forward-looking statements are necessarily based on Plaza’s current views with respect to future events and are subject to certain risks and uncertainties, estimates and assumptions, which, while considered reasonable by management of Plaza as of the date of this AIF, may cause the actual results and performance of Plaza to differ materially from the forward-looking statements contained herein or in certain documents incorporated by reference herein. Among other things, these risks may relate to the business of Plaza generally, competition, interest rate fluctuations, debt financing and refinancing, restrictive covenants, reliance on external sources of capital, credit, lease roll-over and occupancy, developments and acquisitions, joint venture investments, environmental matters, litigation, potential undisclosed liabilities associated with acquisitions, availability of cash flow, capital expenditures, distributions, cash distributions not being guaranteed, current economic conditions, reliance on anchor tenants, economic stability of local markets, specific lease considerations, ownership of ground lease properties, potential conflicts of interest, liquidity, uninsured losses, reliance on key personnel, operational matters, tax status of Plaza, changes in legislation and administrative policies, dilution, restrictions on redemptions, the market for Units and Unit prices, the nature of investment in Units and disclosure controls and procedures on internal control over financial reporting. Plaza’s estimates, beliefs and assumptions, which may prove to be incorrect, include the various assumptions set forth herein, including, but not limited to, economic, capital market and competitive real estate conditions. Material factors underlying or forming the basis of forward-looking statements include, but are not limited to, a stable retail environment, a stable interest rate environment and access to equity and debt capital markets to fund, at acceptable costs, Plaza’s future growth program.

When relying on forward-looking statements to make decisions, Plaza cautions readers not to place undue reliance on these statements, as forward-looking statements involve significant risks and uncertainties and should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such performance or results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed under “Risk Factors”. These forward-looking statements are made as of the date of this AIF and, except as expressly required by applicable law, Plaza assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Unless otherwise specified, all dollar amounts in this AIF are expressed in Canadian dollars and the statistical and financial data are presented at December 31, 2016.

## GLOSSARY OF TERMS

“**Advance Notice Provision**” has the meaning ascribed thereto in “*Declaration of Trust – Advance Notice Provision*”.

“**Board**” means the Board of Directors of the Company or the Board of Trustees of Plaza, as applicable.

“**CDS**” means CDS Clearing and Depository Services Inc.

“**Change-in-Control Offer**” has the meaning ascribed thereto under “*Capital Structure – Borrowing*”.

“**Closing Market Price**” means:

- (a) an amount equal to the weighted average trading price of a Unit on the principal exchange or market on which the Units are listed or quoted for trading on the specified date and the principal exchange or market provides information necessary to compute a weighted average trading price of the Units on the specified date;
- (b) an amount equal to the closing price of a Unit on the principal market or exchange if there was a trade on the specified date and the principal exchange or market provides only a closing price of the Units on the specified date;
- (c) an amount equal to the simple average of the highest and lowest prices of the Units on the principal market or exchange, if there was trading on the specified date and the principal exchange or market provides only the highest and lowest trading prices of the Units on the specified date; or
- (d) the simple average of the last bid and last asking prices of the Units on the principal market or exchange, if there was no trading on the specified date.

“**Common Shares**” means the commons shares of the Company.

“**Company**” means Plazacorp Retail Properties Ltd.

“**CRA**” means the Canada Revenue Agency.

“**Debenture Offer Price**” has the meaning ascribed thereto under “*Capital Structure – Borrowing*”.

“**Declaration of Trust**” means the Declaration of Trust of Plaza dated November 1, 2013.

“**DU**” has the meaning ascribed thereto under “*Capital Structure – Deferred Unit Plan*”.

“**Gross Book Value**” means at any time, the greater of (i) the value of the assets of Plaza and its consolidated subsidiaries, as shown on its then most recent consolidated statement of financial position, less the amount of any receivable reflecting interest rate subsidies on any debt assumed by Plaza and (ii) the historical cost of the assets of Plaza and its consolidated subsidiaries.

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

“**Indebtedness**” has the meaning ascribed thereto in “*Declaration of Trust – Operating Policies*”.

**“Market Price”** means:

- (a) an amount equal to the weighted average trading price of a Unit on the principal exchange or market on which the Units are listed or quoted for trading during the period of 10 consecutive trading days ending on such date;
- (b) an amount equal to the weighted average of the closing market prices of a Unit on the principal exchange or market on which the Units are listed or quoted for trading during the period of 10 consecutive trading days ending on such date, if the applicable exchange or market does not provide information necessary to compute a weighted average trading price; or
- (c) if there was trading on the applicable exchange or market for fewer than five of the 10 trading days, an amount equal to the simple average of the following prices established for each of the 10 consecutive trading days ending on such date: the simple average of the last bid and last asking price of the Units for each day on which there was no trading; the closing price of the Units for each day that there was trading if the exchange or market provides a closing price; and the simple average of the highest and lowest prices of the Units for each day that there was trading, if the market provides only the highest and lowest prices of Units traded on a particular day.

**“NBBCA”** means the New Brunswick *Business Corporations Act*, as amended, including the regulations promulgated thereunder.

**“Nominating Unitholder”** has the meaning ascribed thereto in *“Declaration of Trust – Advance Notice Provision”*.

**“Non-Resident”** means a person who is a “Non-Resident” within the meaning of the Tax Act and a partnership other than a Canadian partnership for the purposes of the Tax Act.

**“Person”** means and includes individuals, corporations, partnerships, general partnerships, joint stock companies, limited liability corporations, joint ventures, associations, companies, trusts, banks, trust companies, pension funds, business trusts or other organizations, whether or not legal entities, and government and agencies and political subdivisions thereof.

**“PGML”** means Plaza Group Management Limited.

**“Plaza”** means Plaza Retail REIT, successor to the Company.

**“Preferred Units”** has the meaning ascribed thereto under *“Capital Structure – Description of Units”*.

**“Redemption Notes”** has the meaning ascribed thereto under *“Declaration of Trust – Redemption Right”*.

**“Redemption Price”** means for each Unit, the lesser of:

- (a) 90% of the Market Price of a Unit calculated as at the date of the surrender of the Unit for redemption; and
- (b) 100% of the Closing Market Price on the date of the surrender of the Unit for redemption.

**“REIT Conversion”** has the meaning ascribed thereto under *“Corporate Structure”*.

**“REIT Exception”** means the exceptions to the SIFT Rules in the Tax Act that qualify a trust to not be considered a SIFT trust for a taxation year.

**“RSU”** has the meaning ascribed thereto under *“Capital Structure – Restricted Share Unit Plan”*.

**“Series B Debentures”** means the Series B convertible unsecured subordinated debentures maturing on December 31, 2016, assumed by the Company on its acquisition of KEYreit, pursuant to a supplemental indenture;

**“Series C Debentures”** means the Series C convertible unsecured subordinated debentures maturing on December 31, 2017, assumed by the Company on its acquisition of KEYreit, pursuant to a supplemental indenture;

**“Series D Debentures”** means the Series D convertible unsecured subordinated debentures maturing on December 31, 2018;

**“SIFT”** means a “SIFT trust” or a “SIFT partnership” as defined in the Tax Act.

**“SIFT Rules”** means the Specified Investment Flow-through Trust Rules promulgated in the Tax Act, which effectively tax certain income of a publicly-traded trust or partnership that is distributed to its investors on the same basis as would have applied had the income been earned through a taxable corporation and distributed by way of dividend to its shareholders. These rules apply only to SIFTs and their investors.

**“Special Voting Units”** has the meaning ascribed thereto under *“Capital Structure – Description of Units”*.

**“Tax Act”** means the *Income Tax Act* (Canada), as amended, including the regulations promulgated thereunder.

**“Trustee”** means a trustee of the Board.

**“TSX”** means the Toronto Stock Exchange.

**“Units”** means the units of Plaza.

## CORPORATE STRUCTURE

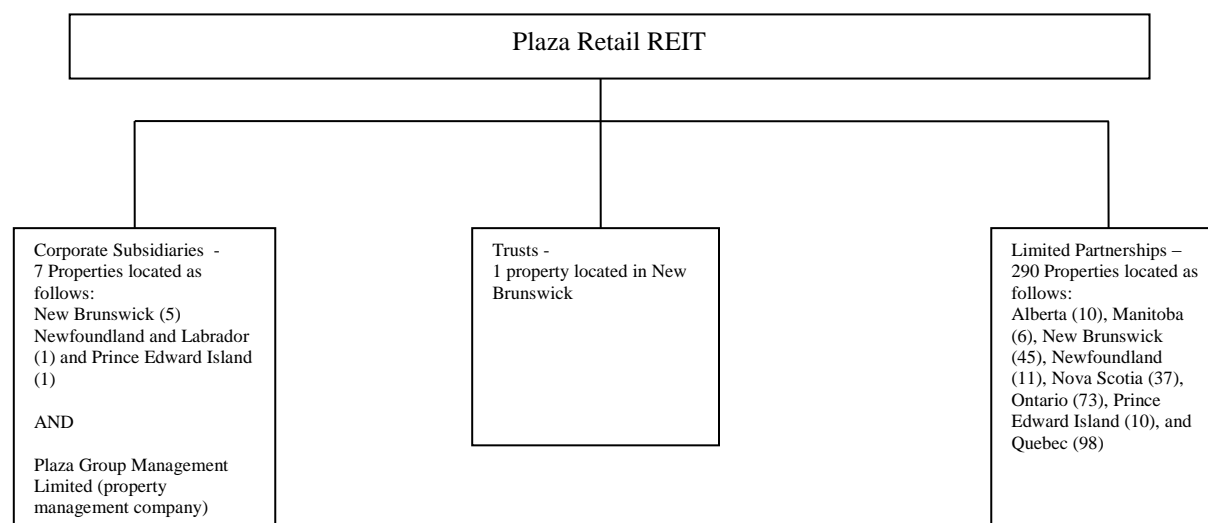
Plazacorp Retail Properties Ltd. was incorporated under the *Business Corporations Act* (New Brunswick) (the “**NBBCA**”) on February 2, 1999. On December 11, 2002, on receipt of shareholder and regulatory approval, the Company filed articles of amendment with the director under the NBBCA adding certain redemption rights to the Common Shares of the Company qualifying it to become a “Mutual Fund Corporation” as defined in the *Income Tax Act (Canada)*.

On November 1, 2013, the Company and Plaza entered into an arrangement agreement whereby they agreed to reorganize the affairs of the Company pursuant to a plan of arrangement under Section 128 of the *Business Corporations Act* (New Brunswick) to, among other things, convert the Company from a corporate structure to a real estate investment trust structure and, effective January 1, 2014, the conversion to a real estate investment trust was completed (the “**REIT Conversion**”). In connection with the REIT Conversion, Common Shares were exchanged for Units on a one-for-one basis and on January 8, 2014, the Units began trading on the Toronto Stock Exchange (“**TSX**”) under the symbol “PLZ.UN”.

Plaza is a trust governed under the laws of the Province of Ontario. Plaza’s head office and principal place of business is located at 98 Main Street, Fredericton, New Brunswick E3A 9N6. Plaza’s Units are listed and posted for trading on the TSX under the trading symbol “PLZ.UN”.

The Board is responsible for the general direction of Plaza, including decisions regarding the acquisition and disposition of its assets above predefined thresholds. The Trustees are elected to provide guidance and strategic oversight, both collectively and individually, to management in order to realize Plaza’s goal of delivering a reliable and growing yield to unitholders mainly through the development and redevelopment of retail real estate properties.

The following chart outlines Plaza’s current structure (at March 24, 2017):



Beneficial ownership of all of Plaza’s properties are held either directly or indirectly in a corporation, limited partnership or trust. The following table sets forth the name and jurisdiction of formation of each of the subsidiaries of Plaza, together with Plaza’s percentage of direct and indirect ownership of such subsidiaries, at March 24, 2017. Certain subsidiaries are excluded from this table where the total revenues and assets of the subsidiary do not exceed 10% of the consolidated revenues and assets of Plaza. In addition the total revenues and assets of the excluded subsidiaries, in aggregate, do not exceed 20% of the consolidated revenues and assets of Plaza.

Name of Subsidiary <sup>(1)</sup>	Jurisdiction of Formation	Percentage Ownership Owned directly	Percentage Ownership owned Indirectly
<b>Limited Partnerships</b>			
Plaza Master Limited Partnership	NB	100%	N/A
Scott’s Real Estate Limited Partnership	ON	100%	N/A

Note: (1) The investment in the subsidiaries above does not include investment in any restricted securities.



## GENERAL DEVELOPMENT OF THE BUSINESS OF PLAZA

### General

The Company was incorporated on February 2, 1999 and commenced trading on the predecessor to the TSX Venture Exchange on July 30, 1999. On December 11, 2002 after receipt of shareholder and regulatory approval, the Company filed articles of amendment to convert to a mutual fund corporation. On July 2, 2013, the Company graduated its listing from the TSX Venture Exchange to the TSX. On November 1, 2013, the Company and Plaza entered into an arrangement agreement whereby they agreed to reorganize the affairs of the Company pursuant to a plan of arrangement under Section 128 of the NBBCA to, among other things, convert the Company from a corporate structure to a real estate investment trust structure. On January 1, 2014, the REIT Conversion was completed.

Plaza is a developer, owner and manager of retail real estate primarily in Atlantic Canada, Quebec and Ontario. Plaza offers a unique business strategy that differs from many of its peers in the real estate industry.

- Plaza has a 15 year history of accretive growth and value creation;
- Plaza's main business is driven by value-add opportunities to develop and redevelop, for its own account, unenclosed and enclosed retail real estate throughout Canada;
- Plaza has strong relationships with leading retailers;
- Plaza has a competitive advantage as a developer in Atlantic Canada;
- Plaza's entrepreneurial abilities allow it to adapt more easily to changing market conditions;
- Plaza is fully internalized and able to develop retail properties in-house;
- Plaza minimizes the amount of short-term debt that it obtains, therefore locking in returns for unitholders and minimizing financing risk;
- Insiders hold a significant position in Plaza; and
- Plaza is focused on cash flow per unit and per unit growth and conducts its business in order to maximize this and, accordingly, distributions for unitholders.

Plaza's growth is driven by value-add developments and redevelopments as well as organic growth from the existing portfolio as leases roll-over. Plaza's unique business strategy and focus on cash flow per Unit has allowed it to increase its distribution every year since it began paying distributions in November 2002. Plaza's distribution compounded annual growth rate is approximately 9%.

Plaza's portfolio at December 31, 2016 includes interests in 298 properties totaling approximately 7.8 million square feet (which are predominantly occupied by national tenants) and additional lands held for development. These include properties indirectly held by Plaza through its subsidiaries and through joint arrangements.

### Three Year History

Plaza has experienced significant growth in the last three years through acquisitions, development and redevelopment of retail real estate. From January 1, 2014 to December 31, 2016, Plaza increased its total gross leasable area from 6.6 million square feet to 7.8 million square feet.

### Acquisitions

The following tables outline the property acquisitions and developments undertaken by Plaza in the past three fiscal years. Individually, none of these acquisitions are considered significant acquisitions for which disclosure is required under Part 8 of National Instrument 51-102. The dates listed are those on which Plaza acquired the property, the redevelopment property or the land on which the development is taking place.

## 2016 Transactions

Property	Property Type	Square Footage (at 100%)	Ownership % following acquisition	Date Acquired
Northumberland, Miramichi, NB <sup>(1), (2)</sup>	Enclosed Mall	161,547	50%	06/16/2016
Eastcourt, Cornwall, ON <sup>(1), (2)</sup>	Enclosed Mall	178,555	50%	06/16/2016
Timiskaming, New Liskeard, ON <sup>(1), (2)</sup>	Enclosed Mall	158,195	50%	06/16/2016
Millidge Ave., Saint John, NB <sup>(3)</sup>	Single Use	13,885	100%	07/28/2016
100 Saint-Jude Nord, Granby, QC <sup>(3)</sup>	Strip Plaza	100,000	8%	12/15/2016

Notes: (1) Represent projects under redevelopment at December 31, 2016.

(2) These enclosed malls are being redeveloped as strip plazas for 91,000, 142,000 and 81,000 square feet, respectively.

(3) Represent projects under development at December 31, 2016.

During the year ended December 31, 2016, Plaza acquired an additional 5.5% interest in the Village Shopping Centre in St. John's, NL for \$2.7 million. Plaza now owns 50% of this property.

## 2015 Transactions

Property	Property Type	Square Footage (at 100%)	Ownership % following acquisition	Date Acquired
Buchanan Drive Phase II, Charlottetown, PE <sup>(1)</sup>	Strip Plaza	67,275	100%	03/27/2015
35 Confederation Drive, Corner Brook, NL <sup>(1)</sup>	Single-Use	23,509	100%	04/16/2015
Princess Auto, Charlottetown, PE <sup>(1)</sup>	Single-Use	20,287	100%	06/18/2015
600 JP Perrault, Sherbrooke, QC <sup>(1), (3)</sup>	Strip Plaza	83,000	50%	05/06/2015
Park Street Plaza, Kenora, ON <sup>(1), (2), (3)</sup>	Enclosed Mall	168,888	20%	08/26/2015
Mountain View Plaza, Midland, ON <sup>(1), (2), (3)</sup>	Enclosed Mall	342,000	20%	08/26/2015
Staples, Moncton, NB	Single Use	24,999	100%	12/30/2015
The Shoppes at Galway, St. John's, NL <sup>(1), (3)</sup>	Strip Plaza	700,000	50%	12/01/2015

Notes: (1) Represent projects under development at December 31, 2015.

(2) These enclosed malls are being redeveloped as strip plazas for 71,192 and 172,646 square feet, respectively.

(3) Represent projects under development at December 31, 2016.

Effective January 1, 2015, Plaza closed the purchase of interests of several of its equity partners in eight properties located in New Brunswick and Prince Edward Island. The net purchase price (after assumption of debt) of \$6.1 million was satisfied by the issuance of 1,319,000 Class B exchangeable limited partnership units of a subsidiary limited partnership at a price of \$4.60 per unit. These Class B exchangeable limited partnership units are economically equivalent to Units of Plaza and are exchangeable at any time into Units of Plaza on a one-for-one basis. Holders of the Class B exchangeable limited partnership units are entitled to receive distributions per Unit equal to distributions per Unit provided to the unitholders of Plaza. Plaza owned interests in each of the eight properties of between 43% and 85%, and now owns between 86% and 100% of each. In connection with the issuance of the Class B exchangeable limited partnership units, there were 1,319,000 Special Voting Units issued.

## 2014 Transactions

Property	Property Type	Square Footage (at 100%)	Ownership % following acquisition	Date Acquired
Galleries des Cantons, Coaticook, QC	Strip Plaza	40,608	50%	09/02/2014
Riverside Drive Plaza, Timmins, ON <sup>(1)</sup>	Strip Plaza	35,259	80%	03/03/2014
Northside Plaza, Fredericton, NB <sup>(1), (2), (3)</sup>	Strip Plaza	36,858	100%	07/31/2014
5400 Laurier Ouest, Ste. Hyacinthe, QC <sup>(1)</sup>	Single-Use	10,135	25%	02/18/2014

Notes: (1) Represent projects under development at December 31, 2014.

(2) Represent projects under development at December 31, 2015.

(3) Represent projects under development at December 31, 2016.

Plaza also purchased land in Fredericton, NB and land in Sydney, NS, which had been leased previously under land lease agreements with third parties on existing Plaza properties.

### *Dispositions*

#### **2016 Dispositions**

During the year ended December 31, 2016, Plaza disposed of income producing properties for net proceeds of \$20.5 million in Aurora, ON, London, ON, Markham, ON, Toronto, ON, Mississauga, ON and Calgary, AB. As well, Plaza disposed of income producing properties in Toronto, ON and Windsor, ON for net proceeds of \$1.8 million, which were recorded as investment properties held for sale at December 31, 2015. Plaza also disposed of surplus land for net proceeds of \$997 thousand in Fredericton, NB, Oromocto, NB and Coaticook, QC.

#### **2015 Dispositions**

During the year ended December 31, 2015, Plaza disposed of income producing properties for net proceeds of \$5.3 million in Selkirk, MB, Windsor, NS, Oshawa, ON, Toronto, ON, Whitby, ON and Mont-Laurier, QC. Plaza also disposed of land in Brandon, MB for net proceeds of \$125 thousand and land in Sherbrooke, QC for \$1.0 million. On September 30, 2015, Plaza sold an 80% interest in two income producing properties, one in Kenora, ON and the other in Midland, ON for \$13.0 million. Each of Plaza and its partner earn a preferred return on capital invested in the properties, with the balance of cash flows from the properties being split 50%/50% to each partner. As well, Plaza disposed of an income producing property in Drayton Valley, AB for net proceeds of \$550 thousand, which was recorded as an investment property held for sale at December 31, 2014.

#### **2014 Dispositions**

During the year ended December 31, 2014, Plaza disposed of surplus land in Sussex, NB and land in Dartmouth, NS. Plaza also sold income producing properties in Lloydminster, AB, Okotoks, AB, Vancouver, BC, Liverpool, NS, Brantford, ON, Carleton Place, ON, Chatham, ON, Cobourg, ON, Hawkesbury, ON, London, ON, Oshawa, ON, Ottawa, ON, Pembroke, ON, Peterborough, ON, Sudbury, ON, Toronto, ON, Windsor, ON, Ste. Hyacinthe, QC, Levis, QC, Longueuil, QC, Magog, QC, Montreal, QC and Roberval, QC.

### *Equity Financing*

On March 31, 2016, Plaza closed a public offering of 5.0 million Units at an issue price of \$4.60 per Unit for gross proceeds of \$23.0 million. The proceeds were used to redeem the \$9.2 million 8% Series B Debentures on April 29, 2016, with the balance used to reduce the operating line of credit and for general trust purposes.

## BUSINESS OF PLAZA

### Overview

Plaza is in the business of retail property ownership and development. Plaza develops, redevelops and acquires shopping malls, strip plazas and single use properties located in Canada. It diversifies its asset base both geographically and with a strong mix of national retail tenants. Plaza, in measuring performance, does not distinguish or group its operations on a geographical basis. Accordingly Plaza has a single operating segment for disclosure purposes under IFRS. One tenant comprises 25.4% of base rental revenue at December 31, 2016.

The following table outlines the number of properties and their gross leasable area at December 31, 2016 and December 31, 2015:

### Summary of Properties

	Number of Properties December 31, 2016 <sup>(1)</sup>	Gross Leasable Area (sq. ft.) December 31, 2016 <sup>(1)(2)</sup>	Number of Properties December 31, 2015 <sup>(1)</sup>	Gross Leasable Area (sq. ft.) December 31, 2015 <sup>(1)(2)</sup>
Alberta	10	52,348	11	50,829
Newfoundland and Labrador	12	679,926	12	645,401
New Brunswick	51	1,890,336	50	1,724,042
Nova Scotia	37	1,175,940	37	1,169,051
Manitoba	6	30,424	6	30,424
Ontario	73	1,265,621	84	957,812
Prince Edward Island	11	595,821	11	577,733
Quebec	98	2,078,534	97	1,953,297
<b>Total</b>	<b>298</b>	<b>7,768,950</b>	<b>308</b>	<b>7,108,589</b>

<sup>(1)</sup> Includes properties under development and non-consolidated investments.

<sup>(2)</sup> At 100%, regardless of Plaza's ownership interest in the properties.

### Strategy

Plaza's principal goal is to deliver a reliable and growing yield to unitholders from a diversified portfolio of retail properties. To achieve this goal the Board has set development criteria of a minimum cash yield (unlevered yield) equal to 100 basis points above the mortgage constant for a 10 year mortgage at prevailing rates and assuming a 25 year amortization period.

Plaza strives to:

- maintain access to cost effective sources of debt and equity capital to finance acquisitions and new developments;
- acquire or develop properties at a cost that is consistent with Plaza's targeted returns on investment;
- maintain high occupancy rates on existing properties while sourcing tenants for properties under development and future acquisitions; and
- diligently manage its properties to ensure tenants are able to focus on their businesses.

Plaza invests in the following property types:

- new properties developed on behalf of existing clients or in response to demand;
- well located but significantly amortized shopping malls and strip plazas to be redeveloped; and
- existing properties that will provide stable recurring cash flows with opportunity for growth.

Management intends to achieve Plaza's goals by:

- acquiring or developing high quality properties with the potential for increases in future cash flows;
- focusing on property leasing, operations and delivering superior services to tenants;
- managing properties to maintain high occupancies and staggering lease maturities appropriately;
- increasing rental rates when market conditions permit;
- achieving appropriate pre-leasing prior to commencing construction;
- managing debt to obtain both a low cost of debt and a staggered debt maturity profile;
- matching, as closely as practical, the weighted average term to maturity of mortgages to the weighted average lease term;

- retaining sufficient capital to fund capital expenditures required to maintain the properties well;
- raising capital where required in the most cost-effective manner;
- properly integrating new properties acquired;
- using internal expertise to ensure that value is surfaced from all of the properties; and
- periodically reviewing the portfolio to determine if opportunities exist to re-deploy equity from slow growth properties into higher growth investments.

## **Skills and Knowledge**

As at December 31, 2016, Plaza, through its wholly owned subsidiary PGML, employs 91 people in accounting, finance, engineering, legal, development, leasing and other administrative capacities, excluding property specific staff. Plaza has the capability to manage all aspects of the real estate development cycle. Plaza has consistently created and delivered value by fostering strategic relationships with tenants, suppliers, partners and investors. Plaza's strong infrastructure includes the following areas of expertise:

*Development and Redevelopment:* Plaza's very strong "value-added" capabilities have been consistently demonstrated in a variety of successful development and redevelopment projects across its geography. Much of Plaza's growth over the years has come from developments and redevelopments. Plaza has adapted well to the changing real estate market by shifting its focus from redevelopment to new developments as market conditions evolve.

*Acquisitions and Dispositions:* Plaza invests in properties with a long-term perspective and has demonstrated success in acquiring well-located retail real estate or land assemblies for development. Prior to closing any acquisition, Plaza carries out a thorough due diligence program including environmental, structural (if applicable), leasing, financial and legal reviews. Plaza's team has many years of experience and has a proven track record of creatively structuring acquisitions and dispositions, drafting purchase and sale agreements, negotiating and closing acquisitions and dispositions and completing land assemblies to take advantage of the opportunities within its markets.

*Leasing:* Plaza has an experienced leasing team that seeks out leasing opportunities, applies local market knowledge and focuses on the needs of its retail tenants and drafts and structures effective leases. With a consistent track record of meeting deadlines and living up to its commitments, Plaza has established strong relationships with national, regional and local retailers.

*Financing:* With established relationships with a variety of lenders and a strong, diversified and growing investor base, Plaza has been successful in obtaining the necessary equity, interim or long-term financing required to continue to grow its business. Plaza has experience in marketing, negotiating and closing property financings in a timely and efficient manner. Plaza also has capital markets experience, having used both private and public financing to fund its equity requirements.

*Construction Management:* With a number of years of experience completing new-builds, redevelopments and tenant improvements, Plaza's construction management team has the skills to plan, tender and supervise construction projects on time and on budget to the satisfaction of its customers.

*Property Management:* The experienced operations team continually strives to meet the needs of tenants by responding quickly, maintaining clean properties, investing capital when required and monitoring and controlling operating costs.

*Financial Reporting, Investor Relations and Corporate Governance:* Plaza has strong and experienced legal, financial and accounting teams that keep abreast of, and meet, continually changing regulatory requirements. They also produce financial and other reports in a timely and cost-efficient manner, provide necessary support to the Board and its committees and keep lines of communication open with analysts, investors and other stakeholders.

## Top 10 Tenants

Plaza has built a portfolio with a high quality revenue stream. Plaza's ten largest tenants based upon current monthly base rents at December 31, 2016 represent approximately 57.9% of total base rent revenues in place.

% of Base Rent Revenue		% of Base Rent Revenue	
1. Shoppers Drug Mart	25.4	6. Canadian Tire Group <sup>(3)</sup>	3.1
2. KFC <sup>(1)</sup>	9.0	7. TJX Group <sup>(4)</sup>	2.8
3. Dollarama	4.8	8. Rexall Pharma Plus	2.2
4. Sobeys Group <sup>(2)</sup>	3.6	9. Bulk Barn	1.8
5. Staples	3.4	10. Best Buy	1.8

<sup>(1)</sup> Represented by 6 tenants.

<sup>(2)</sup> Sobeys Group represents the following stores: Sobeys, IGA, Sobeys Fast Fuel and Lawtons.

<sup>(3)</sup> Canadian Tire Group represents the following stores: Canadian Tire, Mark's Work Wearhouse and Sport Chek.

<sup>(4)</sup> TJX Group represents the following stores: Winners, HomeSense, and Marshalls.

## Leasing and Occupancy

The following table represents leases expiring for the next 5 years and thereafter for Plaza's property portfolio at December 31, 2016 (excluding developments/redevelopments and non-consolidated investments).

Year	Strip Plazas		Enclosed Malls		Single-User Retail		Single-User QSR <sup>(2)</sup>		Total	
	Sq Ft <sup>(1)</sup>	%	Sq Ft <sup>(1)</sup>	%	Sq Ft <sup>(1)</sup>	%	Sq Ft <sup>(1)</sup>	%	Sq Ft <sup>(1)</sup>	%
2017	198,889	5.8	41,939	6.4	8,963	1.0	16,132	5.6	265,923	5.1
2018	223,670	6.5	134,921	20.4	24,999	2.8	197,264	68.1	580,854	11.0
2019	286,865	8.4	143,871	21.8	19,504	2.2	-	-	450,240	8.6
2020	514,488	15.0	88,989	13.5	109,776	12.5	12,014	4.1	725,267	13.8
2021	482,152	14.1	27,889	4.2	38,537	4.4	-	-	548,578	10.4
Thereafter	1,715,807	50.2	222,193	33.7	680,614	77.1	64,239	22.2	2,682,853	51.1
Subtotal	3,421,871	100.0	659,802	100.0	882,393	100.0	289,649	100.0	5,253,715	100.0
Vacant	162,240		56,100		2,989		4,540		225,869	
<b>Total</b>	<b>3,584,111</b>		<b>715,902</b>		<b>885,382</b>		<b>294,189</b>		<b>5,479,584</b>	
<b>Weighted average lease</b>	<b>6.6 years</b>		<b>3.4 years</b>		<b>8.1 years</b>		<b>3.2 years</b>		<b>6.2 years</b>	

<sup>(1)</sup> At 100%, regardless of Plaza's ownership interest in the properties.

<sup>(2)</sup> QSR refers to quick service restaurants.

At December 31, 2016, overall committed occupancy for the portfolio (excluding properties under development/redevelopment and non-consolidated investments) was 95.9% compared to 96.1% at December 31, 2015. Same-asset committed occupancy was 95.8% at December 31, 2016, compared to 96.3% at December 31, 2015.

The weighted average contractual base rent per square foot on renewals/new leasing in 2016 versus expiries (excluding developments/redevelopments and non-consolidated investments) is outlined in the following table:

	Strip Plazas	Enclosed Malls	Single-User Retail	Single-User QSR
<b>2016</b>				
Leasing renewals (sq. ft.)	292,784	105,513	49,580	17,701
Weighted average rent (\$/sq. ft.)	\$12.31	\$16.23	\$11.65	\$21.19
Change in weighted average rent	4.8%	0.9%	10.6%	2.2%
Expiries that renewed (sq. ft.)	292,784	105,513	49,580	17,701
Weighted average rent (\$/sq. ft.)	\$11.75	\$16.08	\$10.53	\$20.74
<hr/>				
New leasing (sq. ft.)	139,455	16,860	5,129	-
Weighted average rent (\$/sq. ft.)	\$12.17	\$14.72	\$23.16	-
<hr/>				
Expiries not renewed (sq. ft.)	183,740	12,084	5,969	4,018
Weighted average rent (\$/sq. ft.)	\$13.84	\$17.53	\$22.67	\$31.43
<hr/>				
<b>2017</b>				
Expiries (sq. ft.)	198,889	41,939	8,963	16,132
Weighted average rent (\$/sq. ft.)	\$14.55	\$16.62	\$20.56	\$35.32

In addition, for the twelve months ended December 31, 2016, Plaza completed 557 thousand square feet of new leasing deals on developments and redevelopments at market rates and 297 thousand square feet of new and renewal leasing deals at market rates at non-consolidated investments.

Plaza's financial exposure to vacancies and lease roll-overs differs among the different retail asset types, as gross rental rates differ by asset class. Committed occupancy by asset class (excluding non-consolidated investments) was as follows:

- Strip plazas - 95.7% at December 31, 2016, compared to 95.8% at December 31, 2015.
- Enclosed malls - 92.2% at December 31, 2016, compared to 91.7% at December 31, 2015.
- Single-use assets - 99.4% at December 31, 2016, compared to 99.7% at December 31, 2015.
- Pre-leased space in properties under development - 77.1% at December 31, 2016.

Plaza's mix of tenancy, based on square footage, is primarily made up of national tenants. The portfolio is well positioned to resist downturns in its markets and provide stability to cash flows from which it funds operations and distributions.

	December 31, 2016	December 31, 2015
National	90.7%	90.5%
Regional	4.0%	4.1%
Local	4.2%	4.2%
Non-Retail	1.1%	1.2%

## Employees

As of December 31, 2016 Plaza and its wholly owned subsidiary PGML had 91 employees performing accounting, finance, engineering, development, leasing, legal and other administrative functions, excluding property specific staff.

## Properties

A full list of properties that Plaza owned or held an interest in at December 31, 2016 can be found on Plaza's website at [www.plaza.ca](http://www.plaza.ca).

## **Business Environment and Outlook**

Plaza's entrepreneurial culture and adaptability, combined with its strong fully internalized platform, has allowed, and will continue to allow, Plaza to grow and take advantage of opportunities in the market place. Plaza has always had a focused strategy of growing the business through value-add developments and redevelopments and opportunistic acquisitions. Its properties are primarily leased to national retailers, with a focus on retailers in the consumer staples market segment – a segment that tends to withstand broader economic conditions or other retail trends, such as online sales. Plaza's execution of this strategy and its leasing efforts over the years have produced a portfolio that is dominated by national retailers, providing investors with a stable and growing cash flow. Barring unforeseen events, management believes it can continue to deliver growth and a solid performance in 2017. In fact, Plaza increased its annual distribution from \$0.26 per unit to \$0.27 per unit for 2017 – its 14<sup>th</sup> consecutive annual distribution increase. This is a testament to Plaza's proven growth strategy.

While it continues to be tough for certain retailers, particularly those focused on fashion, retailers with a focus on consumer staple goods or value goods continue to perform well. These are exactly the retailers that dominate Plaza's portfolio and ongoing developments/redevelopments. As well, the principal regions in which Plaza operates generally exhibit stability in retailer demand for space and in consumer spending. Plaza's geography is focused in Central and Eastern Canada.

Government of Canada bond rates and overall interest rates continued to remain low for 2016. Notwithstanding more recent volatility and a general increase in Government of Canada bond rates due mainly to U.S. economic and political conditions, long-term debt financing continues to be readily available from lenders, not only at historically competitive fixed rates, but with long amortization periods and long terms as well. Plaza believes that this will continue to be the case for 2017. Plaza continues to look for early refinancing opportunities within its portfolio in order to take advantage of current borrowing conditions and current interest rates.

Plaza's development pipeline is robust and will continue to drive growth going forward. Plaza currently owns an interest in the following projects under development or redevelopment which, upon completion, are expected to be accretive to Plaza's earnings. The following properties are under construction, active development, or active planning and are anticipated to be completed at various points over the next three years as follows:



Properties under development/redevelopment	Property Type	Status	Square Footage <sup>(1)</sup>	Ownership	Occupied or Committed at December 31, 2016 <sup>(4)</sup>	Anticipated Completion Date
90 Blvd. Tache Ouest, Montmagny, QC	Strip Plaza	In Planning	6,000	50%	n/a	2017 - 2018
Plaza de L'Ouest, Sherbrooke, QC – Phase III	Strip Plaza	In Planning	40,000	50%	n/a	2017 - 2018
Fairville Boulevard – Phase III, Saint John, NB	Strip Plaza	In Planning	24,000	100%	n/a	2017 - 2018
St. Jerome, St. Jerome (Montreal), QC -Phase III <sup>(2)</sup>	Strip Plaza	In Planning	100,000	20%	n/a	2017 - 2018
9 James St., Antigonish, NS <sup>(3)</sup>	Single Use	In Construction	2,850	100%	100%	Q1 2017
Northside Plaza, Fredericton, NB	Strip Plaza	In Construction	36,858	100%	77%	Q1 2017
3000 Bd. St. Charles Blvd, Kirkland, QC <sup>(3)</sup>	Single Use	In Planning	2,554	100%	100%	Q1 2018
7550 Rue Beclard, Anjou, QC	Strip Plaza	In Planning	43,511	100%	n/a	2018
600 JP Perrault, Sherbrooke, QC	Strip Plaza	In Planning	83,000	50%	n/a	Q3 2017
	Enclosed					
Park Street Plaza, Kenora, ON	Strip Plaza	In Construction	71,192	20%	87%	Q2 2017
	Enclosed					
Mountainview Plaza, Midland, ON	Mall to Strip Plaza	In Construction	172,646	20%	95%	Q3 2017
5628-4th Street NW, Calgary, AB <sup>(3)</sup>	Expansion	In Construction	3,000	100%	100%	Q1 2017
Bureau en Gros, Rimouski, QC <sup>(2)</sup>	Expansion	In Construction	5,000	50%	100%	Q1 2017
Pleasant Street, Yarmouth, NS	Expansion	In Planning	5,000	100%	n/a	2017 - 2018
9025 Torbram Rd, Brampton, ON <sup>(3)</sup>	Expansion	In Planning	15,825	100%	100%	Q3 2018
Millidgeville, Saint John, NB	Single Use	In Construction	13,885	100%	100%	Q1 2017
Spencer Dr. Plaza, Charlottetown, PE	Pad	In Construction	4,150	100%	100%	Q1 2017
Central Avenue Plaza, Greenwood, NS <sup>(3)</sup>	Single Use	In Construction	1,920	100%	100%	Q1 2017
University Plaza, Charlottetown, PE <sup>(3)</sup>	Expansion	In Construction	10,000	86%	100%	Q2 2017
233 Main St, Moncton, NB	Single Use	In Planning	25,000	100%	100%	Q1 2018
Northumberland, Miramichi, NB	Enclosed					
	Mall to Strip Plaza	In Construction	91,000	50%	98%	Q3 2017
Eastcourt, Cornwall, ON	Enclosed					
	Mall to Strip Plaza	In Construction	142,000	50%	99%	Q3 2017
Timiskaming, New Liskeard, ON	Enclosed					
	Mall	In Construction	81,000	50%	74%	Q3 2017
Powell Drive Plaza, Carbonear, NL	Expansion	In Planning	4,000	100%	100%	Q4 2017
100 Saint-Jude Nord, Granby, QC <sup>(2)</sup>	Strip Plaza	In Planning	100,000	8%	n/a	2018
The Shoppes at Galway, St. John's, NL – Phase I	Strip Plaza	In Planning	265,000	50%	n/a	2018
The Shoppes at Galway, St. John's, NL – Phase II	Strip Plaza	In Planning	335,000	50%	n/a	2019
The Shoppes at Galway, St. John's, NL – Phase III	Strip Plaza	In Planning	100,000	50%	n/a	2019
<b>Total</b>			<b>1,784,391</b>			

<sup>(1)</sup> Approximate square footage upon completion or to be added on expansion.

<sup>(2)</sup> This is owned in a limited partnership that is part of Plaza's non-consolidated trusts and partnerships.

<sup>(3)</sup> This is an existing property being redeveloped.

<sup>(4)</sup> Occupied or committed based on redeveloped square footage.

There is excess density at existing properties that Plaza plans to develop in the short term which would represent approximately 51 thousand additional square feet at completion.

## **RISK FACTORS**

### **Business Risk**

All property investments are subject to a degree of risk and uncertainty. Property investments are affected by various factors including general economic conditions and local market circumstances. Local business conditions such as oversupply of space or a reduction in demand for space particularly affect property investments. Because Plaza's investments consist of retail real estate interests in Canada, it will be subject to risks inherent in investments in a single industry and will not benefit from diversification by commercial property type. The underlying value of its properties and Plaza's income will depend on the ability of Plaza to maintain or increase revenues from its properties and to generate income in excess of operating expenses. Income may be affected by many factors, including changes in interest rates and in the availability, cost and terms of mortgage financing, the impact of present or future environmental legislation and compliance with environmental laws, the ongoing need for capital improvements, the creditworthiness of tenants, the ability of tenants to pay rent particularly in single-tenant properties, changes in real estate assessed values and taxes payable on such values and other operating expenses, changes in governmental laws, regulations, rules and fiscal policies, changes in zoning laws, civil unrest, acts of God, including earthquakes and other natural disasters and acts of terrorism or war (which may result in uninsured losses). Certain significant expenditures, including property taxes, maintenance costs, mortgage payments, insurance costs and related charges must be made throughout the period of ownership of real property regardless of whether the property is producing income. Finally, governments can expropriate or take real property for less compensation than an owner believes a property is worth. Most of these factors are beyond Plaza's control.

### **Competition**

Plaza competes with numerous developers, owners and operators in the commercial retail real estate industry, some of which own or may in the future own, facilities that compete directly with Plaza's properties, and some of which may have greater capital resources.

If Plaza's competitors build new facilities that compete with Plaza's properties or offer space at rental rates below current market rates or below the rental rates that Plaza charges its tenants, Plaza may lose existing and potential tenants and it may be pressured to discount its rental rates below those it would otherwise charge in order to retain tenants. As a result, Plaza's rental revenues may decrease, which could impair Plaza's ability to satisfy its debt service obligations and to pay distributions to unitholders.

### **Interest Rate, Financing and Refinancing Risk**

Plaza has incurred and will continue to incur indebtedness in connection with acquisitions, including by way of mortgage loans and lines of credit. Although a portion of the cash flow generated by income-producing properties will be devoted to servicing such debt, there can be no assurance that Plaza will continue to generate sufficient cash flow from operations to meet required interest and principal payments.

Plaza is subject to the risks associated with debt financing including the risk that cash flow from operations will be insufficient to meet required payments of principal and interest, that existing debt will not be able to be refinanced or that terms of such refinancing will not be as favourable to Plaza as existing debt and that necessary capital expenditures for such purposes as development, renovations and other improvements will not be able to be financed on favourable terms or at all. In addition, Plaza is subject to the risk that its interest expense may increase on the refinancing of existing indebtedness or on any portion of its indebtedness that bears interest at floating rates if interest rates increase, which could have a material adverse effect on the results of operations of Plaza and its ability to pay distributions to its unitholders. Floating rate debt is typically used for development or redevelopment projects as interim financing, until the projects are completed and are then able to attract the appropriate long-term financing.

### **Restrictive Covenants**

Mortgage indebtedness and/or other credit facilities obtained by Plaza may contain covenants, including limitations on Plaza's ability to incur secured and unsecured indebtedness, sell all or substantially all of its assets and engage in mergers and consolidations and various acquisitions. In addition, mortgage indebtedness and other credit facilities may contain limitations on Plaza's ability to transfer or encumber the mortgaged properties without lender consent. Certain indebtedness of Plaza

contains cross default provisions and certain of Plaza's properties serve as collateral for more than one loan. These provisions may restrict Plaza's ability to pursue business initiatives or acquisition transactions that may be in its best interest. They also may prevent Plaza from selling properties at times when, due to market conditions, it may be advantageous to do so. In addition, failure to meet any of the aforementioned covenants could cause an event of default under, and/or acceleration of, some or all of Plaza's indebtedness, which would have an adverse effect on Plaza.

### **Reliance on External Sources of Capital**

Plaza relies on third-party sources of capital to fund acquisitions, developments and ongoing operations. Third party sources of capital include debt and equity capital, which may or may not be available on favourable terms, if at all. Plaza's access to third-party sources of capital depends on a number of things, including the current state of capital markets, the market's perception of Plaza's growth potential and its current and potential future earnings. If Plaza is unable to obtain third-party sources of capital, it may not be able to acquire or develop assets when strategic opportunities exist, or satisfy its debt obligations.

### **Credit Risk**

Plaza is exposed to credit risk arising from the possibility that tenants may be unable to fulfill their lease commitments. Plaza's tenant mix is diversified and heavily weighted to national tenants.

As at December 31, 2016, one tenant, Shoppers Drug Mart, represents 25.4% of monthly base rents in place. The top 10 tenants collectively represent, at December 31, 2016, approximately 57.9% of monthly base rents in place. National and regional tenants represent 94.7% of the in-place tenant base.

### **Lease Roll-Over and Occupancy Risk**

Lease roll-over risk arises from the possibility that Plaza may experience difficulty renewing leases as they expire or in re-leasing space vacated by tenants.

Management attempts to stagger Plaza's lease expiry profile so that it is not faced with a disproportionate amount of square footage of leases expiring in any one year.

Although certain, but not all, leases contain a provision requiring tenants to maintain continuous occupancy of leased premises, there can be no assurance that such tenants will continue to occupy such premises. Certain tenants have a right to terminate their leases upon payment of a penalty. Any cessation of occupancy by tenants could have an adverse effect on Plaza and could adversely impact Plaza's financial condition and results of operations and decrease the amount of cash available to pay distributions to unitholders. The majority of Plaza's leases are net leases, in which tenants reimburse Plaza fully for their share of property operating costs (subject to consumer price index adjustments in many cases) and realty taxes. Many of Plaza's operating costs and realty taxes are not reduced by vacancy. Certain costs such as utilities and janitorial costs would not decline with a decline in occupancy.

The hypothetical impact to property net operating income of a change in occupancy of 1.0% would be approximately \$673 thousand per annum. This estimate does not identify a particular cause of such changing occupancy and as a result, it does not reflect the actions management may take in relation to the changes. Plaza's principal management of occupancy risk is the skewing of tenancies towards national tenants, the signing of longer term leases and significant pre-leasing of development space.

### **Development and Acquisition Risk**

Plaza's external growth prospects will depend in large part on identifying suitable development, redevelopment and acquisition opportunities, pursuing such opportunities, conducting necessary due diligence, consummating acquisitions (including obtaining necessary consents) and effectively operating the properties acquired or developed by Plaza. If Plaza is unable to manage its growth and/or integrate its acquisitions and developments effectively, its business, operating results and financial condition could be adversely affected. There can be no assurance as to the pace of growth through property acquisitions or that Plaza will be able to acquire assets on an accretive basis, and as such there can be no assurance that distributions to unitholders will increase in the future.

As Plaza acquires or develops additional properties, it will be subject to risks associated with managing new properties, including tenant retention and mortgage default. Furthermore, in acquiring or developing additional properties, Plaza will be

subject to the risk of incurring capital costs before ensuring rental revenues will be earned from the project, which may cause lower returns until revenue is generated from tenants. As a result, acquired or developed properties may not meet expectations of operational or financial performance.

Plaza's obligations in respect of properties under construction or development, or which are to be constructed or developed, are subject to risks which include: (i) the potential insolvency of a third party contractor or developer (where Plaza is not the contractor or developer); (ii) a third party contractor or developer's failure to use advanced funds in payment of construction costs; (iii) construction, leasing or other unforeseeable delays; (iv) cost overruns including interest expense; (v) the failure of tenants to occupy and pay rent in accordance with lease agreements, some of which may be conditional; (vi) the incurring of construction costs before ensuring rental revenues will be earned from the project; (vii) the timing for lease-up of newly developed or redeveloped properties; (viii) the rent levels achieved on newly developed or redeveloped space; and (ix) increases in interest rates during the period of the development.

Plaza's operating policy with respect to new developments is to, where possible: (i) enter into fixed price tendered contracts with general contractors; (ii) attempt to obtain appropriate financing as early as possible post-development or enter into hedging arrangements with respect to the ultimate financing of a development; and (iii) pre-lease development projects to the extent possible.

### **Joint Venture Investments**

Plaza has joint venture or joint operation investments and may in the future co-invest with third parties through these joint arrangements. In any such joint arrangement, Plaza may own less than a controlling interest, may not be in a position to exercise sole decision-making authority regarding the properties owned through joint arrangements and may not fully manage those properties. Investments in joint arrangements may, under certain circumstances, involve risks not present when a third party is not involved, including: (i) the possibility that joint arrangement partners might become bankrupt or fail to fund their share of required capital contributions, which could result in additional financial demands on Plaza to maintain and operate such properties or repay the joint arrangement partner's share of property debt guaranteed by Plaza or for which Plaza will be liable and/or result in Plaza suffering or incurring delays, expenses and other problems associated with obtaining court approval of joint arrangement decisions; (ii) the possibility that joint arrangement partners may have business interests or goals that are inconsistent with Plaza's business interests or goals and may be in a position to take actions contrary to Plaza's policies or objectives; (iii) the risk that such joint arrangement partners may, through their activities on behalf of or in the name of, the joint arrangements may expose Plaza to liability; and (iv) the need to obtain the joint arrangement partner's consent with respect to certain major decisions including the decision to distribute cash generated from such properties or to refinance or sell a property, which could make properties owned through joint arrangements more difficult to finance or sell than wholly owned and managed interests.

Any disputes that may arise between Plaza and its joint arrangement partners could result in litigation or arbitration that could increase Plaza's expenses and distract its officers and/or Trustees from focusing their time and effort on Plaza's business. In addition, the sale or transfer of interests in certain of the joint arrangements and partnerships may be subject to rights of first refusal and certain of the joint arrangement agreements may provide for buy-sell, put or similar arrangements. Such rights may be triggered at a time when Plaza may not desire to buy or sell but may be forced to do so. Such rights may also inhibit Plaza's ability to buy or sell an interest in a property or a joint arrangement within the time frame or otherwise on the basis Plaza would like.

### **Environmental Risk**

As an owner of interests in real property, Plaza is subject to various federal, provincial and municipal laws relating to environmental matters. Such laws provide that Plaza could be, or become, liable for environmental harm, damage or costs, including with respect to the release of hazardous, toxic or other regulated substances into the environment, and the removal or other remediation of hazardous, toxic or other regulated substances that may be present at or under its properties. Further, liability may be incurred by Plaza with respect to the release of such substances from Plaza's properties to properties owned by third parties, including properties adjacent to Plaza's properties. The failure to remove or otherwise address such substances, if any, may adversely affect Plaza's ability to sell such property, realize the full value of such property or borrow using such property as collateral security, and could potentially result in claims against Plaza by public or private parties by way of civil action.

While Plaza addresses non-material environmental issues in the normal course of its business, Plaza does not believe that there are any material environmental issues in connection with any of its properties and is not aware of any material non-

compliance with environmental laws at any of its properties. Plaza is also not aware of any pending or threatened investigations or actions by environmental regulatory authorities in connection with any of its properties.

Plaza's operating policy is to obtain a Phase I environmental site assessment, conducted by an independent and experienced environmental consultant (or rely on a Phase I environmental site assessment dated no earlier than six months prior to receipt by Plaza), prior to acquiring a property and to have Phase II environmental site assessment work completed where recommended in a Phase I environmental site assessment. Although such environmental site assessments provide Plaza with some level of assurance about the condition of property, Plaza may become subject to liability for undetected contamination or other environmental conditions at its properties against which Plaza cannot insure, or against which Plaza may elect not to insure, which could negatively impact Plaza's financial condition and results of operations and decrease the amount of cash available for paying distributions to unitholders.

Plaza intends to make the necessary capital and operating expenditures to comply with environmental laws and address any material environmental issues and such costs relating to environmental matters may have a material adverse effect on Plaza's business, financial condition or results of operation and decrease the amount of cash available for paying distributions to unitholders.

### **Litigation Risk**

From time-to-time, Plaza is involved in litigation and claims in relation to its properties. Plaza may be required to devote significant resources, including management time and attention, to successfully resolve any disputes or litigation. Any such resolutions could involve the payment of damages or expenses which may be significant. In addition, any such resolutions could involve Plaza agreeing to certain settlement terms that restrict the operations of its business. Plaza believes that any liability that may arise from current or pending litigation would not have a material adverse effect on Plaza's financial performance.

### **Potential Undisclosed Liabilities Associated with Acquisitions**

Plaza expects to acquire properties that are subject to existing liabilities, some of which may be unknown at the time of the acquisition or which Plaza may fail to uncover in its due diligence. Unknown liabilities might include liabilities for cleanup or remediation of undisclosed environmental conditions, claims by tenants, vendors or other persons dealing with the vendor or predecessor entities (that have not been asserted or threatened to date), tax liabilities and accrued but unpaid liabilities incurred in the ordinary course of business. Representations and warranties given by third parties to Plaza regarding acquired properties may not adequately protect against these liabilities and any recourse against third parties may be limited by the financial capacity of such third parties. While in some instances Plaza may have the right to seek reimbursement against an insurer or another third party for certain of these liabilities, Plaza may not have recourse to the vendor of the properties for any of these liabilities.

### **Availability of Cash Flow, Capital Expenditures and Distributions**

Although Plaza intends to pay distributions on a monthly basis, there can be no assurance regarding the amount and frequency of such distributions. Future distribution payments and the level thereof are subject to the discretion of the Board and will depend upon numerous factors, including profitability, the sustainability of margins, maintenance capital expenditures, debt service requirements, the satisfaction of statutory tests imposed by the laws governing Plaza for the declaration of distributions and other conditions existing at such future time. The market value of Plaza's Units may deteriorate if Plaza is unable to meet market expectations for distributions in the future and that deterioration may be material.

Maintenance capital expenditures are incurred in irregular amounts and may exceed actual cash available from operations or recoveries from tenants during certain periods. In addition, because of items such as principal repayments, distributions may also exceed actual cash available from time to time. Plaza may be required to use part of its debt capacity or reduce distributions 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.

### **Cash Distributions are not Guaranteed**

Plaza's distribution policy is established in its Declaration of Trust and may only be changed with the approval of a majority of unitholders. However, the Board may reduce or suspend cash distributions indefinitely, which could have a material adverse effect on the market price of Plaza's Units.

There can be no assurance regarding the amount of income to be generated by Plaza's properties. The ability of Plaza to make cash distributions, and the actual amount distributed, will be entirely dependent on the operations and assets of Plaza, and will be subject to various factors including financial performance, obligations under applicable credit facilities, the sustainability of income derived from the tenant profile of Plaza's properties and maintenance capital expenditure requirements. Distributions may be increased, reduced or suspended entirely depending on Plaza's operations and the performance of Plaza's assets. The market value of Plaza's Units will deteriorate if Plaza is unable to meet its distribution targets in the future, and that deterioration may be significant. In addition, the composition of cash distributions for tax purposes may change over time and may affect the after-tax return for investors.

### **Current Economic Conditions**

Plaza is subject to risks generally incidental to the Canadian real estate, credit, capital and financial markets. Global recessionary economic conditions and global financial liquidity issues may result in interruptions in the credit and capital markets, devaluations of assets directly or indirectly linked to the Canadian real estate finance markets and the concurrent reduction or unavailability of long and short-term liquidity from the capital markets at an economic cost of capital. These conditions could have an adverse effect on Plaza and its assets.

Sensitivity to global economic conditions, and their impact in Canada, may negatively affect the income received from Plaza's properties. Inherent illiquidity may limit Plaza's ability to vary its portfolio in response to changes in the global, national and/or local economic conditions and may ultimately prevent Plaza from implementing its strategies. Increased vacancy rates and difficulties re-leasing properties, commonly associated with recessionary economic conditions, may occur and may adversely affect the income received from Plaza's real property assets.

### **Reliance on Anchor Tenants**

Plaza's profit could be adversely affected in the event of a downturn in the business or the bankruptcy or insolvency of any anchor store or anchor tenant. Anchor tenants generally occupy large amounts of leasable area, pay a significant portion of the total rents at a property and contribute to the success of other tenants by drawing significant numbers of customers to a property. A large number of Plaza's properties are single-tenant properties, the largest tenant of which is Shoppers Drug Mart. At December 31, 2016, Shoppers Drug Mart represented approximately 25.4% of monthly base rents in place. Plaza is reliant on the ability of its anchor tenants generally, and in particular on the ability of Shoppers Drug Mart, to meet their financial targets and sustain operations. Only one other tenant currently exceeds 5% of revenues. The closing of one or more anchor stores at a multi-tenant property or the anchor tenant at a single-tenant property, could have an adverse effect on that property. At a multi-tenant property, vacated anchor tenant space tends to adversely affect the entire shopping centre because of the loss of the departed anchor tenant's power to draw customers to the centre, which in turn may cause other tenants' operations to suffer and adversely affect such other tenants' ability to pay rent or perform any other obligations under their leases. Moreover, a lease termination by an anchor tenant or a failure by that anchor tenant to occupy the premises may entitle other tenants of the centre to cease operating from their premises, to a reduction of rent payable under their leases and/or to terminate their leases. No assurance can be given that Plaza will be able to quickly re-lease space vacated by an anchor tenant on favourable terms, if at all. If any anchor tenant were to leave a property, the property could be negatively affected, which could have an adverse effect on Plaza's financial condition and results of operations and could decrease the amount of cash available to pay distributions to unitholders.

### **Economic Stability of Local Markets**

Some of Plaza's properties are located in regions where the economy is dominated by a small number of industries with only a few major participants. The economic stability and development of these local markets would be negatively affected if such major industry participants failed to maintain a significant presence in such markets. An economic downturn in these markets may adversely affect revenues derived by tenants from their businesses and their ability to pay rent to Plaza in accordance with their leases. An enduring economic decline in a local market may impact the liquidity of the real property with respect to potential liquidation and/or financing activities, and may affect the ability of Plaza to: (i) lease space in its properties; (ii) renew existing leases at current rates; and (iii) derive income from the properties located in such market, each of which could adversely impact Plaza's financial condition and results of operations and decrease the amount of cash available to pay distributions to unitholders.

### **Specific Lease Considerations**

Some of Plaza's properties are leased on a base year or semi-gross basis or otherwise have caps on operating costs. As at December 31, 2016, approximately 49.4% of the leased area is tied to a consumer price index cost recovery formula. As a

result, Plaza will bear the economic cost of increases in certain of the operating costs in such cases to the extent it is not able to fully recover increases in operating costs from these tenants. Although management believes that increases in operating costs at Plaza's properties generally track closely with changes in the consumer price index, unusual increases in operating costs above the consumer price index cost recovery formula could adversely impact Plaza's financial condition and results of operations and decrease the amount of cash available to pay distributions to unitholders.

### **Ownership of Ground Lease Properties**

To the extent the properties in which Plaza has or will have an interest are located on leased land, the land leases may be subject to periodic rate resets which may fluctuate and may result in significant rental rate adjustments which could adversely impact Plaza's financial condition and results of operations and decrease the amount of cash available to pay distributions to unitholders.

Plaza has 26 long-term land leases (affecting 25 properties) with total annual rent of \$3.2 million. One of the land leases relates to shared parking facilities. The other properties under land lease represent approximately 9.3% of the fair value of investment properties and investments. Land leases expire (excluding any non-automatic renewal periods) on dates ranging from 2017 to 2084 with an average life of 40 years, with some of the leases also containing non-automatic renewal options, extending the average life of the leases to 65 years including these non-automatic renewal options. Plaza has purchase options on 10 of the 26 land leases (Plaza has a right to purchase the freehold interest at fair market value on nine of the land leases and at a fixed price on one of the land leases). In the event that Plaza is unable to buy ground lease properties at the end of the lease or extend the term of the ground lease for whatever reason, including an agreement as to price with the current owner, Plaza's financial results could be adversely affected by the loss of revenue associated with the properties.

### **Potential Conflicts of Interest**

Plaza's Trustees, officers and employees will, from time to time, in their individual capacities deal with parties with whom Plaza may be dealing, or may be seeking investments similar to those desired by Plaza. The interests of these persons could conflict with those of Plaza. Trustees, officers and employees are governed by the conflict of interest provisions in the Code of Business Conduct and Ethics. Trustees and officers are also governed by the Declaration of Trust when considering material contracts or transactions, or proposed material contracts or transactions, in which he or she has a material interest. Plaza also has a policy for approval of other public directorships to, *inter alia*, limit the possibility of inherent conflicts of interest for Trustees. In addition, Plaza has a committee of independent Trustees to monitor related party transactions. For a detailed description of Plaza's related party transactions, please refer to Plaza's consolidated financial statements for the year ended December 31, 2016.

### **Liquidity Risk**

Real property equity investments are relatively illiquid. In particular, certain of Plaza's smaller properties that are located in secondary geographic markets may be inherently illiquid. This illiquidity will tend to limit the ability of Plaza to vary its portfolio promptly in response to a change in economic or investment conditions. If Plaza was required to liquidate its assets, there is a risk that Plaza would realize sale proceeds of less than the current book value of its properties and decrease the amount of cash available to pay distributions to unitholders.

### **Uninsured Losses**

There are certain types of risks, generally of a catastrophic nature, such as wars, acts of terrorism or environmental contamination, which are either uninsurable or not insurable on an economically viable basis. Should an uninsured or under-insured loss occur, Plaza could lose its investment in, and anticipated profits and cash flows from, the affected property, but Plaza would continue to be obliged to repay any recourse mortgage indebtedness on such property.

Plaza maintains at all times insurance coverage in respect of its potential liabilities and the accidental loss of value of its assets from risks, in amounts, with such insurers, and on such terms as Plaza and the Board consider appropriate, taking into account all relevant factors including the practices of owners of comparable properties. A successful claim against Plaza not covered by, or in excess of, the insurance coverage could have a material adverse effect on Plaza's business, financial condition or results of operations and distributions. In addition, there can be no assurance that liability coverage will continue to be available on acceptable terms.

## **Key Personnel**

Plaza relies on the services of certain key personnel on its executive team, including Earl Brewer, Michael Zakuta, Floriana Cipollone, James Petrie and Peter Mackenzie and the loss of their services could have an adverse effect on Plaza.

## **Operational Risk**

Operational risk is the risk that a direct or indirect loss may result from an inadequate or failed technology, from a human process or from external events. The impact of this loss may be financial loss, loss of reputation or legal and regulatory proceedings.

## **Status for Tax Purposes**

Management believes that Plaza qualifies as a mutual fund trust for income tax purposes. To maintain its mutual fund trust status, Plaza is required to comply with specific restrictions regarding its activities and the investments held by it, and the holdings of its Units. There can be no assurance that the laws and regulations and the administrative and assessing practices of CRA respecting the treatment of mutual fund trusts will not be changed in a manner that adversely affects the holders of Units. If Plaza were to cease to qualify as a mutual fund trust, the consequences could be material and adverse.

Although Plaza is of the view that all expenses to be claimed by Plaza and any of its subsidiaries in the determination of their respective incomes under the Tax Act will be reasonable and deductible in accordance with the applicable provisions of the Tax Act, there can be no assurance that the Tax Act or the interpretation of the Tax Act will not change, or that CRA will agree with the expenses claimed.

Under current legislation, a mutual fund trust cannot be established or maintained primarily for the benefit of Non-Resident persons. Plaza's Declaration of Trust contains certain restrictions relating to the ownership of Units by Non-Resident persons that are designed to mitigate the possibility that Plaza would be viewed as having been established or maintained primarily for the benefit of Non-Resident persons. If Plaza were to lose its mutual fund trust status for the purposes of the Tax Act, the consequences could be material and adverse.

As of the date of this Annual Information Form, based on its assessment of the SIFT Rules, management believes that Plaza meets, and has met at all times during the taxation year, all the necessary conditions and qualifies for the REIT Exception. Management intends to conduct the affairs of Plaza to qualify for the REIT Exception each taxation year. However, such determination can only be made by Plaza for a year at the end of that taxation year. Should Plaza not meet the conditions of the REIT Exception, the SIFT Rules would be applicable to Plaza. The SIFT Rules have only recently been enacted and there is an absence of specific interpretation from the tax authorities or courts on how these rules should be interpreted.

Management intends to take all the necessary steps to meet these conditions on an ongoing basis in the future. However, there can be no assurances that Plaza will continue to qualify for the REIT Exception such that Plaza and its unitholders will not be subject to the tax imposed by the SIFT Rules.

Quebec's tax legislation has been substantially harmonized with the SIFT Rules (including the REIT Exception). More specifically, a SIFT with an establishment in Quebec at any time in a taxation year is subject to a Quebec tax at a rate generally equal to the Quebec tax rate relating to corporations and a business allocation formula based on the gross income of a SIFT and the wages and salaries it pays, similar to the one used for the purposes of determining the tax payable by a corporation that has activities in Quebec and outside Quebec.

Unless Plaza qualifies for the REIT Exception, the SIFT Rules may have an adverse impact on Plaza and its unitholders, on the value of Plaza's Units and on the ability of Plaza to undertake financings and acquisitions, and if the SIFT Rules were to apply, the distributable cash of Plaza may be materially reduced. The effect of the SIFT Rules on the market for Plaza's Units is uncertain.

## **Changes in Legislation and Administrative Policy**

There can be no assurance that certain laws applicable to Plaza, including income tax laws, will not be changed in a manner which could adversely affect the value of Plaza. In addition, there can be no assurance that the administrative policies and assessing policies of CRA will not be changed in a manner that negatively affects unitholders. Such changes could, depending on their nature, benefit or adversely affect Plaza and/or its unitholders.



## **Dilution**

The number of Units that Plaza is authorized to issue is unlimited. Plaza may, in its sole discretion, issue additional Units from time to time, and the interests of the holders of such Units may be diluted thereby.

## **Restrictions on Redemptions**

The entitlement of unitholders to receive cash upon the redemption of their Units is subject to the following limitations: (i) the total amount payable by Plaza in respect of such Units and all other Units tendered for redemption in the same calendar month must not exceed \$50,000 (provided that such limitation may be waived at the discretion of the Board); (ii) at the time such Units are tendered for redemption, the outstanding Units must be listed for trading on a stock exchange or traded or quoted on another market which the Board considers, in its sole discretion, provides fair market value prices for the Units; (iii) the trading of Units is not suspended or halted on any stock exchange on which the Units are listed (or, if not listed on a stock exchange, on any market on which the Units are quoted for trading) on the redemption date for more than five trading days during the 10-day trading period commencing immediately after the redemption date; and (iv) the redemption of the Units must not result in the delisting of the Units on the principal stock exchange on which the Units are listed.

## **Market for Units and Unit Prices**

As with any other publicly traded security, the value of the Units depends on various market conditions that will change from time to time. The market value of the Units is influenced by investor perceptions of Plaza's growth potential and Plaza's current and potential earnings in addition to other factors. Consequently, the Units may trade at prices that are greater or less than Plaza's underlying net asset value. Factors that may affect the market price of the Units include, but are not limited to, the following:

- the annual yield on the Units;
- general economic conditions;
- the market demand for the Units;
- general reputation of Plaza;
- the underlying net asset value of Plaza's portfolio;
- investor confidence in equity investments generally and the real estate market more specifically; and
- Plaza's financial performance.

## **Nature of Investment**

A holder of a Unit does not hold a share of a body corporate. As holders of Units, the unitholders will not have statutory rights normally associated with ownership of shares of a corporation including, for example, the right to bring "oppression" or "derivative" actions. The rights of unitholders are based primarily on Plaza's Declaration of Trust. There is no statute governing the affairs of Plaza equivalent to the Canada Business Corporations Act or similar provincial corporations act, which sets out the rights and entitlements of shareholders of corporations in various circumstances. As well, Plaza may not be a recognized entity under certain existing insolvency legislation such as the *Bankruptcy and Insolvency Act* (Canada) and the *Companies Creditors' Arrangement Act* (Canada) and thus the treatment of unitholders upon an insolvency is uncertain.

## **Disclosure Controls and Procedures and Internal Controls over Financial Reporting**

Plaza maintains appropriate disclosure controls and procedures and internal controls over financial reporting, however, Plaza could be adversely affected if there are deficiencies in those procedures or controls.

The design and effectiveness of disclosure controls and procedures and internal controls over financial reporting may not prevent all errors, misstatements or misrepresentations. Deficiencies, including material weaknesses in internal controls over financial reporting which may occur, could result in misstatements of Plaza's results of operations, restatements of financial statements, a decline in the Unit price, or otherwise materially adversely affect Plaza's business, reputation, results of operations, financial condition or liquidity.

## Cyber Security

Cyber security breaches have become an increasing issue for businesses in Canada and around the world. Cyber attacks or security breaches are increasing in sophistication and are often used to perpetrate financial fraud, compromise data for inappropriate use or disrupt business operations. Despite any efforts to mitigate such attacks through continually monitoring for malicious threats, internal control systems and security protocols in place, or other technologies utilized at Plaza, Plaza may be subject to security breaches, which could result in unauthorized access to its properties, or information related to its properties, tenants, employees or other stakeholders. Any physical or electronic security breach could result in, among other things, reputational damage, litigation, disruptions to operations, loss of tenants, or financial loss for damages related to the theft or misuse of information, any of which could adversely affect Plaza's business, reputation, results of operations, financial condition or liquidity.

## DISTRIBUTIONS

Plaza has a proven history of distribution/dividend growth, having increased distributions/dividends fifteen times over the past fourteen years. The Company commenced paying a dividend on November 15, 2002, so 2003 was the first full year of distribution payments.

Plaza's current distribution policy is to pay 27¢ per Unit, payable monthly on the 15<sup>th</sup> of the month, or the first business day thereafter should the 15<sup>th</sup> not be a business day. Distributions are paid to unitholders of record on the record date as determined by the Board at their discretion based on anticipated future cash flows and the need to retain sufficient cash flow to support the business.

Pursuant to Plaza's Declaration of Trust, the Board has full discretion respecting the timing and amounts of distributions including the adoption, amendment or revocation of any distribution policy. It is Plaza's current intention to make distributions to unitholders at least equal to the amount of net income and net realized capital gains of Plaza as is necessary to ensure that Plaza will not be liable for ordinary income taxes on such income.

Unitholders of record as at the close of business on the last business day of the month preceding a distribution date will have an entitlement on and after that day to receive distributions in respect of that month on such distribution date. Under Plaza's Declaration of Trust and pursuant to the distribution policy of Plaza, where Plaza's cash is not sufficient to make payment of the full amount of a distribution, such payment will, to the extent necessary, be distributed in the form of additional Units.

The following table sets out the dividends/distributions paid by Plaza during the last fourteen years:

Calendar Year	Payment per share/unit
2016	26.0¢
2015	25.0¢
2014	24.0¢
2013	22.5¢
2012	21.5¢
2011 <sup>(1)</sup>	20.63¢
2010	19.25¢
2009	18.5¢
2008	17.5¢
2007	15.0¢
2006	12.5¢
2005	10.5¢
2004	8.75¢
2003	8.0¢

(1) Dividend was 5.0625¢ per share (annualized - 20.25¢) for each of the February and May quarterly dividends and 5.25¢ per share (annualized - 21.0¢) for each of the August and November quarterly dividends.

Plaza has also declared and paid two of its 2017 distributions on February 15, 2017 of 2.25¢ per Unit and on March 15, 2017 of 2.25¢ per Unit.

## Distribution Reinvestment Plan

Plaza has a Distribution Reinvestment Plan to enable Canadian resident unitholders to acquire additional Units through the reinvestment of distributions on their Units. Units issued in connection with the Distribution Reinvestment Plan are issued

directly from the treasury of Plaza at a price based on the weighted average closing price of the Units for the five trading days immediately preceding the relevant distribution date. Participants also receive “bonus units” in an amount equal to 3% of the distribution amount reinvested.

No brokerage commission is payable in connection with the purchase of Units under the Distribution Reinvestment Plan and all administrative costs are borne by Plaza.

Unitholders resident outside of Canada are not entitled to participate in the Distribution Reinvestment Plan. Upon ceasing to be a resident of Canada, a unitholder must terminate their participation in the Distribution Reinvestment Plan.

## **DECLARATION OF TRUST**

### **General**

Plaza is an unincorporated open-ended real estate investment trust established pursuant to its Declaration of Trust under, and governed by, the laws of the Province of Ontario.

### **Meetings of Unitholders**

Plaza’s Declaration of Trust provides that meetings of unitholders will be required to be called and held in various circumstances, including (i) for the election or removal of Trustees, (ii) the appointment or removal of the auditors of Plaza, (iii) the approval of amendments to the Declaration of Trust, (iv) the sale or transfer of the assets of Plaza as an entirety or substantially as an entirety (other than as part of an internal reorganization of the assets of Plaza approved by the Trustees), (v) the termination of Plaza, and (vi) for the transaction of any other business as the Trustees may determine or as may be properly brought before the meeting. Meetings of unitholders will be called and held annually for the election of the Trustees and the appointment of the auditors of Plaza. All meetings of unitholders must be held in Canada.

A meeting of unitholders may be convened at any time and for any purpose by the Trustees and must be convened, except in certain circumstances, if requisitioned in writing by the holders of not less than 5% of the voting Units then outstanding. 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 NBBCA.

Unitholders may attend and vote at all meetings of unitholders either in person or by proxy. Two persons present in person or represented by proxy, and such persons holding or representing by proxy not less in aggregate than 10% of the total number of outstanding voting Units, will constitute a quorum for the transaction of business at all such meetings. Any meeting at which a quorum is not present within one-half hour after the time fixed for the holding of such meeting, if convened upon the request of the unitholders, will be terminated, but in any other case, the meeting will stand adjourned to a day not less than 14 days later and to a place and time as chosen by the chair of the meeting, and if at such adjourned meeting a quorum is not present, the unitholders present either in person or by proxy will be deemed to constitute a quorum.

Holders of Special Voting Units will have an equal right to be notified of, attend and participate in meetings of unitholders. Pursuant to the Declaration of Trust, a resolution in writing executed by unitholders holding a proportion of the outstanding Units equal to the proportion required to vote in favour thereof at a meeting of unitholders to approve that resolution is valid as if it had been passed at a meeting of unitholders.

### **Redemption Right**

Units are redeemable at any time on demand by the holders thereof upon delivery to Plaza of a duly completed and properly executed notice requesting redemption in a form reasonably acceptable to the Board, together with written instructions as to the number of Units to be redeemed. A unitholder not otherwise holding a fully registered Unit certificate who wishes to exercise the redemption right will be required to obtain a redemption notice form from the unitholder’s investment dealer who will be required to deliver the completed redemption notice form to Plaza. Upon receipt of the redemption notice by Plaza, all rights to and under the Units tendered for redemption shall be surrendered and the holder thereof will be entitled to receive the Redemption Price.

The aggregate Redemption Price payable by Plaza in respect of any Units surrendered for redemption during any calendar month will be paid by cheque, drawn on a Canadian chartered bank or trust company in Canadian dollars within 30 days after

the end of the calendar month in which the Units were tendered for redemption, provided that the entitlement of unitholders to receive cash upon the redemption of their Units is subject to the limitations that: (i) the total amount payable by Plaza in respect of such Units and all other Units tendered for redemption in the same calendar month must not exceed \$50,000 (provided that such limitation may be waived at the discretion of the Board); (ii) on the date such Units are tendered for redemption, the outstanding Units must be listed for trading on the TSX or traded or quoted on any other stock exchange or market which the Board considers, in its sole discretion, provides representative fair market value prices for the Units; (iii) the normal trading of Units is not suspended or halted on any stock exchange on which the Units are listed (or, if not listed on a stock exchange, in any market where the Units are quoted for trading) on the redemption date or for more than five trading days during the 10-day trading period commencing immediately before the redemption date; and (iv) the redemption of the Units must not result in the delisting of the Units on the principal stock exchange on which the Units are listed.

Cash payable on redemptions will be paid *pro rata* to all unitholders tendering Units for redemption in any month. To the extent a unitholder is not entitled to receive cash upon the redemption of Units as a result of any of the foregoing limitations, then the balance of the Redemption Price for such Units will, subject to any applicable regulatory approvals, be paid and satisfied by way of the issuance to such unitholder of a promissory note (the “**Redemption Notes**”). In the event of the issuance of Redemption Notes, each Redemption Note so issued to the redeeming holder of Units shall be in the principal amount of \$100 or such other amount as may be determined by the Board. No fractional Redemption Notes shall be issued and where the number of Redemption Notes to be received upon redemption by a holder of Units would otherwise include a fraction, that number shall be rounded down to the next lowest whole number. The Board may deduct or withhold from all payments or other distributions payable to any unitholder pursuant to Plaza’s Declaration of Trust all amounts required by law to be so withheld.

### **Purchases of Units by Plaza**

Plaza may from time to time purchase Units in accordance with applicable securities legislation and the rules prescribed under applicable stock exchange and regulatory policies. Any such purchase will constitute an “issuer bid” under Canadian provincial securities legislation and must be conducted in accordance with the applicable requirements thereof.

### **Take-Over Bids**

The Declaration of Trust contains provisions to the effect that if a take-over bid or issuer bid is made for Units within the meaning of the *Securities Act* (Ontario) and not less than 90% of the Units (other than Units held at the date of the take-over bid by or on behalf of the offeror or associates or affiliates of the offeror) are taken up and paid for by the offeror, the offeror will be entitled to acquire the Units held by unitholders who do not accept the offer either, at the election of each unitholder, on the terms offered by the offeror or at the fair value of such unitholder’s Units determined in accordance with the procedures set out in the Declaration of Trust.

### **Issuance of Units**

Plaza may issue new Units from time to time, in such manner, for such consideration and to such person or persons as the Trustees shall determine. Unitholders will not have any pre-emptive rights whereby additional Units proposed to be issued would be first offered to existing unitholders. If the Trustees determine that Plaza does not have cash in an amount sufficient to make payment of the full amount of any distribution, the payment may include the issuance of additional Units having a value 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.

Plaza may also issue new Units (i) as consideration for the acquisition of new properties or assets by it, at a price or for the consideration determined by the Trustees or (ii) pursuant to any incentive or option plan established by Plaza from time to time, including the Distribution Reinvestment Plan.

The Declaration of Trust also provides that immediately after any *pro rata* distribution of Units to all unitholders in satisfaction of any non-cash distribution, the number of outstanding Units will be consolidated so that each unitholder will hold, after the consolidation, the same number of Units as the unitholder held before the non-cash distribution. In this case, each certificate representing a number of Units prior to the non-cash distribution is deemed to represent the same number of Units after the non-cash distribution and the consolidation. Non-Resident holders may be subject to withholding tax and if so then the consolidation will not result in such Non-Resident unitholders holding the same number of Units. Such Non-Resident unitholders will be required to surrender the certificates (if any) representing their original Units in exchange for a certificate representing post-consolidation Units.

## **Non-Certificated Inventory (“NCI”) System**

Other than pursuant to certain exceptions, registration of interests in and transfers of Units held through CDS, or its nominee, will be made electronically through the NCI system of CDS. Units held in CDS must be purchased, transferred and surrendered for redemption through a CDS participant, which includes securities brokers and dealers, banks and trust companies. All rights of unitholders who hold Units in CDS must be exercised through, and all payments or other property to which such unitholders are entitled will be made or delivered by CDS, or the CDS participant through which the unitholder holds such Units. A unitholder participating in the NCI system will not be entitled to a certificate or other instrument from Plaza or Plaza’s transfer agent evidencing that person’s interest in or ownership of Units, nor, to the extent applicable, will such unitholder be shown on the records maintained by CDS, except through an agent who is a CDS participant.

The ability of a beneficial unitholder to pledge such Units or otherwise take action with respect to such unitholder’s interest in such Units (other than through a CDS participant) may be limited due to the lack of a physical certificate.

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

In order for Plaza to maintain its status as a “mutual fund trust” under the Tax Act, Plaza must not be established or maintained primarily for the benefit of Non-Residents. Accordingly, at no time may Non-Residents be the beneficial owners of more than 49% of the Units and the Trustees will inform the transfer agent and registrar of this restriction. The Trustees may require declarations as to the jurisdictions in which beneficial owners of Units are resident. If the Trustees become aware, as a result of requiring such declarations as to beneficial ownership or otherwise, that the beneficial owners of 49% of the Units then outstanding are, or may be, Non-Residents or that such a situation is imminent, the Trustees may make a public announcement thereof and will not accept a subscription for Units from or issue Units to a person unless the person provides a declaration that the person is not a Non-Resident. If, notwithstanding the foregoing, the Trustees determine that more than 49% of the Units are held by Non-Residents, the Trustees may send a notice to Non-Resident holders of Units, chosen in inverse order to the order of acquisition or registration or in such manner as the Trustees may consider equitable and practicable, requiring them to sell their Units or a portion thereof within a specified period of not less than 60 days. If the unitholders receiving such notice have not sold the specified number of Units or provided the Trustees with satisfactory evidence that they are not Non-Residents within such period, the Trustees may, on behalf of such unitholders sell such Units and, in the interim, must suspend the voting and distribution rights attached to such Units. Upon such sale the affected holders will cease to be holders of Units and their rights will be limited to receiving the net proceeds of sale, subject to the right to receive payment of any distribution declared by the Trustees which is unpaid and owing to such unitholders. The Trustees will have no liability for the amount received provided that they act in good faith.

## **Investment Guidelines**

The Declaration of Trust provides certain guidelines on investments that may be made directly or indirectly by Plaza. Plaza’s assets may be invested only in accordance with the following restrictions:

- (a) Plaza will invest primarily, directly or indirectly, in interests (including fee ownership and leasehold interests) in real property that is, or will be, primarily commercial in nature and assets ancillary thereto necessary for the operation of such real estate and such other activities as are consistent with Plaza’s other investment guidelines;
- (b) notwithstanding anything else contained in the Declaration of Trust, Plaza shall not make or hold any investment, take any action or omit to take any action or permit a subsidiary to make or hold any investment or take any action or omit to take any action that would result in:
  - (i) Plaza not qualifying as a “mutual fund trust” (effective the date it was established and thereafter) or a “unit trust” both within the meaning of the Tax Act;
  - (ii) Units not qualifying as qualified investments for registered retirement savings plans, registered retirement income funds, registered education savings plans and deferred profit sharing plans, each as defined in the Tax Act;
  - (iii) Plaza not qualifying as a “real estate investment trust” within the meaning of the Tax Act if, as a consequence of Plaza not so qualifying, Plaza or any of its subsidiaries would be liable to pay a tax imposed under either paragraph 122(1)(b) or subsection 197(2) of the Tax Act; or

- (iv) Plaza being liable to pay a tax under Part XII.2 of the Tax Act;
- (c) Plaza may make its investments and conduct its activities, directly or indirectly, through an investment in one or more persons on such terms as the Trustees may from time to time determine, including by way of joint ventures, partnerships (general or limited), and limited liability companies;
- (d) except for temporary investments held in cash, deposits with a Canadian chartered bank or trust company registered under the laws of a province or territory of Canada, deposits with a savings institution, trust company, credit union or similar financial institution that is organized or chartered under the laws of a state or of the United States, short-term government debt securities or money market instruments maturing prior to one year from the date of issue and except as permitted pursuant to these investment guidelines and Plaza's operating policies, Plaza and/or its subsidiaries may not hold securities of a person other than to the extent such securities would constitute an investment in real property and provided further that, notwithstanding anything contained in the Declaration of Trust to the contrary, but in all events subject to paragraph (b) above, Plaza and/or its subsidiaries may hold securities of a person: (i) acquired in connection with the carrying on, directly or indirectly, of Plaza's activities or the holding of its assets; or (ii) which focuses its activities primarily on the activities described in paragraph (a) above;
- (e) Plaza and/or its subsidiaries shall not invest in rights to or interests in mineral or other natural resources, including oil or gas, except as incidental to an investment in real property;
- (f) Plaza and/or its subsidiaries may invest in mortgages and mortgage bonds (including participating or convertible mortgages) and similar instruments where:
  - (i) real property which is security therefor is real property which otherwise meets Plaza's other investment guidelines; and
  - (ii) the aggregate book value of the investments of Plaza and/or its Subsidiaries in mortgages, after giving effect to the proposed investment, will not exceed 15% of Gross Book Value; and
- (g) Plaza and/or its subsidiaries may invest an amount (which, in the case of an amount invested to acquire real property, is the purchase price less the amount of any debt incurred or assumed in connection with such investment) up to 15% of Gross Book Value of Plaza in investments which do not comply with one or more of paragraphs (a), (d), and (f).

Any references in the foregoing to investment in real property will be deemed to include an investment in a joint arrangement that invests in real property.

### **Operating Policies**

The Declaration of Trust provides that Plaza's operations and affairs are to be conducted in accordance with the following policies:

- (a) Plaza and/or its subsidiaries shall not purchase or sell currency or interest rate futures contracts otherwise than for hedging purposes where, for this purpose, the term "hedging" has the meaning given by National Instrument 81-102 – Mutual Funds adopted by the Canadian Securities Administrators, as replaced or amended from time to time and, in all events, subject to paragraph (b) of "Investment Guidelines" described above.
- (b) (i) any written instrument creating an obligation which is or includes the granting by Plaza of a mortgage; and (ii) to the extent the Trustees determine to be practicable and consistent with their fiduciary duties to act in the best interest of the unitholders, any written instrument which is, in the judgment of the Trustees, a material obligation, shall contain a provision, or be subject to an acknowledgement to the effect, that the obligation being created is not personally binding upon, and that resort must not be had to, nor will recourse or satisfaction be sought from, by lawsuit or otherwise the private property of any of the Trustees, unitholders, annuitants or beneficiaries under a plan of which a unitholder acts as a trustee or carrier, or officers, employees or agents of Plaza, but that only property of Plaza or a specific portion thereof is bound; Plaza, however, is not required, but must use all reasonable efforts, to comply with this requirement in respect of obligations assumed by Plaza upon the acquisition of real property;

- (c) title to each real property shall be held by and registered in the name of Plaza, the Trustees or a person wholly-owned, directly or indirectly, by Plaza or jointly-owned, directly or indirectly, by Plaza, with joint venturers or by any other persons in such manner as the Trustees consider appropriate, taking into account advice of legal counsel; provided that, where land tenure will not provide fee simple title, Plaza, the Trustees or a corporation or other entity wholly-owned, directly or indirectly, by Plaza or jointly owned, directly or indirectly, by Plaza or such person as the Trustees consider appropriate shall hold a land lease as appropriate under the land tenure system in the relevant jurisdiction;
- (d) Plaza shall not incur or assume any Indebtedness (as defined below) if, after giving effect to the incurrence or assumption of such Indebtedness, the total Indebtedness of Plaza would be more than 60% of Gross Book Value (or 65% of Gross Book Value including convertible Indebtedness);
- (e) Plaza shall not directly or indirectly guarantee any Indebtedness or liabilities of any person unless such guarantee: (i) is given in connection with or incidental to an investment that is otherwise permitted by Plaza's investment guidelines and operating policies; and (ii) (A) would not disqualify Plaza as a "mutual fund trust" within the meaning of the Tax Act, and (B) would not result in Plaza losing any status under the Tax Act that is otherwise beneficial to Plaza and its unitholders;
- (f) Plaza shall directly or indirectly obtain and maintain at all times property insurance coverage in respect of potential liabilities of Plaza and the accidental loss of value of the assets of Plaza from risks, in amounts, with such insurers, and on such terms as the Trustees consider appropriate, taking into account all relevant factors, including the practice of owners of comparable properties; and
- (g) Plaza and/or a subsidiary of Plaza shall either (i) obtain a Phase I environmental site assessment; or (ii) be entitled to rely on a Phase I environmental site assessment dated no earlier than six months prior to receipt by Plaza and/or its subsidiary, of each real property to be acquired by it or any of its Subsidiaries and, if the Phase I environmental site assessment report recommends that a further environmental site assessment be conducted, Plaza and/or a Subsidiary of Plaza shall have conducted such further environmental site assessments, in each case by an independent and experienced environmental consultant.

Any references in the sections "Investment Guidelines" and "Operating Policies" above to investment in real property will be deemed to include an investment in a joint venture or other arrangement that invests in real property.

**"Indebtedness"** means (without duplication) on a consolidated basis:

- (i) any obligation of such Person for borrowed money (including, for greater certainty, the full principal amount of convertible indebtedness, notwithstanding its presentation under IFRS);
- (ii) any obligation of such Person for borrowed money incurred in connection with the acquisition of property, assets or businesses;
- (iii) any obligation of such Person issued or assumed as the deferred purchase price of property;
- (iv) any capital lease obligation of such Person; and
- (v) any obligations of the type referred to in clauses (i) through (iv) of another Person, the payment of which such Person has guaranteed or for which such Person is responsible or liable,

provided that (A) an obligation will constitute indebtedness only to the extent that it would appear as a liability on the consolidated statement of financial position of Plaza in accordance with IFRS; (B) obligations referred to in clauses (i) through (iii) exclude accounts payable, distributions payable to unitholders, accrued liabilities arising in the ordinary course of business which are not overdue or which are being contested in good faith, deferred revenues, intangible liabilities, deferred income taxes, tenant deposits and indebtedness with respect to the unpaid balance of installment receipts where such indebtedness has a term not in excess of 12 months; (C) Units or exchangeable units issued by subsidiaries of Plaza shall not constitute indebtedness notwithstanding the classification of such securities as debt under IFRS; and (D) convertible debentures will constitute indebtedness to the extent of the principal amount thereof outstanding.

Where any maximum or minimum percentage limitation is specified in any of the investment guidelines or operating policies, such investment guidelines or operating policies shall be applied on the basis of the relevant amounts calculated immediately after the making of such investment or the taking of such action. Any subsequent change relative to any percentage limitation

which results from a subsequent change in the amount of Gross Book Value will not require the divestiture of any investment.

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

The Declaration of Trust may be amended or altered from time to time. Certain amendments require approval by at least two-thirds of the votes cast at a meeting of unitholders called for such purpose. Other amendments to the Declaration of Trust require approval by a majority of the votes cast at a meeting of unitholders called for such purpose.

Except as described below, the following amendments, among others, require the approval of two-thirds of the votes cast by all unitholders at a meeting:

- (a) an exchange, reclassification or cancellation of all or part of the Units;
- (b) the addition, change or removal of the rights, privileges, restrictions or conditions attached to the Units;
- (c) any constraint on the issue, transfer or ownership of the Units or the change or removal of such constraint;
- (d) the sale or transfer of the assets of Plaza as an entirety or substantially as an entirety (other than as part of an internal reorganization of the assets of Plaza approved by the Trustees and not prejudicial to unitholders);
- (e) the termination of Plaza (other than as part of an internal reorganization of the assets of Plaza approved by the Trustees and not prejudicial to unitholders);
- (f) the combination, amalgamation or arrangement of any of Plaza or its subsidiaries with any other entity (other than as part of an internal reorganization of the assets of Plaza approved by the Trustees and not prejudicial to unitholders); and
- (g) except as described herein, the amendment of the investment guidelines and operating policies of Plaza (as described above).

Notwithstanding the foregoing, the Trustees may, without the approval of the unitholders, make certain amendments to the Declaration of Trust, including amendments:

- (a) aimed at ensuring continuing compliance with applicable laws, regulations, requirements or policies of any governmental authority having jurisdiction over: (i) the Trustees or Plaza; (ii) the status of Plaza as a “unit trust”, a “mutual fund trust” and a “real estate investment trust” under the Tax Act; or (iii) the distribution of Units;
- (b) which, in the opinion of the Trustees, provide additional protection for the unitholders;
- (c) to remove any conflicts or inconsistencies in the Declaration of Trust or to make minor corrections which are, in the opinion of the Trustees, necessary or desirable and not prejudicial to the unitholders;
- (d) of a minor or clerical nature or to correct typographical mistakes, ambiguities or manifest omissions or errors, which amendments, in the opinion of the Trustees, are necessary or desirable and not prejudicial to the unitholders;
- (e) which, in the opinion of the Trustees, are necessary or desirable: (i) to ensure continuing compliance with IFRS; or (ii) to ensure the Units qualify as equity for purposes of IFRS;
- (f) which, in the opinion of the Trustees, are necessary or desirable to enable Plaza to implement a Unit option or purchase plan, a distribution reinvestment plan or issue Units for which the purchase price is payable in instalments;
- (g) to create and issue one or more new classes of Preferred Units that rank in priority to the Units (in respect of payment of distributions and in connection with any termination or winding-up of Plaza);



- (h) which, in the opinion of the Trustees, are necessary or desirable for Plaza to qualify for a particular status under, or as a result of changes in, taxation or other laws, or the interpretation of such laws, including to qualify for the definition of “mutual fund trust” and “real estate investment trust” in the Tax Act or to otherwise prevent Plaza or any of its subsidiaries from becoming subject to tax under the SIFT Rules;
- (i) 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 Plaza’s property or income other than a return of capital; and
- (j) for any purpose (except one in respect of which a unitholder vote is specifically otherwise required) which, in the opinion of the Trustees, is not prejudicial to unitholders and is necessary or desirable.

### **Advance Notice Provision**

The Declaration of Trust includes certain advance notice provisions (the “**Advance Notice Provision**”), which will: (i) facilitate orderly and efficient annual general or, where the need arises, special, meetings; (ii) ensure that all unitholders receive adequate notice of the Trustee nominations and sufficient information with respect to all nominees; and (iii) allow unitholders to register an informed vote.

Except as otherwise provided in the Declaration of Trust, only persons who are nominated by unitholders in accordance with the Advance Notice Provision shall be eligible for election as Trustees. Nominations of persons for election to the Board of Trustees may be made for any annual meeting of unitholders, or for any special meeting of unitholders if one of the purposes for which the special meeting was called was the election of Trustees: (a) by or at the direction of the Board of Trustees, including pursuant to a notice of meeting; (b) by or at the direction or request of one or more unitholders pursuant to a requisition of the unitholders made in accordance with the Declaration of Trust; or (c) by any person (a “**Nominating Unitholder**”): (A) who, at the close of business on the date of the giving of the notice provided for below and on the record date for notice of such meeting, is entered in Plaza’s register as a holder of one or more Units carrying the right to vote at such meeting or who beneficially owns Units that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth in the Advance Notice Provision.

In addition to any other applicable requirements, for a nomination to be made by a Nominating Unitholder, the Nominating Unitholder must have given timely notice thereof in proper written form to the Trustees.

To be timely, a Nominating Unitholder’s notice to the Trustees must be made: (a) in the case of an annual meeting of unitholders, not less than 30 nor more than 60 days prior to the date of the annual meeting of unitholders; provided, however, that in the event that the annual meeting of unitholders is to be held on a date that is less than 50 days after the date (the “**Notice Date**”) that is the earlier of the date that a notice of meeting is filed for such meeting or the date on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Unitholder may be made not later than the close of business on the 10th day following the Notice Date; and (b) in the case of a special meeting (which is not also an annual meeting) of unitholders called for the purpose of electing Trustees (whether or not called for other purposes), not later than the close of business on the 15th day following the day that is the earlier of the date that a notice of meeting is filed for such meeting or the date on which the first public announcement of the date of the special meeting of unitholders was made. In no event shall any adjournment or postponement of a meeting of unitholders or the announcement thereof commence a new time period for the giving of a Nominating Unitholder’s notice as described above.

To be in proper written form, a Nominating Unitholder’s notice to the Trustees must set forth: (a) as to each person whom the Nominating Unitholder proposes to nominate for election as a Trustee: (A) the name, age, business address and residential address of the person; (B) the principal occupation or employment of the person; (C) the class or series and number of Units or Special Voting Units which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of unitholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (D) any other information relating to the person that would be required to be disclosed in a dissident’s proxy circular in connection with solicitations of proxies for election of Trustees pursuant to applicable securities laws (as defined in the Declaration of Trust ); and (b) as to the Nominating Unitholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Unitholder has a right to vote any Units and any other information relating to such Nominating Unitholder that would be required to be made in a dissident’s proxy circular in connection with solicitations of proxies for election of Trustees pursuant to applicable securities laws. Plaza may require any proposed nominee to furnish such other information as may reasonably be required by Plaza to determine the

eligibility of such proposed nominee to serve as an independent Trustee or that could be material to a reasonable unitholder's understanding of the independence, or lack thereof, of such proposed nominee.

The chairperson of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in the Advance Notice Provision.

## CAPITAL STRUCTURE

### Description of Units

Plaza's Units are not "deposits" within the meaning of the *Canada Deposit Insurance Corporation Act* (Canada) and are not insured under the provisions of such act or any other legislation. The Units are not shares in Plaza and, although the protections, rights and remedies set out in the Declaration of Trust are similar to those provided under the NBBCA, unitholders do not have statutory rights of shareholders of a corporation including, for example, "dissent rights" in respect of certain corporate transactions and fundamental changes, the right to apply to a court to order the liquidation or dissolution of Plaza, or the right to bring "oppression" or "derivative" actions. Furthermore, Plaza is not a trust company and accordingly, is not registered under any trust and loan company legislation as it does not carry on or intend to carry on the business of a trust company.

The Declaration of Trust authorizes the issuance of an unlimited number of two classes of units, namely Units and special voting units ("**Special Voting Units**"). Special Voting Units are only issued in tandem with the issuance of securities exchangeable into Units.

In addition, preferred units ("**Preferred Units**") may from time to time be created and issued in one or more classes (each of which may be made up of unlimited series) without requiring voting unitholder approval. Before the issuance of Preferred Units of a series, the Board will execute an amendment to Plaza's Declaration of Trust containing a description of such series, including the designations, rights, privileges, restrictions and conditions determined by the Board, and the class of Preferred Units of which such series is a part.

No Unit will have any preference or priority over another. Each Unit will represent a unitholder's proportionate undivided beneficial ownership interest in Plaza and will confer the right to one vote at any meeting of unitholders and to participate *pro rata* in any distributions by Plaza, whether of net income, net realized capital gains or other amounts and, in the event of termination or winding-up of Plaza, in the net assets of Plaza remaining after satisfaction of all liabilities. Units will be fully paid and non-assessable when issued and are transferable. The Units are redeemable at the holder's option, as described below under the heading "Declaration of Trust - Redemption Right", and the Units have no other conversion, retraction, redemption or pre-emptive rights. Fractional Units may be issued as a result of an act of the Board, but fractional Units will not entitle the holders thereof to vote, except to the extent that such fractional Units may represent in the aggregate one or more whole Units.

### Special Voting Units

Each Special Voting Unit shall have no economic entitlement nor beneficial interest in Plaza or in the distributions or assets of Plaza, but shall entitle the holder of record thereof to a number of votes at any meeting of the unitholders equal to the number of Units that may be obtained upon the exchange of the exchangeable security to which such Special Voting Unit is attached. Special Voting Units may only be issued in connection with or in relation to securities exchangeable into Units for the purpose of providing voting rights with respect to Plaza to the holders of such securities. The creation or issuance of Special Voting Units is subject to the prior written consent of the TSX.

Special Voting Units shall not be transferable separately from the exchangeable securities to which they are attached and will automatically be transferred upon the transfer of any such exchangeable securities.

Upon the exchange or surrender of an exchangeable security for a Unit, the Special Voting Unit attached to such exchangeable security will automatically be redeemed and cancelled for no consideration without any further action of the Board, and the former holder of such Special Voting Unit will cease to have any rights with respect thereto.

Concurrently with the issuance of Special Voting Units attached to exchangeable securities issued from time to time, Plaza shall enter into such agreements (including an exchange agreement and limited partnership agreement) as may be necessary or desirable to properly provide for the terms of the exchangeable securities, including to provide for the voting of such Special Voting Units.

### **Preferred Units**

Subject to the Board executing an amendment to the Declaration of Trust providing for their creation, Preferred Units may from time to time be created and issued in one or more classes (each of which may be comprised of unlimited series), and the Board may fix from time to time before such issue the number of Preferred Units which is to comprise each class and series and the designation, rights, privileges, restrictions and conditions attaching to each class and series of Preferred Units including, without limiting the generality of the foregoing, any voting rights, the rate or amount of distributions (which may be cumulative or non-cumulative and variable or fixed) or the method of calculating distributions, the dates of payment thereof, the terms and conditions of redemption, purchase and conversion, if any, any rights on the liquidation, dissolution or winding-up of Plaza, and any sinking fund or other provisions; provided, however that the rights, privileges, restrictions and conditions attaching to each series of Preferred Units shall allow Plaza to continue to qualify as a “mutual fund trust” under the Tax Act and to be entitled to deduct in computing its income any income paid or made payable by it to its unitholders. The creation or issuance of Preferred Units is subject to the prior written consent of the TSX.

The Preferred Units of each class and series shall, with respect to the payment of distributions (other than distributions paid solely through the distribution of additional Units) and the distribution of assets of Plaza or return of capital in the event of liquidation, dissolution or winding-up of Plaza, whether voluntary or involuntary, or any other return of capital or distribution of assets of Plaza among its unitholders for the purpose of winding-up its affairs, be entitled to preference over the Units ranking by their terms junior to the Preferred Units. The Preferred Units of any series may also be given such other preferences, not inconsistent with the Declaration of Trust, over the Units ranking by their terms junior to the Preferred Units. If any cumulative distributions or amounts payable on the return of capital in respect of a series of Preferred Units are not paid in full, all classes and series of Preferred Units of equal ranking shall participate ratably in respect of accumulated distributions and return of capital, based on the accumulated distributions and return of capital of a class and series of Preferred Units as a proportion of the accumulated distributions and return of capital of all classes and series of Preferred Units of equal ranking.

Plaza has no present intention of issuing Preferred Units, but wishes to have the flexibility to do so in the future as a means of seeking an alternate source of equity financing. Plaza will not create or issue Preferred Units for anti-takeover purposes.

### **Restricted Share Unit Plan**

Plaza has a restricted share unit plan whereby officers and employees of Plaza may be awarded restricted share units (“RSUs”). On the applicable vesting date, each vested RSU will be exchanged for one Unit or a lump-sum cash payment calculated by multiplying the number of RSU’s to be redeemed by the volume weighted average closing price of the Units for the five trading days immediately preceding such applicable day. In addition, each participant in the RSU will receive a distribution of additional RSU’s equal to the amount of distributions paid per Unit. These distribution RSUs will be granted immediately following any distribution payment date of Plaza and shall vest immediately and be redeemed for either one Unit for each distribution RSU or a lump-sum cash payment. For a more detailed description of the restricted share unit plan, please refer to Plaza’s Management Information Circular to be filed in connection with its annual meeting of unitholders to be held on May 25, 2017.

### **Deferred Unit Plan**

Plaza has a deferred unit plan whereby non-employee Trustees of Plaza may be awarded deferred units (“DUs”). Each DU is economically equivalent to one Unit, however, under no circumstances shall DUs be considered Units nor entitle a participant to any rights as a unitholder, including, without limitation, voting rights or rights on liquidation. Participants may also elect to receive, in the form of DUs, up to 100% of their annual Board retainer, meeting fees and additional compensation paid by Plaza to a Trustee in a calendar year for service on the Board or for chairing a committee of the Board. Each DU shall receive a distribution of additional DUs equal to the amount of distributions paid per Unit by Plaza on its Units. DUs vest immediately upon grant or issuance. The DUs shall be redeemable by the participant on or after the date on which the participant ceases to be a Trustee. The DUs may be redeemed in whole or in part for Units of Plaza issued from treasury or cash, as elected by the participant, net of any applicable withholding taxes. For a more detailed description of the deferred unit plan, please refer to Plaza’s Management Information Circular to be filed in connection with its annual meeting of unitholders to be held on May 25, 2017.

## Borrowing

Plaza utilizes a combination of debt financing sources, including operating and development lines of credit, secured long term mortgage debt, secured mortgage bonds, unsecured debentures and convertible debentures.

The Series D Debentures carry various rights including the following:

(a) adjustments to the conversion price should there be a subdivision, redivision, reduction, combination consolidation, stock dividend, issuance of rights, options or warrants to all or substantially all the holders of outstanding Units;

(b) rights upon capital reorganization - if there is a reclassification of the Units or a capital reorganization of Plaza (other than as described above) or a consolidation, amalgamation, arrangement or merger of Plaza with or into any other person or a sale, conveyance or lease of the properties and assets of Plaza as an entirety or substantially as an entirety to any other person or a liquidation, dissolution or winding-up or other similar transaction of Plaza (any of which are herein referred to as a "capital reorganization"), any debenture holder who has not exercised its right of conversion prior to the effective date of the capital reorganization, shall be entitled to receive and shall accept, in lieu of the number of Units then sought to be acquired by it, the number of units, shares or other securities or property of Plaza or of the person resulting from the capital reorganization that such debenture holder would have been entitled to receive on the capital reorganization if, on the record date or the effective date thereof, as the case may be, the holder had been the registered holder of the number of Units sought to be acquired by it and to which it was entitled to acquire upon the exercise of the conversion right, and such securities shall be subject to adjustments thereafter which shall be as nearly equivalent as may be practicable;

(c) rights upon change of control - within thirty (30) days following a change of control (as defined in the indenture), Plaza shall make an offer (the "**Change-in-Control Offer**") to purchase all then outstanding debentures at a price equal to one hundred and one percent (101%) of the principal amount thereof plus accrued and unpaid interest, if any, thereon (the "**Debenture Offer Price**"). If ninety percent (90%) or more of the aggregate principal amount of the debentures outstanding on the date of the giving of the notice of the change of control and Change-in-Control Offer have been tendered for purchase pursuant to the Change-in-Control Offer, Plaza will have the right and obligation to redeem all of the remaining debentures at the Debenture Offer Price.

## Credit Facilities & Mortgages

Below is a summary of the operating and development credit facilities at December 31, 2016 and December 31, 2015.

(000s)	<b>\$30.0 Million Operating</b>	<b>\$20.0 Million Development</b>	<b>\$15.0 Million Development</b>
December 31, 2015 <sup>(1)</sup>	\$ 26,486	\$ 3,503	\$ 7,899
Net Change	(13,924)	(678)	(3,824)
December 31, 2016 <sup>(1)</sup>	\$ 12,562	\$ 2,825	\$ 4,075
Interest rate	Prime + 0.75% or BA + 2.00%	Prime + 0.75% or BA + 2.25%	Prime + 0.75% or BA + 2.00%
Maturity	July 31, 2018	July 31, 2017	July 31, 2018
Security	First charges on pledged properties	First charges on applicable pledged development property	First charges on applicable pledged development property
Other terms	Debt service, maximum leverage, occupancy & equity maintenance covenants	Debt service & maximum leverage covenants	Debt service, maximum leverage, occupancy & equity maintenance covenants
Line reservations available for letters-of-credit	\$2.0 million	\$1.5 million	\$500 thousand
Issued and outstanding	\$1.0 million	-	-

<sup>(1)</sup> Excludes unamortized finance charges

Funding is secured by first mortgage charges on properties or development properties as applicable. Plaza must maintain certain financial ratios to comply with the facilities. As of December 31, 2016, all debt covenants in respect of the above facilities have been maintained.

The total mortgages payable, including development lines of credit at December 31, 2016 and December 31, 2015 were as follows:

(000s)	Interest Rate Range	Weighted Average Effective Interest Rate	Maturity Dates	December 31, 2016	December 31, 2015
Fixed rate loans:	2.47% - 7.29%	4.67%	Up to June 2034	\$ 452,231	\$ 460,506
Fair value of interest rate swap				357	440
Fair value of bond forward for future long-term mortgage				-	131
Revaluation of loans upon acquisition of KEYreit, net of amortization of \$5,619 (December 31, 2015 - \$5,259)				415	775
Less: unamortized finance charges				(3,024)	(3,250)
Total net fixed rate loans				<u>449,979</u>	<u>458,602</u>
Variable rate loans:					
- \$20 million development facility	Prime plus 0.75% or BA plus 2.25%		July 31, 2017	2,825	3,503
- \$15 million development facility	Prime plus 0.75% or BA plus 2.00%		July 31, 2018	4,075	7,899
- \$3.0 million secured non-revolving construction credit facility	Prime plus 1.25% or BA plus 2.50%		August 26, 2017	2,622	1,632
- \$907 thousand secured non-revolving construction credit facility	Prime plus 1.00% or BA plus 2.50%		December 16, 2017	467	467
Less: unamortized finance charges				(124)	(59)
Total net variable rate loans				<u>9,865</u>	<u>13,442</u>
Total mortgages payable				<u>\$ 459,844</u>	<u>\$ 472,044</u>

Plaza's strategy is to balance maturities and terms on new debt with existing debt maturities to minimize maturity exposure in any one year and to reduce overall interest costs. Maintaining or improving the average cost of debt will be dependent on market conditions at the time of refinancing. Plaza's debt strategy involves maximizing the term of long-term debt available based on the tenant profiles for the assets being financed, at current market rates, in order to stabilize cash flow available for reinvestment and distribution payments.

As a conservative interest rate risk management practice, Plaza's use of floating-rate debt is generally limited to its operating line (to fund ongoing operations and acquisitions) and its development lines/construction loans (until long term fixed-rate mortgage financing is placed on the completed development projects).

Plaza may also hedge its interest rate risk, in accordance with its Interest Rate Hedging Policy. The primary objectives of interest rate hedging are to mitigate the risk of adverse interest rate fluctuations on a project specific basis prior to related debt issuance or refinancing, and/or contribute to the predictability of profit and cash flow.

### *Mortgage Bonds, Debentures and Convertible Debentures*

The following mortgage bonds, unsecured non-convertible debentures and unsecured convertible debentures were outstanding at December 31, 2016 and December 31, 2015 (all at face value and excluding unamortized finance charges) (in 000s):

Series	December 31, 2016	December 31, 2015	Interest Rate	Conversion Price	Next Redemption Date	Maturity Date (s)
<b>Secured Mortgage Bonds</b>						
Series V	-	1,185	8.00%	N/A	N/A	June 4, 2016
Series VI	-	900	5.25%	N/A	N/A	February 23, 2016
Series VII	-	3,860	6.00%	N/A	N/A	August 15, 2016
Series IX	3,000	3,000	5.50%	N/A	N/A	July 15, 2017
Series X	6,000	6,000	5.00%	N/A	June 25, 2018	June 25, 2020
Series XI	6,000	-	5.00%	N/A	July 8, 2017	July 8, 2019
<b>Subtotal</b>	<b>15,000</b>	14,945				
<b>Non-Convertible Debentures</b>						
Tranche A	1,600	1,600	5.00%	N/A	N/A	February 26, 2018
Tranche B	2,300	2,300	5.00%	N/A	N/A	April 15, 2018
Tranche C	100	100	5.00%	N/A	N/A	May 2, 2018
<b>Subtotal</b>	<b>4,000</b>	4,000				
<b>Convertible Debentures</b>						
Series B	-	9,155	8.00%	(1)	December 31, 2015	December 31, 2016
Series C	15,169	16,921	7.00%	(2)	December 31, 2016	December 31, 2017
Series D	34,000	34,000	5.75%	\$5.75	December 31, 2016	December 31, 2018
Series VII	5,500	-	5.50%	\$6.04	June 30, 2019	June 30, 2021
<b>Subtotal</b>	<b>54,669</b>	60,076				

(1) Convertible into \$99.76 and 169 Units for each \$1,000 principal amount of debentures

(2) Convertible into \$112.76 and 190 Units for each \$1,000 principal amount of debentures

On July 8, 2016 and August 15, 2016, Plaza issued a total of \$6.0 million Series XI floating mortgage bonds.

The Series D Debentures are listed on the TSX. Mortgage bonds are secured by either property or cash.

On March 24, 2016, Plaza issued a redemption notice for Series B Debentures. The \$9.2 million outstanding Series B Debentures were redeemed on April 29, 2016.

On June 15, 2016, \$5.5 million in Series VII convertible debentures were issued as part of the financing to acquire a 50.0% interest in three properties.

On November 30, 2016, Plaza issued a redemption notice for the 7.0% Series C Debentures to be redeemed on January 9, 2017. During the year \$1.75 million in Series C Debentures were converted into 333 thousand Units and \$198 thousand in cash. Between January 3 – 6, 2017, \$12.9 million in Series C Debentures were converted to 2.45 million Units and \$1.5 million in cash. On January 9, 2017, the remaining \$2.3 million in Series C Debentures were redeemed and paid out.

Plaza's estimated payments on account of principal for its mortgages, development lines of credit, bank operating line of credit, its mortgage bonds and non-convertible and convertible debentures at December 31, 2016 are as follows:

(000s)	Year 1 2017	Year 2 2018	Year 3 2019	Year 4 2020	Year 5 2021	After 5 Years	Face Value Total
Mortgages – periodic principal payments	\$ 10,309	\$ 10,255	\$ 9,580	\$ 8,836	\$ 7,284	\$ 31,317	\$ 77,581
Mortgages – due at maturity	24,707	15,276	50,572	64,379	28,646	191,070	374,650
Development lines of credit	2,825	4,075	-	-	-	-	6,900
Variable rate construction loans	3,089	-	-	-	-	-	3,089
Bank operating line	-	12,562	-	-	-	-	12,562
Mortgage bonds	3,000	-	6,000	6,000	-	-	15,000
Non-convertible debentures	-	4,000	-	-	-	-	4,000
Convertible debentures	15,169	34,000	-	-	5,500	-	54,669
<b>Total</b>	<b>\$ 59,099</b>	<b>\$ 80,168</b>	<b>\$ 66,152</b>	<b>\$ 79,215</b>	<b>\$ 41,430</b>	<b>\$ 222,387</b>	<b>\$ 548,451</b>

## 2017 Debt and Equity Financing Activity

From January 1, 2017 to the date of this AIF, Plaza completed the following debt and equity financing activities:

- Long term financing on various properties was obtained for a total of \$7.6 million (at Plaza's ownership percentage) with a term of 10 years and an interest rate of 3.99%.
- A temporary increase for \$7.0 million was added to the \$30.0 million operating line for a six month term. The interest rate for any amounts in excess of \$30.0 million is prime plus 1.25% or BAs plus 2.50%.
- A further \$666 thousand has been drawn on Plaza's development lines of credit.
- The remaining Series C Debentures were either redeemed or converted. \$12.9 million in Series C Debentures were converted to 2.45 million Units and \$1.5 million in cash and \$2.3 million in Series C Debentures were redeemed and paid out.
- Plaza paid a cash distribution of \$0.0225 per Unit for a total of \$2.1 million on February 15, 2017 and 26 thousand Units were issued at a purchase price of \$5.00 per Unit for a total of \$132 thousand under the Distribution Reinvestment Plan.
- Plaza paid a cash distribution of \$0.0225 per Unit for a total of \$2.1 million on March 15, 2017 and 27 thousand Units were issued at a purchase price of \$4.84 per Unit for a total of \$132 thousand under the Distribution Reinvestment Plan.
- In connection with the monthly distributions on February 15 and March 15, 2017, Plaza issued distribution RSUs to certain employees in accordance with the restricted share unit plan, resulting in 511 Units being issued at an average price of \$5.07 per Unit for those distribution RSUs redeemed for Units, and \$808 being paid for those distribution RSUs redeemed for cash.
- Plaza issued 2,456 DUs to Trustees in accordance with the deferred unit plan, in connection with the February 15 and March 15, 2017 monthly distributions as well as meeting fees earned.

## MARKET FOR SECURITIES

The Units are listed and posted for trading on the TSX and trade under the stock symbol "PLZ.UN".

The following chart describes the monthly trading range and volume of the Units on a monthly basis during the 2016 fiscal year:

Date	High	Low	Close	Volume Traded
January 2016	4.72	4.19	4.51	902,479
February 2016	4.68	4.35	4.65	711,333
March 2016	4.79	4.51	4.68	1,698,671
April 2016	4.79	4.61	4.70	738,277
May 2016	5.01	4.66	4.88	1,577,316
June 2016	4.92	4.65	4.86	693,876
July 2016	5.12	4.79	5.06	1,469,083
August 2016	5.10	4.91	4.93	1,046,802
September 2016	5.28	4.88	5.24	1,081,173
October 2016	5.28	5.04	5.07	1,058,298
November 2016	5.15	4.79	4.98	1,068,981
December 2016	5.05	4.80	5.00	1,191,696

The Series D Debentures are listed and posted for trading on the TSX and trade under the stock symbol “PLZ.DB.D”.

The following chart describes the monthly trading range and volume of the Series D Debentures on a monthly basis during the 2016 fiscal year:

<b>Date</b>	<b>High</b>	<b>Low</b>	<b>Close</b>	<b>Volume Traded</b>
January 2016	100.36	95.00	100.00	651,000
February 2016	101.00	96.00	100.01	338,000
March 2016	102.51	99.99	102.50	295,000
April 2016	103.00	103.00	103.00	188,000
May 2016	105.00	103.00	103.25	111,000
June 2016	103.26	100.00	102.00	267,000
July 2016	103.75	102.70	103.50	105,000
August 2016	103.51	101.99	103.25	124,000
September 2016	103.06	101.75	103.00	188,000
October 2016	103.26	101.50	102.00	355,000
November 2016	102.25	100.50	101.75	207,000
December 2016	103.01	101.20	101.50	181,000



## TRUSTEES AND EXECUTIVE OFFICERS

### Trustees and Executive Officers

The names, municipality and country of residence, positions held with Plaza and principal occupations within the previous five years of the current Trustees and executive officers of Plaza are set forth in the table below.

Trustees	Position Presently Held with Plaza	Principal Occupation	Trustee of Plaza or Director of the Company Since
Edouard F. Babineau, Charlottetown, Prince Edward Island, Canada (1)(2)	Trustee	President and CEO of Babineau Holdings Ltd.	April 21, 2004
Robert Boudreau, Bedford, Nova Scotia (1)	Trustee	President & CEO of J. Robert Boudreau & Assoc. from 1993 to 2012.	May 22, 2014
Earl A. Brewer, Fredericton, New Brunswick, Canada	Chair of the Board and Trustee	Chair of the Board of Plaza.	February 2, 1999
Stephen Johnson, Toronto, Ontario, Canada (2)	Trustee	CEO of Canadian Real Estate Investment Trust.	February 2, 1999
Denis Losier, Moncton, New Brunswick, Canada (1) (2)	Trustee	Former President and Chief Executive Officer of Assumption Mutual Life Insurance Company of Moncton and former Chair of Assumption Life's subsidiaries and Louisbourg Investments (September 1, 1994 to April 1, 2013). Also a Board member of Canadian National Railway and Enbridge Gas New Brunswick Limited Partnership.	April 5, 2007
Barbara Trenholm, Fredericton, New Brunswick, Canada (1) (2)	Trustee	Professor emerita in the Faculty of Business Administration at the University of New Brunswick, President of Tantramar Management Ltd. Currently serving on the NB Power Board of Directors and the International Development Research Centre Board of Governors, in addition to several private company boards.	March 1, 2005
Michael A. Zakuta, Montreal, Quebec, Canada	President & CEO and Trustee	President and Chief Executive Officer of Plaza. Also a trustee of Fronsac Real Estate Investment Trust and Inovalis Real Estate Investment Trust.	February 2, 1999
Floriana Cipollone Mississauga, Ontario, Canada	Chief Financial Officer	Chief Financial Officer of Plaza.	N/A
James Petrie, Fredericton, New Brunswick, Canada	Executive Vice President & Chief Operating Officer	Executive Vice President and Chief Operating Officer of Plaza. Previously Executive Vice President and General Counsel from 2013 to 2014. Prior to that, Vice President and General Counsel from 2009 to 2013.	N/A
Peter Mackenzie, Halifax, Nova Scotia, Canada	Executive Vice President & Chief Investment Officer	Executive Vice President and Chief Investment Officer of Plaza.	N/A
Kimberly Strange, Fredericton, New Brunswick, Canada	Secretary & Corporate Counsel	Secretary and Corporate Counsel of Plaza.	N/A

Notes:

(1) Member of the Audit Committee.

(2) Member of the Corporate Governance and Compensation Committee.

(3) At the date of this AIF, the Trustees and executive officers of Plaza beneficially own or have control or direction over 21,670,601 Units representing 21.45% of the number of issued and outstanding Units.

Each Trustee of Plaza will hold office until the close of the next annual meeting of unitholders of Plaza or until such Trustee's successor is duly elected or appointed.

## Committees

### *Audit Committee*

The Audit Committee was established by the Board to assist it in fulfilling its oversight responsibilities relating to (1) the financial reporting process, (2) systems of internal accounting and financial controls, (3) identifying and monitoring the management of principal risks that could affect the integrity of Plaza's financial reporting, (4) the appointment of and communication with the external auditor, including oversight of its work and monitoring its independence, (5) Plaza's compliance with legal and regulatory requirements with respect to financial reporting matters, and (6) any other responsibilities that may be delegated from time to time by the Board. The Audit Committee maintains a written charter setting out the Audit Committee's mandate and responsibilities. It assesses the adequacy of the charter on an annual basis and recommends any changes to the Board, in addition to ensuring that all responsibilities outlined in the charter have been carried out.

More information on the Audit Committee and its composition is contained in Schedule "A" - Form 52-110 FI - Audit Committee Information Required in an AIF.

### *Corporate Governance and Compensation Committee*

The Corporate Governance and Compensation Committee was established by the Board to assist it in establishing the governance guidelines within which Plaza carries out its responsibilities, and with the Trust's overall approach to governance. In doing so, the Committee will develop, define and evaluate the processes and structure used to oversee the business and affairs of Plaza. The Corporate Governance and Compensation Committee maintains a written charter setting out the Corporate Governance and Compensation Committee's mandate and responsibilities. It assesses the adequacy of the charter on an annual basis and recommends any changes to the Board, in addition to ensuring that all responsibilities outlined in the charter have been carried out. The Corporate Governance and Compensation Committee charter was most recently reviewed and amended on November 9, 2016 and can be found on Plaza's website at [www.plaza.ca](http://www.plaza.ca) or on SEDAR at [www.sedar.com](http://www.sedar.com) and is incorporated herein by reference. Plaza will promptly provide a copy of this charter free of charge to a security holder of Plaza upon request to the Corporate Secretary.

The Corporate Governance and Compensation Committee must also:

- assess the adequacy of the Board mandate on an annual basis and recommend any suggested changes to the Board;
- assess the adequacy of Plaza's Code of Business Conduct and Ethics on an annual basis and recommend any suggested changes to the Board;
- assess the adequacy of Plaza's Disclosure Policy on an annual basis and recommend any suggested changes to the Board;
- review with the Board, the appropriate skills and characteristics required of Board members;
- review, document and report to the Board on an annual basis the independent status of each Trustee and report to the Board of Trustees that the Board is comprised of at least a majority of "independent" Trustees under appropriate securities law;
- facilitate independent Trustee meetings on at least a semi-annual basis (additional meetings may be held throughout the year as necessary), which are chaired by the Chair of the Committee;
- act as the nominating committee for Plaza and annually review, approve and, in accordance with the provisions of the Declaration of Trust, recommend to the Board for approval and nomination to unitholders, the nominees for election or re-election to the Board. In connection with its review of proposed name(s), the Committee will consider each individual's skill set, expertise and background, reputation for business ethics, geographical representation and diversity in accordance with the guidelines adopted by Plaza, among other things;
- act as the compensation committee for Plaza and in that capacity its responsibilities include, but are not limited to: (i) annual review and approval of the compensation for the independent Trustees; (ii) reviewing, approving and recommending to the Board, the compensation for the Chief Executive Officer, the Chair of the Board and any other of Plaza's Named Executive Officers (as defined in CSA Form 51-102F6); (iii) reviewing and approving recommendations in respect of any incentive compensation plans, including equity-based plans of Plaza and amendments to such plans as applicable; (iv) developing and annually reviewing the position descriptions for the Chair of the Board, the Chair of each Board committee, and reviewing the performance of the Chief Executive Officer as well as his roles and responsibilities on an annual basis; and (v) reviewing, prior to any public disclosure, the executive compensation disclosure included in Plaza's annual management information circular;
- annually review succession planning for the Chief Executive Officer and other Named Executive Officers and report to the Board;

- review the results of an assessment questionnaire completed by each Board member containing his/her views regarding the structure, functionality, effectiveness and contribution of the Board and any committee during the year; and
- review Plaza's insurance program on an annual basis and report to the Board.

The Corporate Governance and Compensation Committee consists of as many members as the Board may determine, but in no event fewer than three Trustees. Each member must also be considered an independent Trustee under appropriate securities law.

### **Cease Trade Orders and Bankruptcies**

To the knowledge of Plaza, none of the Trustees is or, in the past 10 years has been, a director, chief executive officer or chief financial officer of any issuer that, (a) while the person was acting in that capacity was the subject of a cease trade order or similar order or an order that denied the issuer access to any exemption under securities legislation, for a period of more than 30 consecutive days, or (b) was subject to an order described in (a) that was issued after that person ceased to be a director, chief executive officer or chief financial officer, and which resulted from an event that occurred while the person was acting in that capacity.

To the knowledge of Plaza, none of the Trustees (a) is, or has been within the past 10 years, a director or executive officer of any issuer that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became 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) has 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, receiver/manager or trustee appointed to hold the assets of the person.

### **CONFLICTS OF INTEREST**

Earl Brewer and Michael Zakuta indirectly control some of the general partners of the limited partnerships in which Plaza has an ownership interest, either directly or indirectly.

Earl Brewer and Michael Zakuta indirectly control TC Land LP which leases nine parcels of land to Plaza. The land leases expire at various times from October 2043 to November 2047, subject to options to renew or purchase.

Earl Brewer and Michael Zakuta directly or beneficially, through companies they control, hold interests in common with Plaza's 25% interest in the Gateway Mall, Sussex, NB

Earl Brewer, Michael Zakuta and Edouard Babineau, directly or indirectly, hold interests in common with Plaza's 10% interest in Northwest Plaza Commercial Trust, the owner of Northwest Centre, Moncton, NB.

Plaza has notes payable of \$261 thousand (December 31, 2015 - \$261 thousand) that are owed to parties controlled directly or indirectly by Michael Zakuta. The non-interest bearing notes existed at the time of acquisition of properties in September, 2000 and are repayable on sale or refinancing of the related asset.

In October 2016, Plaza sold land in Fredericton, NB for gross proceeds of \$760 thousand. The land was sold to an entity controlled by Earl Brewer and Michael Zakuta for a residential project. The independent Trustees of Plaza reviewed and approved this transaction.

The Montreal office of PGML (a wholly-owned subsidiary of Plaza) shares office space with a company indirectly owned by Michael Zakuta in an office building owned by him. No basic minimum rent is payable for the space.

Some of the officers and Trustees of Plaza will participate and will continue to participate in similar lines of business within the real estate industry on their own behalf and on behalf of other corporations and entities. If any conflicts arise whereby the officers or Trustees have an interest in companies or in business activities which are in competition with the business of Plaza, such conflicts will be subject to and governed by Plaza's Code of Business Conduct and Ethics, and applicable provisions of the Declaration of Trust.

## **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

Plaza is exposed to various litigation and claims that arise from time to time in the normal course of business. These actions generally fall within Plaza's property insurance coverage. During the fiscal year ended December 31, 2016, Plaza was not the subject of, or was a party to, any material legal proceedings.

During the fiscal year ended December 31, 2016, Plaza was not subject to any penalties or sanctions imposed by a court or regulatory authority nor have any settlement agreements been entered into in respect thereof.

## **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

None of the Trustees or officers of Plaza, no associate or affiliate of them and no person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10 percent of the issued and outstanding Units, has or is engaged in any material transactions during the current financial year or within the three most recently completed financial years that materially affects Plaza other than:

1. Trustees and officers of Plaza own certain mortgage bonds and unsecured debentures of Plaza;
2. Plaza is a party to various land leases on nine parcels of land with TC Land LP, an entity indirectly owned and controlled by Earl Brewer and Michael Zaktua;
3. Plaza has notes payable of \$261 thousand (December 31, 2015 - \$261 thousand) that are owed to parties controlled directly or indirectly by Michael Zakuta. The non-interest bearing notes existed at the time of acquisition of properties in September 2000 and are repayable on sale or refinancing of the related asset; and
4. During the fiscal year ended December 31, 2015, PGML managed 527 Queen Street, Fredericton, NB, a property owned indirectly by Michael Zakuta and Earl Brewer. Commencing January 1, 2016, PGML no longer manages this property.
5. In October 2016, Plaza sold land in Fredericton, NB for gross proceeds of \$760 thousand. The land was sold to an entity controlled by Earl Brewer and Michael Zakuta for a residential project. The independent Trustees of Plaza reviewed and approved this transaction.

## **TRANSFER AGENT AND REGISTRAR**

The registrar and transfer agent of Plaza is CST Trust Company, 600 The Dome Tower, 333 - 7<sup>th</sup> Avenue S.W., Calgary, Alberta T2P 2Z1.

## **MATERIAL CONTRACTS**

Except for contracts entered into in the ordinary course of business such as leases with tenants and other agreements, there are no other contracts entered into by Plaza, which are material to investors.

## **EXPERTS**

KPMG LLP are the external auditors of Plaza and have confirmed with respect to Plaza that they are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations.

## **ADDITIONAL INFORMATION**

Additional information regarding Plaza, including Trustees' and officers' compensation and indebtedness, principal holders of Plaza securities and other equity compensation will be contained in Plaza's Management Information Circular to be filed in connection with its annual meeting of unitholders to be held on May 25, 2017. Additional financial information can also be found in Plaza's annual report which contains the Consolidated Financial Statements and the Management's Discussion and Analysis for the fiscal year ended December 31, 2016. Additional information relating to Plaza is available and may be found on SEDAR at [www.sedar.com](http://www.sedar.com) or from Plaza's Corporate Secretary at 506-451-1826.

**Schedule “A” – Form 52-110 F1**  
**Audit Committee Information Required in an AIF**

**Audit Committee Charter**

The Audit Committee Charter was most recently reviewed, amended and approved by the Board effective November 9, 2016. The Charter is available on Plaza’s web site, on SEDAR at [www.sedar.com](http://www.sedar.com) or may be obtained upon request from the Corporate Secretary at 506-451-1826. For greater certainty, the Charter is expressly incorporated by reference in this AIF.

**Composition of the Audit Committee**

The Audit Committee consists of:

Barbara Trenholm (Chair)  
Denis Losier (Member)  
Edouard Babineau (Member)  
Robert Boudreau (Member)

All members of the Audit Committee are independent and financially literate (as defined in National Instrument 52-110).

**Relevant Education and Experience**

*Barbara Trenholm*

Barbara Trenholm, the Committee’s Chair, taught accounting full-time at the undergraduate and graduate levels at the Faculty of Business Administration, University of New Brunswick (UNB) from 1980 – 2008. In 2009, she was honoured on retirement by the University as a professor emerita and continues to teach part-time at UNB. Ms. Trenholm is currently a member of the International Development Research Centre board of governors and board of directors of NB Power and is a past board member of AECL and the Canadian Institute of Chartered Accountants (now known as CPA Canada), past-president of the New Brunswick Institute of Chartered Accountants (now known as CPA New Brunswick), and past acting dean of the Faculty of Business Administration at UNB. Ms. Trenholm has also chaired or served as a member of a number of other international, national, regional as well as local boards and committees. She is the President of Tantramar Management Ltd. She holds a Bachelor of Commerce, MBA, FCP (FCA) and an ICD.D.

*Denis Losier*

Mr. Losier is the former President and CEO of Assumption Mutual Life Insurance Company of Moncton and former Chair of Assumption Life’s subsidiaries and Louisbourg Investments (September 1, 1994 to April 1, 2013). Mr. Losier held various cabinet-level positions with the Government of the Province of New Brunswick from 1989 – 1994. He is a director and Chair of the Corporate Governance and Nominating Committee of Canadian National Railway Company (“CN”) (TSX; NYSE), as well as a member of the Audit Committee (and former Chair), Human Resources and Compensation Committee, Strategic Planning Committee and Investment Committee of CN’s Pension Trust Funds. Mr. Losier is also a director of Enbridge Gas New Brunswick Limited Partnership. He is a former director and Chair of the Board of Capital DGMC Inc., former Chair of Invest NB and a former board member of the Security and Intelligence Review Committee, Canadian Blood Services and NAV Canada. Mr. Losier holds a Master of Economics degree from the University of Western Ontario.

*Edouard Babineau*

Mr. Babineau is currently President and CEO of Babineau Holdings Ltd. His extensive business experience also includes President of Babineau Fisheries Ltd., Souris Seafoods Ltd., International Seafoods Ltd. and Northumberland Seafoods Ltd. (an international marketing company) and President and CEO of PEI Capital Inc. (a venture capital company). He also served two terms of three years each as President of the Seafood Processors Association of Prince Edward Island. Mr. Babineau was a Governor on the board of Holland College in Prince Edward Island for six years, where he was a member of the Finance Committee and the Pension Committee, and was also a director of the Holland College Foundation for six years. Mr. Babineau is former Chair of each of Plaza’s Audit Committee and Corporate Governance and Compensation Committee. Mr. Babineau has taken accounting courses at Holland College, as well as an Audit Committee Chair course presented by KPMG in Halifax, Nova Scotia. In all of his positions, Mr. Babineau has been directly involved in reviewing financial statements and financial information of complex organizations, both for profit and not-for-profit.

*Robert Boudreau*

Mr. Boudreau was President & CEO of J. Robert Boudreau & Assoc. from 1993 to 2012. He has over 30 years of commercial real estate experience in debt, equity, brokerage, valuation and consulting. He served as Advisory Counsel/Senior Consultant to Altus Group – Real Estate Advisory Services from 1998 to 2008. Mr. Boudreau was Vice President and Director for DS Marcil Inc. until 1993 and also held various positions within Maritime Life’s Real Estate Investment Department until 1987. Mr. Boudreau holds a Bachelor of Commerce degree from Saint Mary’s University.

**Audit Committee Pre-Approval Policy**

Plaza and its subsidiaries will not engage its auditors for any prohibited service as defined by regulation. The Audit Committee will consider the pre-approval of permitted services to be performed by the external auditor in each of the following broad categories:

*A. Audit Services*

The Audit Committee will approve and recommend that the unitholders appoint a firm as Plaza’s auditor at each annual general meeting. The Audit Committee will pre-approve all Audit Services through the Audit Committee’s review and approval of the auditor’s annual audit plan.

*B. Pre-Approval of Audit Related, Tax and Other Non-Audit Services*

Annually, the Audit Committee updates a list of pre-approved services and pre-approves services that are recurring or otherwise reasonably expected to be provided. The Audit Committee is informed quarterly of the services on the pre-approved list for which the auditor has been actually engaged. Any additional requests for pre-approval will be addressed on a case-by-case, specific engagement basis as described below.

Any Plaza employee requiring a service from the Auditor will submit the request to the Chief Financial Officer of Plaza. The request for service includes a description of the service, the estimated fee, a statement that the service is not a Prohibited Service (as such term is defined in Plaza’s pre-approval policy) and the reason the auditor is being engaged.

For services not already pre-approved where the aggregate fees are estimated to be less than or equal to \$60,000, recommendations in respect of each engagement will be submitted by the Chief Financial Officer to the Chair of the Audit Committee for consideration and approval. The full Audit Committee will subsequently be informed of the service at its next meeting. The engagement may commence upon approval of the Chair.

For services where the aggregate fees are estimated to be greater than \$60,000, recommendations in respect of each engagement will be submitted by the Chief Financial Officer to the full Audit Committee for consideration and approval, generally at its next meeting or at a special meeting called for the purpose of approving such services. The engagement may commence upon approval of the full Committee.

At each Audit Committee meeting, the Auditor will confirm either verbally or in writing all non-audit services performed since the last Audit Committee meeting.

**Auditor Fees – Fiscal Year Ended December 31, 2016 and December 31, 2015**

The fees billed by KPMG LLP to Plaza are as follows:

	2016	2015
Audit Fees <sup>(1),(2)</sup>	\$323,765	\$267,823
Audit Related Fees	49,000	-
Tax Compliance Fees <sup>(3)</sup>	44,345	53,427
<b>TOTAL</b>	<b>\$417,110</b>	<b>\$321,250</b>

(1) Includes accrual for 2015 and 2016

(2) The 2016 fees include fees related to the filing of a prospectus.

(3) Represent fees associated with the preparation of income tax returns, election filings and other tax advisory services.